

# **WELLCAP INC.**

**AMENDED AND RESTATED**

**BYLAWS**

**EFFECTIVE AS OF JANUARY 27, 2025**

## TABLE OF CONTENTS

<b>ARTICLE I - OFFICES</b>	<b>4</b>
1.1. Registered Office	4
1.2. Other Offices	4
<b>ARTICLE II - SHAREHOLDERS</b>	<b>4</b>
2.1. Place of Meetings	4
2.2. Annual Meeting	4
2.3. List of Shareholders	4
2.4. Special Meetings	4
2.5. Notice	5
2.6. Advance Notice	5
2.7. Quorum	6
2.8. Voting	6
2.9. Method of Voting	6
2.10. Record Date, Closing Transfer Books	6
2.11. Action Without Meeting	7
2.12. Telephone or Remote Communication Meetings	7
<b>ARTICLE III - BOARD OF DIRECTORS</b>	<b>8</b>
3.1. Management	8
3.2. Qualification, Election, Term	8
3.3. Number	8
3.4. Removal	8
3.5. Vacancies	8
3.6. Place of Meetings	8
3.7. Regular Meetings	8
3.8. Special Meetings	8
3.9. Quorum	9
3.10. Interested Directors	9
3.11. Committees	9
3.12. Action by Consent	10
3.13. Compensation of Directors	10
3.14. Advisory Board	10
<b>ARTICLE IV - NOTICE</b>	<b>10</b>
4.1. Form of Notice	10
4.2. Waiver	11
<b>ARTICLE V - OFFICERS AND AGENTS</b>	<b>11</b>
5.1. In General	11
5.2. Election	11
5.3. Other Officers and Agents	11
5.4. Compensation	11
5.5. Term of Office and Removal	11
5.6. Employment and Other Contracts	12
5.7. Chair of the Board	12
5.8. Chief Executive Officer	12
5.9. Chief Financial Officer	12

5.10. Secretary	12
5.11. Executive Vice President	12
<b>ARTICLE VI - CERTIFICATES REPRESENTING SHARES</b>	<b>13</b>
6.1. Form of Certificates	13
6.2. Lost Certificates	13
6.3. Transfer of Shares	13
6.4. Registered Shareholders	13
<b>ARTICLE VII - EXECUTION OF PAPERS</b>	<b>14</b>
7.1. General Papers	14
7.2. Guarantees	14
7.3. Accounts and Securities Transactions	14
<b>ARTICLE VIII - GENERAL PROVISIONS</b>	<b>14</b>
8.1. Dividends	14
8.2. Reserves	15
8.3. Telephone and Similar Meetings	15
8.4. Books and Records	15
8.5. Fiscal Year	15
8.6. Seal	15
8.7. Indemnification	15
8.8. Insurance	15
8.9. Resignation	15
8.10. Amendment of Bylaws	16
8.11. Invalid Provisions	16
8.12. Relation to Certificate of Formation	16
<b>SIGNATURE</b>	<b>16</b>

## **ARTICLE I OFFICES**

### **1.1. Registered Office.**

The registered office and registered agent of WELLCAP INC. (the “Corporation”) will be as from time to time set forth in the Corporation’s Certificate of Formation. The Corporation may change its registered office, registered agent, or both by filing with the Secretary of State of the State of Delaware, a Statement of Change of Registered Office or Registered Agent.

### **1.2. Other Offices.**

The Corporation may also have offices at such other places, both within and without the State of Delaware, as the Board of Directors may from time to time determine or the business of the Corporation may require.

## **ARTICLE II SHAREHOLDERS**

### **2.1. Place of Meetings.**

All meetings of the shareholders for the election of Directors will be held at such place, within or without the State of Delaware, as may be fixed from time to time by the Board of Directors. Meetings of shareholders for any other purpose may be held at such time and place, within or without the State of Delaware, as may be stated in the notice of the meeting or in a duly executed waiver of notice thereof. The Board of Directors may determine that any meeting may be held solely by means of remote communication in accordance with Delaware law.

### **2.2. Annual Meeting.**

An annual meeting of the shareholders will be held at such time as may be determined by the Board of Directors, at which meeting the shareholders will elect a Board of Directors and transact such other business as may properly be brought before the meeting.

### **2.3. List of Shareholders.**

Not later than ten days before the date of each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order, with the address of and the number of voting shares registered in the name of each, will be prepared by the officer or agent having charge of the stock transfer books. Such list will be kept on file at the registered office of the Corporation for a period of ten days prior to such meeting and will be subject to inspection by any shareholder at any time during usual business hours. Alternatively, the list of the shareholders may be kept on a reasonably accessible electronic network, if the information required to gain access to the list is provided with the notice of the meeting. This Section does not require the Corporation to include any electronic contact information of any shareholder on the list. If the Corporation elects to make the list available on an electronic network, the Corporation shall take reasonable steps to ensure that the information is available only to shareholders of the Corporation. Such list will be produced and kept open at the time and place of the meeting during the whole time thereof, and will be subject to the inspection of any shareholder who may be present. If the meeting is held by means of remote communication, the list must be open to the examination of any shareholder for the duration of the meeting on a reasonably accessible electronic network, and the information required to access the list must be provided to shareholders with the notice of the meeting. The original stock transfer books shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer book or to vote at any such meeting of shareholders.

### **2.4. Special Meetings.**

Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by law, the Certificate of Formation or these Bylaws, may be called by the Board of Directors or will be called by the Secretary at the request in writing of the holders of not less than fifty percent (50%) of all the shares issued, outstanding and entitled to vote

(unless a different percentage is specified in the Certificate of Formation). Such request will state the purpose or purposes of the proposed meeting. Business transacted at all special meetings will be confined to the purposes stated in the notice of the meeting unless all shareholders entitled to vote are present and consent.

## **2.5. Notice.**

Written or printed notice stating the place, day and hour of any meeting of the shareholders the means of any remote communications by which shareholders may be considered present and may vote at the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, will be delivered not less than ten nor more than sixty days before the date of the meeting, either personally, by electronic transmission or by mail, by or at the direction of the Secretary, or the officer or person calling the meeting, to each shareholder of record entitled to vote at the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid.

## **2.6. Advance Notice.**

Nominations of persons for election to the Board of Directors and the proposal of business to be transacted by the shareholders may be made at an annual meeting of shareholders (i) pursuant to the Corporation's proxy materials with respect to such meeting, (ii) by or at the direction of the Board of Directors, or (iii) by any shareholder of record of the Corporation at the time of the giving of the notice required in the following paragraph, who is entitled to vote at the meeting and who has complied with the notice procedures set forth in this Section. For the avoidance of doubt, the foregoing clause (iii) shall be the exclusive means for a shareholder to make nominations or propose business at an annual meeting of shareholders.

For nominations or business to be properly brought before an annual meeting by a record shareholder pursuant to clause (iii) of the foregoing paragraph, (i) the record shareholder must have given timely notice thereof in writing to the Secretary of the Corporation and (ii) any such business must be a proper matter for shareholder action under Delaware law. To be timely, a record shareholder's notice must be received by the Secretary at the principal executive offices of the Corporation not less than 90 or more than 120 days prior to the one-year anniversary of the date of the preceding year's annual meeting of shareholders.

Such record shareholder's notice shall set forth: (i) if such notice pertains to the nomination of Directors, as to each person whom the record shareholder proposes to nominate for election or reelection as a Director, all information relating to such person as would be required to be disclosed in solicitations of proxies for the election of such nominees as Directors; (ii) as to any business that the record shareholder proposes to bring before the meeting, a brief description of such business, the reasons for conducting such business at the meeting and any material interest in such business of such record shareholder and the beneficial owner, if any, on whose behalf the proposal is made; (iii) a statement whether the record shareholder intends to appear in person (or through a duly authorized agent) at the meeting to introduce the business or nomination; and (iv) as to the record shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made: (i) the name and address of such person or entity; (ii) the class, series, and number of shares of the Corporation that are owned, directly or indirectly, beneficially and of record by each such person or entity; and (iii) any other information relating to the record shareholder and beneficial owner that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or the election of Directors in a contested election.

Only such business shall be conducted at a special meeting of shareholders as shall have been brought before the meeting by or at the direction of the Board of Directors. If the business to be transacted at a special meeting includes Director elections, then shareholder nominations of persons for election to the Board of Directors may be made only by a shareholder who has complied with the requirements set forth in this Section regarding nominations at annual meetings. For such purpose, all references in this Section to annual meetings shall be deemed to refer to special meetings (provided that to be timely a notice of a nomination with respect to a special meeting must be submitted not later than the later of the 90th day prior to such special meeting or the 10th day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting).

In no event shall an adjournment of an annual or special meeting of shareholders, or postponement of any previously scheduled annual or special meeting of shareholders for which notice has been given (or with respect to which there has been a public announcement of the date of the meeting), commence a new time period (or extend any time period) for the giving of a record shareholder's notice.

The Chair of the meeting shall have the power to determine whether a nomination or any business proposed to be brought before the meeting has been made in accordance with the procedures set forth in these by-laws and, if any proposed nomination or business is not in compliance with these by-laws, to declare that such defectively proposed business or nomination shall not be presented for shareholder action at the meeting and shall be disregarded.

## **2.7. Quorum.**

With respect to any matter, the presence in person or by proxy of the holders of a majority of the shares (i.e. more than 50%) entitled to vote on that matter will be necessary and sufficient to constitute a quorum for the transaction of business except as otherwise provided by law, the Certificate of Formation or these Bylaws. If, however, such quorum is not present or represented at any meeting of the shareholders, the shareholders entitled to vote thereat, present in person or represented by proxy, will have power to adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present or represented. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting will be given to each shareholder of record entitled to vote at the meeting. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally notified.

## **2.8. Voting.**

When a quorum is present at any meeting of the Corporation's shareholders, the vote of the holders of a majority of the shares (i.e. more than 50%) entitled to vote that are actually voted on any question brought before the meeting will be sufficient to decide such question; provided that if the question is one upon which, by express provision of law, the Certificate of Formation or these Bylaws, a different vote is required, such express provision shall govern and control the decision of such question.

The Corporation may, and to the extent required by law shall, in advance of any meeting of shareholders, appoint one or more inspectors of election to act at the meeting and make a written report thereof.

## **2.9. Method of Voting.**

Each outstanding share of the Corporation's capital stock, regardless of class or series, will be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, except to the extent that the voting rights of the shares of any class or series are limited or denied by the Certificate of Formation, as amended from time to time. At any meeting of the shareholders, every shareholder having the right to vote will be entitled to vote in person or by proxy executed in writing by such shareholder. A telegram, telex, cablegram or similar transmission by the shareholder, or a photographic, photostatic, facsimile or similar reproduction of a writing executed by the shareholder, shall be treated as an execution in writing for purposes of the preceding sentence. Any electronic transmission must contain or be accompanied by information from which it can be determined that the transmission was authorized by the shareholder. Each proxy will be revocable unless expressly provided therein to be irrevocable and if, and only so long as, it is coupled with an interest sufficient in law to support an irrevocable power. Such proxy will be filed with the Secretary of the Corporation prior to or at the time of the meeting. Voting on any question or in any election may be by voice vote or show of hands unless the presiding officer orders or any shareholder demands that voting be by written ballot.

## **2.10. Record Date, Closing Transfer Books.**

The Board of Directors may fix in advance a record date for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such record date to be not less than ten nor more than sixty days prior to such meeting, or the Board of Directors may close the stock transfer books for such purpose for a period of not less than ten nor more than sixty days prior to such meeting. In the absence of any action by the Board of Directors, the date upon which the notice of the meeting is mailed will be the record date.

## **2.11. Action Without Meeting.**

Any action required by law to be taken at a meeting of the shareholders, and/or any action that may be taken at a meeting of the shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

Every written consent of the shareholders shall bear the date of signature of each shareholder who signs the consent. No written consent shall be effective to take the action that is the subject of the consent unless, within sixty days after the date of the earliest dated consent delivered to the Corporation as provided below, a consent or consents signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take the action that is the subject of the consent are delivered to the Corporation by delivery to its registered office, its principal place of business, or an officer or agent of the Corporation having custody of the books in which proceedings of meetings of the shareholders are recorded. Such delivery shall be made by hand or by certified or registered mail, return receipt requested, and in the case of delivery to the Corporation's principal place of business, shall be addressed to the Secretary of the Corporation.

A telegram, telex, cablegram or similar transmission by a shareholder, or a photographic, photostatic, facsimile or other similar reproduction of a writing signed by a shareholder, shall be regarded as signed by the shareholder for the purposes of this Section. A telegram, telex, cablegram, or other electronic transmission by a shareholder consenting to an action to be taken is considered to be written, signed, and dated for the purposes of this Section if the transmission sets forth or is delivered with information from which the Corporation can determine that the transmission was transmitted by the shareholder and the date on which the shareholder transmitted the transmission. The date of transmission is the date on which the consent was signed. Consent given by telegram, telex, cablegram, or other electronic transmission may not be considered delivered until the consent is reproduced in paper form and the paper form is delivered to the Corporation at its registered office in this state or its principal place of business, or to an officer or agent of the Corporation having custody of the book in which proceedings of shareholder meetings are recorded. Consent given by telegram, telex, cablegram, or other electronic transmission may be delivered to the principal place of business of the Corporation or to an officer or agent of the Corporation having custody of the book in which proceedings of shareholder meetings are recorded to the extent and in the manner provided by resolution of the Board of Directors of the Corporation. Any photographic, photostatic, facsimile, or similarly reliable reproduction of a consent in writing signed by a shareholder may be substituted or used instead of the original writing for any purpose for which the original writing could be used, if the reproduction is a complete reproduction of the entire original writing.

Prompt notice of the taking of any action by shareholders without a meeting by less than unanimous written consent shall be given to those shareholders who did not consent in writing to the action.

## **2.12. Telephone or Remote Communication Meetings.**

Shareholders may participate in and hold a meeting by means of conference telephone or similar other means of remote communication equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened if (i) the Corporation implements reasonable measures to verify that each person considered present and permitted to vote at the meeting by means of remote communication is a shareholder and (ii) the Corporation maintains a record of any shareholder vote or other action taken at the meeting by means of remote communication.

## **ARTICLE III BOARD OF DIRECTORS**

### **3.1. Management.**

The business and affairs of the Corporation will be managed by or under the direction of the Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law, the Certificate of Formation or these Bylaws directed or required to be exercised or done by the shareholders.

### **3.2. Qualification, Election, Term.**

None of the Directors need be a shareholder of the Corporation or a resident of the State of Delaware. The Directors will be elected by the affirmative vote of at least a majority in number of shares of the shareholders present in person or represented by proxy at such meeting and entitled to vote for the election of such Director that are actually voted and each Director elected will hold office until whichever of the following occurs first: end of three year term without re-election, her successor is elected and qualified, her resignation, her removal from office by the shareholders or her death.

### **3.3. Number.**

The number of Directors of the Corporation will be at least three and not more than nine. The number of Directors authorized will be fixed as the Board of Directors may from time to time designate, or if no such designation has been made, the number of Directors will be the same as the number of members of the initial Board of Directors as set forth in the Certificate of Formation. No decrease in the number of Directors will have the effect of shortening the term of any incumbent Director.

### **3.4. Removal.**

Any Director may be removed either for or without cause at any special meeting of shareholders by the affirmative vote of at least a majority in number of shares of the shareholders present in person or represented by proxy at such meeting and entitled to vote for the election of such Director that are actually voted; provided, that notice of intention to act upon such matter has been given in the notice calling such meeting.

### **3.5. Vacancies.**

Any vacancy occurring in the Board of Directors by death, resignation, removal or otherwise may be filled by an affirmative vote at least a majority in number of shares of the shareholders present in person or represented by proxy at any special meeting of shareholders and entitled to vote for the election of such Director that are actually voted.

### **3.6. Place of Meetings.**

Meetings of the Board of Directors, regular or special, may be held at such place within or without the State of Delaware as may be fixed from time to time by the Board of Directors.

### **3.7. Regular Meetings.**

Regular meetings of the Board of Directors may be held without notice at such time and place as is from time to time determined by resolution of the Board of Directors.

### **3.8. Special Meetings.**

Special meetings of the Board of Directors may be called by the Chair of the Board on oral or written notice to each Director, given either personally, by telephone, by telegram or by mail; special meetings will be called by the Chair of the Board in like manner and on like notice. Except as may be otherwise expressly provided by law, the Certificate of Formation, or these Bylaws, neither the business to be transacted at, nor the purpose of, any special meeting need be specified in a notice or waiver of notice.



### **3.9. Quorum.**

At all meetings of the Board of Directors the presence of a majority of the number of Directors then in office will be necessary and sufficient to constitute a quorum for the transaction of business, and the affirmative vote of at least a majority of the Directors present at any meeting at which there is a quorum will be the act of the Board of Directors, except as may be otherwise specifically provided by law, the Certificate of Formation or these Bylaws. If a quorum is not present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time without notice other than an announcement at the meeting, until a quorum is present.

### **3.10. Interested Directors.**

No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest, will be void or voidable solely for this reason, solely because the Director or officer is present at or participates in the meeting of the Board of Directors or Committee thereof that authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if: (i) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the Committee, and the Board of Directors or Committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum, (ii) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders or (iii) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors, a Committee thereof or the shareholders. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee that authorizes the contract or transaction.

### **3.11. Committees.**

The Board of Directors, by resolution adopted by a majority of the whole Board, may designate from among its members one or more Committees, each of which shall be comprised of one or more of its members, and may designate one or more of its members as alternate members of any Committee, who may, subject to any limitations imposed by the Board of Directors, replace absent or disqualified members at any meeting of that Committee. Any such Committee, to the extent provided in such resolution of the Board of Directors, shall have and may exercise all of the authority of the Board of Directors in the business and affairs of the Corporation except where the action of the full Board of Directors is required or where the authority of such Committee is limited by statute. The number of members on each Committee may be increased or decreased from time to time by resolution of the Board of Directors. Any member of any Committee may be removed from such Committee at any time by resolution of the Board of Directors. Vacancies in the membership of a Committee (whether by death, resignation, removal, or otherwise) may be filled by resolution of the Board of Directors. The time, place, and notice (if any) of meetings of any Committee shall be determined by such Committee. At meetings of any Committee, a majority of the number of members of such Committee shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of such Committee, except as otherwise specifically provided by statute, the Certificate of Formation, or these bylaws. If a quorum is not present at a meeting of any Committee, the members present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present. Each Committee shall keep regular minutes of its proceedings and report the same to the board when required. The designation of any such Committee of the Board of Directors and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him/her by law.

The Corporation requires that a separate Compensation, Audit, and Nominating and Governance Committee each be established and maintained in accordance with their associated Charters adopted by a resolution of the Board of Directors.

### **3.12. Action by Consent.**

Any action required or permitted to be taken at any meeting of the Board of Directors or any Committee of the Board of Directors may be taken without such a meeting if a consent or consents in writing, setting forth the action so taken, is signed by all the members of the Board of Directors or such Committee, as the case may be. A telegram, telex, cablegram, or other electronic transmission by a Director consenting to an action to be taken and transmitted by a Director is considered written, signed, and dated for the purposes of this article if the transmission sets forth or is delivered with information from which the Corporation can determine that the transmission was transmitted by the Director and the date on which the Director transmitted the transmission. Such consent shall have the same force and effect as a unanimous vote at a meeting of the Board of Directors or the Committee, as the case may be, duly called and held.

### **3.13. Compensation of Directors.**

Directors will receive such compensation for their services and reimbursement for their expenses as the Board of Directors, by resolution, may establish; provided that nothing herein contained will be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

### **3.14. Advisory Board.**

Advisory Directors may be appointed by the Board of Directors to serve on such terms as the Board of Directors deems appropriate. No person shall serve as an Advisory Director without having first entered into an agreement with the Corporation satisfactory in form to the Board of Directors, evidenced by their written resolution, requiring that the Advisory Director (i) not use any such proprietary and/or confidential information to the detriment of the Corporation; and (ii) disclose any direct or indirect interest he or she may have in any proposed contract or transaction with the Corporation. Each Advisory Director shall be considered an independent contractor of the Corporation and shall have no liability or duty to the Corporation beyond that created by his or her agreement with the Corporation. Advisory Directors shall serve solely as consultants to the Board of Directors based on their business or technical expertise, and shall have no duties with respect to the management of the Corporation, nor any authority to bind the Corporation or act on its behalf.

## **ARTICLE IV NOTICE**

### **4.1. Form of Notice.**

Whenever by law, the Certificate of Formation or these Bylaws, notice is to be given to any Director, Committee member or shareholder, and no provision is made as to how such notice is to be given, such notice may be given: (i) in writing, by mail, postage prepaid, addressed to such Director, Committee member or shareholder at such address as appears on the books of the Corporation or (ii) in any other method permitted by law. Any notice required or permitted to be given by mail will be deemed to be given at the time the same is deposited in the United States mail. Notice to Directors, Committee members or shareholders may also be given by nationally recognized overnight delivery or courier service, or telegram, and shall be deemed given when such notice shall be received by the proper recipient or, if earlier, (i) in the case of an overnight delivery or courier service, one day after such notice is sent by such overnight delivery or courier service and (ii) in the case of telegraph, when deposited at a telegraph office for transmission and all appropriate fees therefor have been paid. On consent of a shareholder, Director or Committee member, notice from the Corporation may be given to the shareholder, Director or Committee member by electronic transmission. The shareholder, Director or Committee member may specify the form of electronic transmission to be used to communicate notice. The shareholder, Director or Committee member may revoke this consent by written notice to the Corporation. The consent is deemed to be revoked if the Corporation is unable to deliver by electronic transmission two consecutive notices, and the person responsible for delivering notice on behalf of the Corporation knows that delivery of these two electronic transmissions was unsuccessful. The inadvertent failure to treat the unsuccessful transmissions as a revocation of consent does not invalidate a meeting or other action. Notice by electronic transmission is deemed given when the notice is (i) transmitted to a facsimile number provided by the shareholder, Director or Committee member for the purpose of receiving notice; (ii) transmitted to an electronic mail

address provided by the shareholder, Director or Committee member for the purpose of receiving notice; (iii) posted on an electronic network and a message is sent to the shareholder, Director or Committee member at the address provided by the shareholder, Director or Committee member for the purpose of alerting the shareholder, Director or Committee member of a posting; or (iv) communicated to the shareholder, Director or Committee member by any other form of electronic transmission consented to by the shareholder, Director or Committee member.

#### **4.2. Waiver.**

Whenever any notice is required to be given to any shareholder or Director of the Corporation as required by law, the Certificate of Formation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated in such notice, will be equivalent to the giving of such notice. Attendance of a shareholder or Director at a meeting will constitute a waiver of notice of such meeting, except where such shareholder or Director attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting has not been lawfully called or convened. The business to be transacted at a regular or special meeting of the shareholders, Directors, or members of a Committee of Directors or the purpose of a meeting is not required to be specified in a written waiver of notice or a waiver by electronic transmission unless required by the Certificate of Formation.

### **ARTICLE V OFFICERS AND AGENTS**

#### **5.1. In General.**

The officers of the Corporation will be elected by the Board of Directors, namely a Chair of the Board, a Chief Executive Officer, a Chief Financial Officer, a Secretary, and such other officers as the Board of Directors may appoint including one or more Executive Vice Presidents. Any two or more offices may be held by the same person.

#### **5.2. Election.**

The Board of Directors will elect the officers by the affirmative vote of at least a majority of the Directors present at any meeting at which there is a quorum.

#### **5.3. Other Officers and Agents.**

The Board of Directors may also elect and appoint such other officers and agents as it deems necessary, who will be elected and appointed for such terms and will exercise such powers and perform such duties as may be determined from time to time by the Board.

#### **5.4. Compensation.**

The compensation of the Chair of the Board shall be fixed from time to time by the Board of Directors. The Chair of the Board or a delegate shall fix the compensation of all other officers.

#### **5.5. Term of Office and Removal.**

Each officer of the Corporation will hold office until his death, his resignation or removal from office, or the election and qualification of his successor, whichever occurs first. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, for or without cause, by the affirmative vote of at least a majority of the Board of Directors, but such removal will not prejudice the contract rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

## **5.6. Employment and Other Contracts.**

The Board of Directors may authorize any officer or officers or agent or agents to enter into any contract or execute and deliver any instrument in the name or on behalf of the Corporation, and such authority may be general or confined to specific instances. The Board of Directors may, when it believes the interest of the Corporation will best be served thereby, authorize executive employment contracts that will have terms no longer than ten years and contain such other terms and conditions as the Board of Directors deems appropriate. Nothing herein will limit the authority of the Board of Directors to authorize employment contracts for shorter terms.

## **5.7. Chair of the Board.**

The Board of Directors will elect a Chair of the Board, who will preside at all meetings of the shareholders and the Board of Directors. Subject to these by-laws and the direction of the Board of Directors, the Chair of the Board shall have the responsibility and the power necessary for the management, oversight, supervision and control of the business and affairs of the Corporation. If any is elected or appointed, the Chief Executive Officer or the Chief Financial Officer shall assume the duties and powers of the Chair of the Board in his or her absence and shall otherwise have such duties and powers as shall be designated from time to time by the Board of Directors.

## **5.8. Chief Executive Officer.**

The Chief Executive Officer of the Corporation, subject to the control of the Board of Directors, will supervise and control all of the business and affairs of the Corporation.

## **5.9. Chief Financial Officer.**

The Chief Financial Officer shall govern all aspects of financial reporting and business results measurements. This office shall also design and sign-off on internal control procedures to support the validity of the financial statements. The Chief Financial Officer of the Corporation and, subject to the control of the Board of Directors, will also have responsibility for the receipt and disbursement of all corporate funds and securities, will keep full and accurate accounts of such receipts and disbursements, and will deposit or cause to be deposited 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 Chief Financial Officer will render to the Directors whenever they may require it an account of the operating results and financial condition of the Corporation, and will have such other powers and perform such other duties as the Board of Directors may from time to time prescribe or as the Chief Executive Officer may from time to time delegate to him/her.

## **5.10. Secretary.**

The Secretary will attend all meetings of the shareholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary will perform like duties for the Board of Directors and Committees thereof when required. The Secretary will give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors. The Secretary will have such other powers and perform such other duties as the Board of Directors may from time to time prescribe.

## **5.11. Executive Vice President.**

Any Executive Vice President shall have all such duties and powers as are commonly incident to the office of Executive Vice President or that are delegated to him or her by the Board of Directors, Chair of the Board or the Chief Financial Officer.

## **ARTICLE VI CERTIFICATES REPRESENTING SHARES**

### **6.1. Form of Certificates.**

Certificates, in such form as may be determined by the Board of Directors, representing shares to which shareholders are entitled, will be delivered to each shareholder. Such certificates will be consecutively numbered and entered in the stock book of the Corporation as they are issued. Each certificate will state on the face thereof that the Corporation is organized under the laws of Delaware, the holder's name, the number, class of shares, and the par value of such shares or a statement that such shares are without par value. They will be signed by the Chair of the Board and the Secretary and may be sealed with the seal of the Corporation or a facsimile thereof. If any certificate is countersigned by a transfer agent, or an assistant transfer agent or registered by a registrar, either of which is other than the Corporation or an employee of the Corporation, the signatures of the Corporation's officers may be facsimiles. In case any officer or officers who have signed, or whose facsimile signature or signatures have been used on such certificate or certificates, ceases to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before such certificate or certificates have been delivered by the Corporation or its agents, such certificate or certificates may nevertheless be adopted by the Corporation and be issued and delivered as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures have been used thereon had not ceased to be such officer or officers of the Corporation.

### **6.2. Lost Certificates.**

The Board of Directors may direct that a new certificate be issued in place of any certificate theretofore issued by the Corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate to be lost or destroyed. When authorizing such issue of a new certificate, the Board of Directors, in its discretion and as a condition precedent to the issuance thereof, may require the owner of such lost or destroyed certificate, or his legal representative, to advertise the same in such manner as it may require and/or to give the Corporation a bond, in such form, in such sum, and with such surety or sureties as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost or destroyed. When a certificate has been lost, apparently destroyed or wrongfully taken, and the holder of record fails to notify the Corporation within a reasonable time after such holder has notice of it, and the Corporation registers a transfer of the shares represented by the certificate before receiving such notification, the holder of record is precluded from making any claim against the Corporation for the transfer of a new certificate.

### **6.3. Transfer of Shares.**

Shares of stock will be transferable only on the books of the Corporation by the holder thereof in person or by such holder's duly authorized attorney. Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate representing shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it will be the duty of the Corporation or the transfer agent of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

### **6.4. Registered Shareholders.**

The Corporation will be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and, accordingly, will 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 has express or other notice thereof, except as otherwise provided by law.

## **ARTICLE VII EXECUTION OF PAPERS**

### **7.1. General Papers.**

Except as the Board of Directors may generally or in some particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the Chair of the Board, Chief Executive Officer, Chief Financial Officer, or any other person authorized by the Board of Directors.

### **7.2. Guarantees.**

The Chair of the Board, Chief Executive Officer, Chief Financial Officer, or any other person authorized by the Board of Directors shall have the authority to sign and execute on behalf of the Corporation guarantees of debt obligations of wholly-owned or partially-owned direct or indirect subsidiary entities for any lawful reason. The Chair of the Board, Chief Executive Officer, Chief Financial Officer, or any other person authorized by the Board of Directors shall have the authority to sign and execute on behalf of the Corporation guarantees of Investment Agreements or Investment Contracts issued by a wholly-owned or partially-owned direct or indirect subsidiary entities for any lawful purpose.

### **7.3. Accounts and Securities Transactions.**

Any two of the Chair of the Board, Director, or any other person authorized by the Board of Directors shall have the authority on behalf of the Corporation to establish and maintain one or more accounts with a brokerage firm or other firms for the purpose of purchasing, investing in, or otherwise acquiring, selling, possessing, transferring, exchanging, pledging or disposing of, or realizing upon, and generally dealing in and with any and all forms of securities including, but not by way of limitation, shares, stocks, bonds, debentures, scrip, participation certificates, rights to subscribe, options, warrants, certificates of deposit, mortgages, choses in action, derivative contracts (including, but not by way of limitation, forwards, futures, swaps, options or related contracts), evidence of indebtedness and certificates of interest of any and every kind and nature whatsoever, secured or unsecured or via margin transactions including short sales, whether represented by trust, participating and/or other certificates or otherwise (hereinafter collectively referred to as "Securities"). Any two of the Chair of the Board, Director or any other person authorized by the Board of Directors shall have the authority on behalf of the Corporation to purchase, acquire, transfer, convert, endorse, sell, assign, set over and deliver any and all forms of Securities, as previously defined, now or hereafter held in the name of, or owned by, the Corporation and to make, execute and deliver under the name of the Corporation any and all written instruments of assignment and transfer necessary or proper to effectuate the authority hereby conferred. Any two of the Chair of the Board, Director or any other person authorized by the Board of Directors shall have the authority to purchase and sell United States Treasury Bills and Notes, Commercial Paper, Agency Discount Notes, Collateralized Repurchase Agreements, Money Market Funds, Spot Currency Exchange Contracts, and Certificates of Deposit on behalf of the Corporation.

## **ARTICLE VIII GENERAL PROVISIONS**

### **8.1. Dividends.**

Dividends upon the outstanding shares of the Corporation, subject to the provisions of the Certificate of Formation, if any, may be declared by the Board of Directors at any regular or special meeting. Dividends may be declared and paid in cash, in property, or in shares of the Corporation, subject to the provisions of the Business Organizations Code and the Certificate of Formation. The Board of Directors may fix in advance a record date for the purpose of determining shareholders entitled to receive payment of any dividend, such record date to be not more than sixty days prior to the payment date of such dividend, or the Board of Directors may close the stock transfer books for such purpose for a period of not more than sixty days prior to the payment date of such dividend. In the absence of any action by the Board of Directors, the date upon which the Board of Directors adopts the resolution declaring such dividend will be the record date.

## **8.2. Reserves.**

There may be created by resolution of the Board of Directors out of the surplus of the Corporation such reserve or reserves as the Directors from time to time, in their discretion, deem proper to provide for contingencies, or to equalize dividends, or to repair or maintain any property of the Corporation, or for such other purpose as the Directors may deem beneficial to the Corporation, and the Directors may modify or abolish any such reserve in the manner in which it was created. Surplus of the Corporation to the extent so reserved will not be available for the payment of dividends or other distributions by the Corporation.

## **8.3. Telephone and Similar Meetings.**

Shareholders, Directors, and Committee members may participate in and hold meetings by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in such a meeting will constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting had not been lawfully called or convened.

## **8.4. Books and Records.**

The Corporation will keep correct and complete books and records of account and minutes of the proceedings of its shareholders and Board of Directors, and will keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of the shares held by each.

## **8.5. Fiscal Year.**

The fiscal year of the Corporation ends December 31.

## **8.6. Seal.**

The Corporation may have a seal, and such seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The Chair of the Board, Chief Executive Officer, Chief Financial Officer, or any other person authorized by the Board of Directors will have authority to affix the seal to any document requiring it.

## **8.7. Indemnification.**

The Corporation may indemnify its Directors, officers, and other persons referenced in the Certificate of Formation to the fullest extent permitted by the Business Organizations Code and may, if and to the extent authorized by the Board of Directors, so indemnify any other person whom it has the power to indemnify against liability, reasonable expense, or any other matter whatsoever.

## **8.8. Insurance.**

The Corporation may at the discretion of the Board of Directors purchase and maintain insurance on behalf of the Corporation and any person whom it has the power to indemnify pursuant to law, the Certificate of Formation, these Bylaws or otherwise.

## **8.9. Resignation.**

Any Director, officer, or agent may resign by giving written notice to the Chair of the Board or the Secretary, subject to governing contract terms. Such resignation will take effect at the time specified therein or immediately if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.

#### **8.10. Amendment of Bylaws.**

These Bylaws may be altered, amended, or repealed at any meeting of the Board of Directors at which a quorum is present, by the affirmative vote of a majority of the Directors present at such meeting.

#### **8.11. Invalid Provisions.**

If any part of these Bylaws is held invalid or inoperative for any reason, the remaining parts, so far as possible and reasonable, will be valid and operative.

#### **8.12. Relation to Certificate of Formation.**

These Bylaws are subject to, and governed by, the Certificate of Formation.

### **SIGNATURE**

The Corporation has duly caused this document to be signed on its behalf by the undersigned, thereunto duly authorized.

---

Dated: 01/27/2025

By: /s/ Joseph A. Rathbun

Name: JOSEPH A. RATHBUN

Title: President & CEO

---