

Atlas Service Corps, Inc., EIN: 76-0834735

BYLAWS  
OF  
ATLAS SERVICE CORPS, INC.

(formed under the Delaware  
General Corporation Law)

Adopted: April 18, 2006

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OF  
ATLAS SERVICE CORPS, INC.

ARTICLE I  
*Offices*

Section 1.01 *Location.* The principal office of the Corporation shall be located within or without the State of Delaware, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall have and maintain within the State of Delaware a registered office at such place as may be designated by the Board of Directors.

ARTICLE II  
*Members*

Section 2.01 *Who Shall Be Members.* The Corporation shall have no members.

ARTICLE III  
*Board of Directors*

Section 3.01 *Power of Board and Qualification of Directors.* The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors.

Section 3.02 *Number of Directors.* The number of directors constituting the entire Board of Directors shall be not less than one (1) nor more than nine (9). The number of directors may be increased or decreased by amendment of the Bylaws, or by action of the Board.

Section 3.03 *Election and Term of Directors.* The initial Board of Directors shall be comprised of the directors named in the Certificate of Incorporation. Thereafter, the Board of Directors shall be elected at each annual meeting of the Corporation by the directors then in office. Each director shall hold office for one year and until his or her successor has been elected and qualified or until his or her earlier resignation or removal; provided, that at any annual meeting of the Corporation the Board of Directors may stagger the terms of directors so that approximately one-third of the entire Board of Directors shall be elected at each annual meeting of the Corporation by the directors then in office. The tenure of incumbent members of the Board of Directors shall not be affected by an increase or decrease in the number of directors. Notwithstanding the foregoing, the President shall be an ex-officio member of the Board of Directors.

Section 3.04 *Vacancies and Newly-Created Directorships.* Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority vote of the directors then in office, even if the majority vote of the directors then in office constitutes less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall hold office until the next annual meeting of the directors and until his or her successor is elected and qualified.

Section 3.05 *Removal of Directors.* Any one or more of the directors may be removed with or without cause at any time by a majority vote of the directors in office, provided that written notice of such removal is given to any director so removed.

Section 3.06 *Resignations.* Any director may resign at any time upon written notice to the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make the resignation effective.

Section 3.07 *Quorum of Directors and Action of the Board.* Unless a greater proportion is required by law or by the Certificate of Incorporation, one-third of the total number of directors shall constitute a quorum for the transaction of business. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, the vote of a majority of the directors present at a meeting at which a quorum is present shall be an act of the Board. Notwithstanding the foregoing, the following actions must be approved by a majority of the entire Board of Directors (allowing for recusal due to a conflict of interest): approval of the Corporation's annual budget; amendment of the Corporation's Certificate of Incorporation or Bylaws; and approval of the dissolution, merger or consolidation of the Corporation.

Section 3.08 *Meetings of the Board.* An annual meeting of the Board of Directors shall be held each year at such time and place as shall be fixed by the Board of Directors, for the election of officers and directors and for the transaction of such other business as may properly come before the meeting.

Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the President of the Board or any two (2) directors.

Meetings of the Board of Directors may be held at such places within or without the State of Delaware as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings. It is expected that at least one meeting of the Board shall take place in person during each year.

Section 3.09 *Informal Action by Directors; Meetings by Conference Telephone.* Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any one or more members of the Board may participate in a meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 3.10 *Compensation of Directors.* The Corporation may pay no compensation to directors for services rendered. Notwithstanding the foregoing, a director who is also an officer may be compensated for services rendered as an officer.

#### ARTICLE IV *Committees*

Section 4.01 *General Provisions.* The Board of Directors may, by resolution passed by a majority of the entire Board, designate one or more committees, each committee to consist of one or more directors of the Corporation. The Board 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. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not such 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 provided in the resolution of the Board of Directors shall have and may exercise all the powers and authority of the Board 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; but no such Committee shall have the power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending a dissolution of the Corporation or a revocation of dissolution, or adopting, amending or repealing the Bylaws of the Corporation.

Section 4.02 *Committee Rules.* Unless the Board of Directors otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board of Directors or in rules adopted by such committee, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of a business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board of Directors conducts its business under Article III of these Bylaws.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of such committee may be taken without a meeting if all members of such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and written consent thereto by the members of the committee shall be filed with the minutes of proceedings of such committee.

Any one or more members of such committee may participate in a meeting of the committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 4.03 *Service of Committees.* Each committee of the Board of Directors shall serve at the pleasure of the Board. The designation of any such committee and the delegation

thereto of authority shall not alone relieve any director of his or her duty under law to the Corporation.

Section 4.04 *Records*. Minutes shall be kept of each meeting of each committee. Copies of the minutes of each such meeting shall be filed with the corporate records and supplied to each member of the Board of Directors.

## ARTICLE V *Officers, Agents and Employees*

Section 5.01 *Officers*. The Board of Directors shall elect or appoint a Secretary, a President, and a Treasurer of the Corporation. The Board may also elect or appoint such officers with such titles and duties as shall be determined by the Board of Directors by a resolution of the Board which is not inconsistent with these Bylaws. Any two or more offices may be held by the same person.

Section 5.02 *Term of Office, Vacancies and Removal*. Each officer shall hold office for the term for which he or she is elected or appointed and until his or her successor is elected or appointed and qualified or until his or her earlier resignation or removal. All officers shall be elected or appointed at the annual meeting of the Board. Vacancies resulting from any resignation or removal may be filled by the Board of Directors. An officer appointed or elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office, and until his or her successor is elected and is qualified. Any officer may be removed by the Board with or without cause at any time.

Section 5.03 *Resignation*. Any officer may resign at any time by giving written notice to the Corporation. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Corporation.

Section 5.04 *Powers and Duties of Officers*. Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided by the Board and, to the extent not so provided, as generally pertain to their respective offices.

A. *Secretary*. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he or she shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

B. *President*. The President shall serve as the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and the Executive Committee and, subject to the supervision of the Board of Directors, shall perform all

duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors. The Board of Directors may provide that the President shall also have the title of Executive Director.

C. *Treasurer.* The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties customary to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his duties as the Board of Directors may require, for which he or she shall be reimbursed.

Section 5.05 *Agents and Employees.* The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 5.06 *Compensation of Officers, Agents and Employees.* The Corporation may pay compensation in reasonable amounts to officers for services rendered, such amounts to be fixed by a majority of the entire Board of Directors.

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates such power to any officer or officers, then by such officer or officers.

The Board may require officers, agents or employees to give security for the faithful performance of their duties.

## ARTICLE VI *Miscellaneous*

Section 6.01 *Fiscal Year.* The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 6.02 *Corporate Seal.* The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Seal" and "Delaware" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

Section 6.03 *Checks, Notes, Contracts.* The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 6.04 *Books and Records.* The Corporation shall keep at its office correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 6.05 *Amendment of Certificate of Incorporation and Bylaws.* The Certificate of Incorporation of the Corporation may be amended in whole or in part by a majority vote of the Directors then in office pursuant to the procedure outlined in title 8, section 242 (b)(3) of the Delaware General Corporation Law. The Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by a majority vote of the Board of Directors then in office.

Section 6.06 *Indemnification and Insurance.* The Corporation shall indemnify any director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative, or investigative (other than an action by or in the right of corporation), to which he or she may be or is made a party by reason of being or having been such director, officer, employee or agent if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding had no reasonable cause to believe his or her conduct was unlawful. However, there shall be no indemnification in respect of any claim, issue or matter as to which her or she shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled it indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

The Corporation may pay expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such officer or director, to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation under this Article. Such expenses (including attorneys' fees) incurred by other employees and agents may be paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

Any indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer,

employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in title 8, section 145 (a) and (b) of the Delaware General Corporation Law. Such determination shall be made (1) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (2) if there are no such directors or if such directors so direct, by independent legal counsel in a written opinion.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof.

The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any statute, Bylaw, agreement, vote of the disinterested members or directors or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The indemnification and advancement of expenses provided by this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefits of the heirs, executors and administrators of such a person.

The Board of Directors may authorize the purchase of insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or which arises out of such person's status as a director, officer, employee, or agent whether or not the Corporation would have the power to indemnify such person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in sections 4941(d) or 4945(d), respectively, of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

*Section 6.07 Loans to Directors and Officers.* No loans shall be made by the Corporation to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers of the Corporation.

*Section 6.08 Conflicts of Interest.*



A. *Definition of Conflict of Interest.* A conflict of interest will be deemed to exist when an individual is in the position to approve or influence corporate policies or actions which could ultimately benefit financially: (i) the individual, (ii) any family member (spouse, parents, children, brothers or sisters, and their spouses), or (iii) any organization in which the individual or an immediate family member is a director, trustee, member, partner or has an ownership interest of greater than ten percent. Service by the individual as director, trustee, member, or partner of a business which is a member of the Corporation, in and of itself, does not constitute a conflict of interest.

B. *Disclosure of Conflicts of Interest.* A director or officer shall disclose a conflict of interest: (i) prior to voting on or otherwise discharging his or her duties with respect to any matter involving the conflict which comes before the Board or any committee, (ii) prior to entering into any transaction involving the conflict, (iii) as soon as possible after the director or officer learns of the conflict, and (iv) on the annual conflict of interest disclosure form. The Secretary of the Corporation shall distribute annually to all directors and officers a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any transaction with the Corporation and whether the process for approval as set forth in this Article was used.

C. *Approval of Transactions Involving Potential Conflicts of Interest.* A director or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any transaction with the Corporation. Every effort should be made to disclose any such contract or transaction and have such contract or transaction approved by the Board.

Following receipt of information concerning a transaction involving a potential conflict of interest, the Board will consider the material facts concerning the proposed transaction, including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services that the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation. The Board may set conditions as a part of the approval of contracts or transactions.

D. *Validity of Actions.* No transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such director(s) or officer(s) are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his, her or their votes

are counted for such purpose, if the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board, and the Board authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested director(s) or officer(s). Common or interested director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes such contract or transaction. At the time of the decision concerning the authorization of such transaction, the interested director(s) or officer(s) may not be present at the meeting.

E. *Employee Conflicts of Interest.* An employee of the Corporation with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his or her supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the corporate decisions which are the subject of the conflict will be determined. The President shall be responsible for determining the proper way for the Corporation to handle corporate decisions which involve unresolved employee conflicts of interest. When making such determinations, the President may consult with legal counsel.

The President shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts of interest which the President has approved.