BYLAWS
OF
H.B. FULLER MEDICAL ADHESIVE TECHNOLOGIES INC.

(Effective as of October 15, 2024)

ARTICLE I
OFFICES

Section 1.1 Registered Office. The registered office of the Corporation in the State of Delaware shall be located at the address set forth in the Certificate of Incorporation ("Certificate"), and the registered agent at such office shall be the person or entity designated in the Certificate or at such location or such person or entity as otherwise determined by the Board of Directors of the Corporation (the "Board of Directors").

Section 1.2 Other Offices. The Corporation may also have offices at such other places both within and without the State of Delaware the Board of Directors or any Officer authorized by the Board of Directors may from time to time determine.

Section 1.3 Books and Records; Electronic Records. The Corporation shall keep such books and records as are required by the Delaware General Corporation Law (the "DGCL") or as the Board of Directors deems advisable. Any records administered by or on behalf of the Corporation in the regular course of its business, including its stock ledger, books of account and minute books, may be maintained on any information storage device, method or one or more electronic networks or databases (including distributed electronic networks or databases), provided that the records so kept can be converted into clearly legible paper form within a reasonable time and (with respect to the stock ledger) comply with DGCL Section 224.

Section 1.4 No Corporate Seal. Unless otherwise adopted by the Board of Directors, the Corporation shall not have a corporate seal and the use of a seal shall not be required for the validity of any instrument.

ARTICLE II
MEETINGS OF STOCKHOLDERS

Section 2.1 Place of Meetings; Remote Communications. Meetings of the stockholders may be held at such place, within or outside of the State of Delaware, as may be designated by or in the manner provided by the Board of Directors or a majority of the stockholders. Unless otherwise provided by the Certificate or these Bylaws, the Board of Directors or a majority of the stockholders may determine that a meeting of the stockholders may not be held at any place, but may instead by solely by means of remote communications (telephone or other communications equipment) which all persons participating in the meeting can hear each other and be heard, subject to the DGCL. Participation by a stockholder in a meeting pursuant to this Section 2.1 shall constitute presence in person at such meeting.

Section 2.2 Annual Meetings. The annual meetings of stockholders shall be held on such date and at such time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting, at which meetings the stockholders shall elect as a Board of Directors those candidates receiving the largest number of votes cast by the stockholders entitled to vote in the election, up to the number of Directors (defined below) to be elected, and transact such other business as may properly be brought before the meeting.

Section 2.3 Special Meetings. Unless otherwise prescribed by law or by the Certificate, special meetings of stockholders, for any purpose or purposes, may be called by either (a) the chairperson of the Board of Directors, if there be one ("Chair of the Board of Directors"), (b) the president of the Corporation ("President") or chief executive officer of the Corporation ("Chief Executive Officer") (as applicable), (c) any vice-president of the Corporation (each a "Vice President"), if there be one, (d) the secretary of the Corporation ("Secretary"), and/or (e) any assistant secretary of the Corporation (each an "Assistant Secretary"), if there be one. Further a special meeting of the stockholders shall be called by any such Officer at the written request of a majority of the Board of Directors or at the written request of stockholders owning at least ten percent (10%) of the capital share of the Corporation issued and outstanding and entitled to vote on any issue proposed to be considered at the proposed special meeting.

Section 2.4 Notice of Meetings. Subject to Section 2.3 and Section 2.5, written notice of each meeting of stockholders shall be given to each stockholder entitled to vote thereat as of the applicable record date not less than ten (10) nor more than sixty (60) days before the meeting date, in accordance with the DGCL. Notice may be delivered by mail, courier, electronic mail or other electronic transmission permitted by the DGCL, or by any other method permitted by law. The notice of any meeting shall state: (a) the place, if any, date and hour of the meeting; (b) the means of remote communication, if any; (c) the record date for determining the stockholders entitled to vote at the meeting if different from the notice record date; and (d) in the case of a special meeting, the purpose or purposes for which the meeting is called.

Section 2.5 Waiver of Notice. A stockholder may waive notice of any meeting in writing or by electronic transmission, before or after the meeting. Attendance by a stockholder at a meeting constitutes a waiver of notice of such meeting, except where the stockholder attends for the purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 2.6 Quorum; Adjournments. Except as otherwise required by the DGCL or the Certificate, the holders of a majority of the voting power of the outstanding shares entitled to vote at a meeting, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder entitled to vote at the meeting.

Section 2.7 Voting; Required Vote. Unless otherwise required by the DGCL, the Certificate, or these Bylaws: (a) Directors shall be elected by a plurality of the votes cast by the shares present in person or represented by proxy at a meeting at which a quorum is present, and (b) all other matters shall be decided by the affirmative vote of a majority of the voting power of the shares present in person or represented by proxy at a meeting at which a quorum is present and entitled to vote thereon. Each stockholder represented at a meeting of stockholders shall be entitled to cast one vote for each share of the capital shares entitled to vote thereat held by such stockholder.

Section 2.8 Proxies. Each stockholder entitled to vote at a meeting may authorize another person to act for such stockholder by proxy in the manner permitted by the DGCL. A proxy shall be revocable unless it states that it is irrevocable and coupled with an interest sufficient in law to support and irrevocable power.

Section 2.9. List of Stockholders; Stock Ledger. The Corporation shall prepare, to the extent and in the manner required by the DGCL, a list of stockholders entitled to vote at a meeting, arranged by voting group (and within each voting group by class and series, if applicable), and shall make such list available for inspection as required by law. The stock ledger shall be the only evidence as to who are the stockholders entitled to vote or to inspect such list or the stock ledger.

Section 2.10 Inspectors of Election. The Board of Directors may, and if required by law shall, appoint one or more inspectors to act at a meeting of stockholders and make a written report. Inspectors shall have the duties prescribed by the DGCL.

Section 2.11 Conduct of Meetings. The Board of Directors may adopt rules and regulations for the conduct of meetings of stockholders. The Chair of the Board of Directors, or in the Chair of the Board of Director's absence the President/Chief Executive Officer, or such other person designated by the Board of Directors, shall preside. The Secretary, or in the Secretary's absence an Assistant Secretary, or such other person designated by the Board of Directors, shall act as secretary of the meeting and record the minutes.

Section 2.12 Stockholder Action by Written Consent. Unless otherwise provided in the Certificate, these Bylaws, or the DGCL, any action required or permitted to be taken at a meeting of the stockholders may be taken without a meeting, without prior notice, and without a vote if consents in writing or by electronic transmissions, setting forth the action(s) so taken, are signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and delivered to the Corporation in accordance with the DGCL.

Section 2.13 Fixing a Record Date. For purposes of determining stockholders entitled to notice of or to vote at any meeting, or to consent to corporate action without a meeting, or for any other lawful purpose, the Board of Directors may fix a record date in the manner and within the time periods permitted by the DGCL. If no record date is fixed, the record date shall be as provided in the DGCL.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1 General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which may exercise all powers of the Corporation except as may be reserved by the DGCL, the Certificate, or these Bylaws. The Board of Directors may adopt such rules and procedures, not inconsistent with the Certificate, these Bylaws, or the DGCL, as it may deem proper for the conduct of its meetings and the management of the Corporation.

Section 3.2 Number; Qualifications. The Board of Directors shall consist of one (1) or more directors (each a "Director"). The number of Directors shall be fixed from time to time by resolution of the Board of Directors or by stockholders; provided that no reduction in the number of Directors shall shorten the term of any incumbent Directors. As of the date of these Bylaws, the number of Directors shall initially be fixed at three (3). Directors need not be stockholders unless required by the Certificate.

Section 3.3 Election; Term of Office. Directors shall be elected at the annual meeting of stockholders (or by written consent) and each Director so elected shall hold office until their successors are elected and qualified or until his or her earlier death, resignation, removal, or disqualification. The Directors shall be elected by the number of votes required under Section 2.7 of these Bylaws.

Section 3.4 Resignation. Any Director may resign at any time by delivering written notice or notice by electronic transmission to the Corporation (to any Director or Officer). A resignation shall be effective upon delivery unless it specifies a later effective time. A verbal resignation shall not be deemed effective until confirmed by the Director in writing or by electronic transmission to the Corporation. A resignation need not be accepted in order for it to be effective.

Section 3.5 Removal. Except as otherwise provided by the DGCL, the Certificate, or these Bylaws, the stockholders entitled to vote in an election of directors may remove any Director from office at any time, with or without cause, by the affirmative vote of a majority of the voting power of the outstanding shares entitled to vote in an election of Directors.

Section 3.6 Vacancies; Newly Created Directorships. Any newly created directorships resulting from an increase in the authorized number of Directors and any vacancies occurring in the Board of Directors, may be filled by: (a) the affirmative vote of a majority of the voting power of the outstanding shares entitled to vote in an election of directors; or (b) the affirmative votes of a majority of the remaining members of the Board of Directors, although less than a quorum, or by a sole remaining Director. A Director so elected shall be elected to hold office until the earlier of the expiration of the term of office of the outgoing Director whom the newly elected Director has replaced, a successor is duly elected and qualified, or the earlier of such Director's death, resignation, or removal.

Section 3.7 Regular Meetings. Regular meetings of the Board of Directors may be held at such times and at such places, if any, as may be determined from time to time by the Board of Directors or the Chair of the Board of Directors, at which meetings the Board of Directors may transact such business as may properly be brought before the meeting. If the date of such regular meetings has been determined in previous meetings (with such meeting minutes or written consent provided to the Directors), no notice of such regular meeting is required.

Section 3.8 Special Meetings. Unless otherwise prescribed by law or by the Certificate, special meetings of the Board of Directors may be called by either: (a) the Chair of the Board of Directors; (b) any two (2) Directors; or (c) the President, Chief Executive Officer, or Secretary, at which special meeting the Board of Directors may transact such business as may be stated in the notice of meeting or such other business as may properly be brought before the meeting, as such notice need not specify the purpose of the meeting. Written notice of special meetings shall be given to each Director entitled to vote thereat as of the applicable record date not less than twenty-four (24) hours nor more than sixty (60) days before the meeting date. Notice may be delivered by mail, courier, electronic mail or other electronic transmission permitted by the DGCL, or by any other method permitted by law. The notice of any special meeting: (a) shall state the place, if any, date and hour of the meeting; (b) shall state the means of remote communication, if any; and (c) may state, in the case of a special meeting, the purpose or purposes for which the special meeting is called.

Section 3.9 Place of Meetings; Remote Communications. Meetings of the Board of Directors may be held at such place, within or outside of the State of Delaware, as may be designated by or in the manner provided by the Chair of the Board of Directors or a majority of the Board of Directors. Unless otherwise provided by the Certificate or these Bylaws, a meeting of the Board of Directors may not be held at any place, but may instead by solely by means of remote communications (telephone or other communications equipment) which all persons participating in the meeting can hear each other and be heard, subject to the DGCL. Participation by a Director in a meeting pursuant to this Section 3.9 shall constitute presence in person at such meeting.

Section 3.10 Notice of Meetings. Subject to Section 3.8, Section 3.11, and Section 3.13 hereof, whenever notice is required to be given to any Director by applicable law, the Certificate, or these Bylaws, such notice shall be deemed given effectively if given in person or by telephone, mail addressed to such Director at such Director's address it appears on the records of the Corporation, electronic mail or other electronic transmission permitted by the DGCL, or by any other method permitted by law.

Section 3.11 Waiver of Notice. A Director may waive notice of any meeting in writing or by electronic transmission, before or after the meeting. Attendance by a Director at a meeting constitutes a waiver of notice of such meeting, except where the Director attends for the purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.12 Quorum. Except as may be otherwise specifically provided by law, the Certificate or these Bylaws, at all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, provided, that a quorum of the Board of Directors shall in no event be less than one third (1/3) of the entire Board of Directors. Each Director present or represented at a meeting of the Board of Directors shall be entitled to cast one vote.

Section 3.13 Adjournment. A majority of the Directors present or represented at any meeting of the Board of Directors at which a quorum is present may adjourn and reconvene such meeting to another time and place. If, however, such quorum shall not be present or represented at any meeting of the Board of Directors, any Director present shall have the power to adjourn the meeting from time to time and reconvene such meeting to another time and place. At least twenty-four (24) hours' notice of any adjourned meeting of the Board of Directors shall be given to each Director whether or not present at the time of the adjournment. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Director entitled to vote at the meeting.

Section 3.14 Voting; Require Vote. Unless otherwise required by the DGCL, the Certificate, or these Bylaws, the vote of a majority of the Directors present or represented at a meeting at which a quorum is present shall be the act of the Board of Directors. Each Director present or represented at a meeting of the Board of Directors shall be entitled to cast one vote on each matter presented for vote.

Section 3.15 Proxies. If the DGCL allows, each Director entitled to vote at a meeting may authorize another person to act for such Director by proxy in the manner permitted by the DGCL. A proxy shall be revocable unless it states that it is irrevocable and coupled with an interest sufficient in law to support and irrevocable power.

Section 3.16 Conduct of Meetings. The Board of Directors may adopt rules and regulations for the conduct of meetings of the Board of Directors. At each meeting of the Board of Directors, the Chair of the Board of Directors or, in the Chair of the Board of Director's absence, another Director selected by the Board of Directors shall preside. The Secretary shall act as secretary at each meeting of the Board of Directors. If the Secretary is absent from any meeting of the Board of Directors, an Assistant Secretary shall perform the duties of Secretary at such meeting; and in the absence from any such meeting of the Secretary and all Assistant Secretaries, the person presiding at the meeting may appoint any person to act as secretary of the meeting.

Section 3.17 Board Action by Written Consent. Unless otherwise provided in the Certificate, these Bylaws, or the DGCL, any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting, without prior notice, and without a vote if consents in writing or by electronic transmissions, setting forth the action(s) so taken, are signed by Directors having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Directors entitled to vote thereon were present and voted, and delivered to the Corporation in accordance with the DGCL.

Section 3.18 Committees. The Board of Directors may designate one or more committees, each committee to consist of one or more of the Directors of the Corporation. The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. If a member of a committee shall be absent from any meeting, or disqualified from voting, the remaining member or members present at the meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent permitted by applicable law, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers that may require it to the extent so authorized by the Board of Directors. Unless the Board of Directors provides otherwise, at all meetings of such committee, a majority of the then authorized members of the committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee. Each committee shall keep regular minutes of its meetings. Unless the Board of Directors provides otherwise, each committee designated by the Board of Directors may make, alter, and repeal rules and procedures for the conduct of its business. In the absence of such rules and procedures each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to this Article III.

Section 3.19 Compensation; Fees & Expenses. The Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as Director as determined by a vote of the stockholders. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

ARTICLE IV
OFFICERS

Section 4.1 General. Following initial selection of the Officers by the sole incorporator, the Officers of the Corporation shall be chosen by the Board of Directors and may include a Chief Executive Officer, President, a Secretary, and a Treasurer. The Board of Directors, in its discretion, may also choose a Chair of the Board of Directors (who must be a Director), one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers (collectively, the "Officers"). Any number of offices may be held by the same person, unless otherwise prohibited by law, the Certificate, or these Bylaws. The Officers of the Corporation need not be stockholders of the Corporation nor, except in the case of the Chairman of the Board of Directors, need such Officers be Directors of the Corporation.

Section 4.2 Election; Term. The Board of Directors at its first meeting held after each annual meeting of stockholders may elect the Officers of the Corporation who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. Each Officer of the Corporation shall hold office until such Officer's successor is elected and qualified or until such Officer's earlier death, resignation, or removal. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors at any time, with or without cause, by the majority vote of the members of the Board of Directors then in office. The removal of an Officer shall be without prejudice to the Officer's contract rights, if any. The election or appointment of an Officer shall not of itself create contract rights. Any Officer of the Corporation may resign at any time by giving written notice of the Officer's resignation to the President, Secretary, or any Director. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Should any vacancy occur among the Officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board of Directors.

Section 4.3 Chair of the Board of Directors. The Chair of the Board of Directors, if there be one, shall preside at all meetings of the stockholders and of the Board of Directors. Except where by law the signature of the President (or Chief Executive Officer, as applicable) is required, the Chairman of the Board of Directors shall possess the same power as the President (or Chief Executive Officer, as applicable) to sign all contracts, certificates, and other instruments of the Corporation which may be authorized by the Board of Directors. During the absence or disability of the President (or Chief Executive Officer, as applicable), the Chairman of the Board of Directors shall exercise all the powers and discharge all the duties of the President (or Chief Executive Officer, as applicable). The Chairman of the Board of Directors shall also perform such other duties and may exercise such other powers as from time to time may be assigned to him or her by these Bylaws or by the Board of Directors.

Section 4.4 Chief Executive Officer. The Chief Executive Officer, if there be one, shall be the chief executive and principal policy-making officer of the Corporation. Subject to the authority of the Board of Directors, the Chief Executive Officer shall formulate the major policies to be pursued in the administration of the Corporation's affairs and shall see that the established policies are placed into effect and carried out under the direction of the appropriate officers. They shall have such usual powers of supervision and management as may pertain to the office of the Chief Executive Officer. In the absence or disability of the Chair of the Board of Directors, or if there be none, the Chief Executive Officer shall preside at all meetings of the stockholders and the Board of Directors. The Chief Executive Officer shall also perform such other duties and may exercise such other powers as from time to time may be assigned to them by these Bylaws or by the Board of Directors.

Section 4.5 President. The President, if there be one, shall, subject to the control of the Board of Directors and, if there be one, the Chairman of the Board of Directors, shall have general supervision of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall execute all bonds, mortgages, contracts and other instruments of the Corporation requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except that the other Officers of the Corporation may sign and execute documents when so authorized by these Bylaws, the Board of Directors, or the President. In the absence or disability of the Chair of the Board of Directors and the Chief Executive Officer, or if there be none, the President shall preside at all meetings of the stockholders and the Board of Directors. The President shall also perform such other duties and may exercise such other powers as from time to time may be assigned to them by these Bylaws or by the Board of Directors.

Section 4.6 Vice Presidents. At the request of the President, if there be one, or in the President's absence or in the event of their inability or refusal to act (and if there be no Chief Executive Officer or Chair of the Board of Directors), the Vice President or the Vice Presidents if there is more than one (in the order designated by the Board of Directors) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Each Vice President shall perform such other duties and have such other powers as the Board of Directors from time to time may prescribe. If there be no Chair of the Board of Directors, no Chief Executive Officer, no President, and no Vice President, the Board of Directors shall designate the Officer of the Corporation who, in the absence of the President or in the event of the inability or refusal of the President to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 4.7 Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of stockholders and record all the proceedings thereat in a book or books to be kept for that purpose; the Secretary shall also perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of

Directors or President (or Chief Executive Officer, as applicable), under whose supervision he or she shall be. If the Secretary shall be unable or shall refuse to cause to be given notice of all meetings of the stockholders and special meetings of the Board of Directors, and if there be no Assistant Secretary, then either the Board of Directors or the President (or Chief Executive Officer, as applicable) may choose another Officer to cause such notice to be given. The Secretary shall have custody of the seal of the Corporation and the Secretary or any Assistant Secretary, if there be one, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the signature of the Secretary or by the signature of any such Assistant Secretary. The Board of Directors may give general authority to any other Officer to affix the seal of the Corporation and to attest the affixing by his or her signature. The Secretary shall see that all books, reports, statements, certificates, and other documents and records required by law to be kept or filed are properly kept or filed, as the case may be.

Section 4.8 Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, Chief Executive Officer, or President, taking proper vouchers for such disbursements, and shall render to the President (or Chief Executive Officer, as applicable) and the Board of Directors, at its regular meetings, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his or her office and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

Section 4.9 Assistant Secretaries. Except as may be otherwise provided in these Bylaws, Assistant Secretaries, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors, the President (or Chief Executive Officer, if applicable), any Vice President, if there be one, or the Secretary, and in the absence of the Secretary or in the event of his or her disability or refusal to act, shall perform the duties of the Secretary, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Secretary.

Section 4.10 Assistant Treasurers. Assistant Treasurers, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors, the President (or Chief Executive Officer, if applicable), any Vice President, if there be one, or the Treasurer, and in the absence of the Treasurer or in the event of his or her disability or refusal to act, shall perform the duties of the Treasurer, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Treasurer. If required by the Board of Directors, an Assistant Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his or her office and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his or her control belonging to the Corporation.

Section 4.11 Other Officers. Such other officers as the Board of Directors may choose shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors. The Board of Directors may delegate to any other officer of the Corporation the power to choose such other officers and to prescribe their respective duties and powers.

Section 4.12 Delegation of Duties. Duties of Officers May Be Delegated. In case any Officer is absent, or for any other reason that the Board of Directors may deem sufficient, the President, Chief

Executive Officer, or the Board of Directors may delegate for the time being the powers or duties of any such Officer to any other person (including other Officers or to any Director).

Section 4.13 Appointing Attorneys and Agents; Voting Securities of Other Entities. Unless otherwise provided by resolution adopted by the Board of Directors, the Chair of the Board of Directors, the President, Secretary, and any Vice President may from time to time appoint an attorney or attorneys or agent or agents of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other corporation or other entity, any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other corporation or other entity, or to consent in any manner permitted under applicable law, in the name of the Corporation as such holder, to any action by such other corporation or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consents, and may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal or otherwise, all such proxies or other instruments as they may deem necessary or proper. Any of the rights set forth in this Section 4.13 which may be delegated to an attorney or agent may also be exercised directly by the Chair of the Board of Directors, the President, Secretary, and any Vice President.

Section 4.14 Execution Authority. All contracts of the Corporation may be executed on behalf of the Corporation by (a) the Chair of the Board of Directors, (b) President or any Vice President, (c) Secretary or Treasurer, (d) such other Officer or employee of the Corporation authorized in writing by the individuals listed in Subsections 4.14(a) through (c), with such limitations or restrictions on such authority as the authorizer deems appropriate, or (e) such other person as may be authorized by the Board of Directors, and, if required, the seal of the Corporation shall be thereto affixed and attested by the Secretary or an Assistant Secretary.

ARTICLE V
SHARES, CLASSES, AND THEIR TRANSFER

Section 5.1 Share Certificates and Book-Entry. The shares of the corporation may be certificated or uncertificated as determined by the Board of Directors. Unless otherwise determined by the Board of Directors, the shares of stock of the Corporation shall be uncertificated shares that may be evidenced by a book-entry system maintained by the Corporation pursuant to the DGCL.

Section 5.2 Authorized Capital; Classes. As set forth in the Certificate, the Corporation is authorized to issue shares of "Class A Preferred Stock", "Class B Preferred Stock", "Class C Preferred Stock", "Class D Preferred Stock", and "Common Stock" (collectively, the "Stock"), with such par value, number of authorized shares, and such rights, preferences, and privileges as are set forth in the Certificate and these Bylaws. Subject to the provisions and limitations of the Certificate or any agreement of the stockholders, the Board of Directors is authorized to cause to be issued shares of the capital stock of the Corporation, to the full amount of the authorized stock, and at such times as may be determined by the Board of Directors and as may be permitted by law. In the event of any inconsistency between these Bylaws and the Certificate, the Certificate shall control.

Section 5.3 Voting; Equal Voting Rights. Except as otherwise required by the DGCL or expressly provided in the Certificate, each share of Stock, regardless of class, shall be entitled to one (1) vote on each matter submitted to stockholders, and all classes shall vote together as a single class.

Section 5.4 Transfer of Stock; Restrictions. Transfers of Stock shall be made on the books of the Corporation only upon instruction from the record holder or such holder's duly authorized attorney, and (in the case of certificated shares) upon surrender of the certificate properly endorsed. The Board of Directors may impose reasonable transfer procedures and may require evidence of authority, tax compliance, or other information as a condition to recording a transfer, in each case to the fullest extent permitted by the DGCL and applicable securities laws. The Corporation may enforce any transfer restrictions contained in the Certificate, these Bylaws, or any applicable stockholder agreement, investors' rights agreement, or similar agreement, in each case to the extent permitted by the DGCL.

Section 5.5 Lost, Stolen, or Destroyed Certificates. The Board of Directors may direct a new certificate or uncertificated shares to be issued in place of any certificate theretofore issued by the Corporation alleged to have been lost, stolen, or destroyed upon the making of an affidavit of that fact by the owner of the allegedly lost, stolen, or destroyed certificate. When authorizing such issue of a new certificate or uncertificated shares, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of the lost, stolen, or destroyed certificate, or the owner's legal representative to give the Corporation a bond sufficient to indemnify it against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen, or destroyed or the issuance of such new certificate or uncertificated shares.

Section 5.6 Registered Holders. The Corporation may treat the person in whose name any share is registered in the stock ledger as the owner thereof for all purposes, and shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not the Corporation has notice thereof, except as otherwise required by law.

Section 5.7 Beneficial Owners. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

ARTICLE VI
GENERAL PROVISIONS

Section 6.1 Dividends. Dividends upon the capital share of the Corporation, subject to the DGCL and to any provisions of the Certificate, may be declared by the Board of Directors at any regular or special meeting, and may be paid, in cash, in property or in shares of the capital share. Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the Board of Directors from time to time, in its absolute discretion, deems proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for any proper purpose, and the Board of Directors may modify or abolish any such reserve.

Section 6.2 Disbursements, Checks, and Drafts. All checks or demands for money and notes of the Corporation shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate or by an Officer or Officers authorized by the Board of Directors to make such designation.

Section 6.3 Fiscal Year. The fiscal year of the Corporation shall end on the Saturday closest to November 30th of each year, unless otherwise fixed by the Board of Directors.

Section 6.4 Conflict with Applicable Law or Certificate. These Bylaws are adopted subject to any applicable law (including the DGCL) and the Certificate. Whenever these Bylaws may conflict with any applicable law or the Certificate, such conflict shall be resolved in favor of such law or the Certificate.

Section 6.5 Voting Securities Held by Corporation. Each Officer or other person designated by the Board shall have full power and authority on behalf of the Corporation to attend, act and vote at any meeting of security holders of other entities in which this Corporation may hold securities. At such meeting the Officer, or such other agent, shall possess and exercise any and all rights and powers incident to the ownership of such securities which the Corporation might possess and exercise.

ARTICLE VII
INDEMNIFICATION

Section 7.1 Right to Indemnification. The Corporation shall, to the maximum extent permitted from time to time under the DGCL, indemnify and upon request shall advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be an incorporator, Director or Officer of the Corporation or while a Director or Officer is or was serving at the request of the Corporation as an incorporator, Director, Officer, partner, trustee, employee or agent of any Corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require the Corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, or claim initiated by or on behalf of such person or any counterclaim against the Corporation initiated by or on behalf of such person or in the event of fraud by such person. Such indemnification shall not be exclusive of other indemnification rights arising under any bylaw, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person.

Section 7.2 Advancement of Expenses. The right to indemnification conferred in this Article VII shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition, such advances to be paid by the Corporation within thirty (30) days after receipt by the Corporation of a written statement or statements from the claimant requesting such advance or advances; provided, however, that if the DGCL requires, the payment of such expenses incurred by a Director or Officer in his or her capacity as a Director or Officer (and not in any other capacity in which service was or is rendered by such person while a Director or Officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such Director or Officer, to repay all amounts so advanced if it shall ultimately be determined that such Director or Officer is not entitled to be indemnified under this Article VII or otherwise.

Section 7.3 Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article VII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate, Bylaws, agreement, vote of stockholders or otherwise. No repeal or modification of this Article VII shall in any way diminish or adversely affect the rights of any Director, Officer, employee or agent of the Corporation hereunder in respect of any occurrence or matter arising prior to any such repeal or modification.

Section 7.4 Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any Director, Officer r, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL. To the extent that the Corporation maintains any policy or policies providing such insurance, each such Director or Officer, and each such agent or employee to which rights to indemnification have been granted as provided in Section 7.5, shall be covered by such policy or policies in accordance with its or their terms to the maximum extent of the coverage thereunder for any such Director, Officer, employee or agent.

Section 7.5 Other Employees and Agents. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and rights to be paid by the Corporation the expenses incurred in defending any proceeding in advance of its final disposition, to any employee or agent or class of employees or agents of the Corporation (including the heirs, executors, administrators or estate of each such person) to the fullest extent of the provisions of this Article VIII with respect to the indemnification and advancement of expenses of Directors and Officers of the Corporation.

Section 7.6 Validity of Article VII. If any provision or provisions of this Article VII shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (a) the validity, legality and enforceability of the remaining provisions of this Article VII (including, without limitation, each portion of any paragraph of this Article VII containing any such provision held to be invalid, illegal or unenforceable, that is not itself held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and (b) to the fullest extent possible, the provisions of this Article VII (including, without limitation, each such portion of any paragraph of this Article VII containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

ARTICLE VIII
AMENDMENTS

Section 8.1 General. These Bylaws may be altered, amended or repealed, in whole or in part, or new Bylaws may be adopted by the stockholders or by the Board of Directors, at any regular or special meeting of the stockholders or the Board of Directors, provided, however, that notice of such alteration, amendment, repeal or adoption of new Bylaws be contained in the notice of such meeting of stockholders or Board of Directors, as the case may be. All such amendments must be approved by either the holders of a majority of the outstanding capital share entitled to vote thereon or by a majority of the entire Board of Directors then in office.

Section 8.2 Entire Board of Directors. As used in this Article VIII and in these Bylaws generally, the term “entire Board of Directors” means the total number of directors which the Corporation would have if there were no vacancies.