



AMENDED AND RESTATED BYLAWS

of

UNITVISID ALLIANCE, INC.
(the "Corporation")

a Delaware nonstock corporation

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Article I. Offices

Section I.1 Primary Office.

The address of the Corporation's current primary office is 5000 Executive Parkway, Suite 302, San Ramon, CA 94583.

Section I.2 Other Offices.

The Corporation may have such other offices, either within or without the State of Delaware, as the board of directors of the Corporation (the "Board of Directors" or "Board") may from time to time determine or the business of the Corporation may require.

Article II. Members

Section II.1 Members.

The Corporation shall have at least one (1) class of voting members ("Voting Members") and may have one (1) or more classes of non-voting members ("Non-voting Members"). A "Member" or "Members" may include Voting Members and Non-voting Members collectively, or either one individually as the context implies. Each class of Members along with a description of the respective benefits and obligations for each class shall be posted by the Corporation on its public website. From time-to-time the Board may approve changes to such classes of Members by adding or deleting classes or adding, modifying, or deleting class benefits or obligations. Such changes shall be posted on the Corporation's public website and shall not take effect with respect to any Member affected by such changes unless the affected Member has been notified in accordance with the terms of its Membership Agreement. The Board shall adopt a process for accepting and admitting applicants for membership to the Corporation and such process shall be posted for each class of membership.

Section II.2 Resignation, Suspension, and Removal.

Any Member may resign upon not less than thirty (30) days prior written notice. Upon notice, the Board of Directors may suspend the voting rights of any Member that fails to pay any dues or assessments by their due date, and any such suspension shall remain in effect until such dues and assessments are brought current. The Board of Directors may remove a Member at any time, with or without cause upon notice.

Section II.3 Transfer of Membership, Affiliates and Change in Control.

Except for Affiliates, membership in the Corporation is not transferrable or assignable without the affirmative vote of two-thirds of the directors then in office, and any attempt to do so will be null and void. Notwithstanding the foregoing, upon written notice to the Corporation, the Corporation shall automatically consent to an assignment pursuant to a bona fide Change in Control of a Member. As used herein, the term "Change in Control" shall mean: a) the consummation of any consolidation or merger of a Member pursuant to which the Member's common stock (or other capital stock or equity interest) would be converted into cash, securities, other property, common stock, capital stock or equity interest of the surviving entity; or (b) all or substantially all of the Member's assets shall be sold, leased, conveyed, or otherwise disposed of as an entirety or substantially as an entirety to any person in one (1) transaction. Affiliates of a Voting Member shall have access to those benefits and undertake all

obligations associated with the Member's class of membership solely as set forth in the Member's Membership Agreement, provided that the Voting Member and its Affiliates have a single vote on any matter; where "**Affiliate**" means any entity that is controlled by, under common control with, or that controls the subject party, and "**control**" means direct or indirect control of more than fifty percent (50%) of the voting power to elect directors of a corporation or, for any other entity, the power to direct management of such entity.

Section II.4 No Membership Interests.

The Corporation shall have no authority to issue membership interests as that term is defined in the Delaware General Corporation Law, as the same now exists or may hereafter be amended, and no Member shall be entitled to a membership interest.

Article III. Meetings of Voting Members

Section III.1 Regular Meetings.

Regular meetings of the Voting Members may be held as often as established by resolution of the Board of Directors, as required by the business and affairs of the Corporation, or as required by law or these Bylaws.

Section III.2 Special Meetings.

Special meetings of the Voting Members may be called by the chair of the Board of Directors or president. Special meetings of the Voting Members shall be called by the chair of the Board of Directors or president upon the written request of no fewer than twenty-five percent (25%) of (i) the Members or (ii) the directors then in office.

Section III.3 Place of Meeting and Electronic Participation.

The Board of Directors may designate any place, either within or without the State of Delaware, as the place of meeting for any regular or special meeting of the Voting Members. The Board of Directors may, in its sole discretion, determine that a meeting shall not be held at a designated place, but may be held by means of remote communication as authorized by Sections 211(a) and 215 of the Delaware General Corporation Law, as the same now exists or may hereafter be amended. A Voting Member may participate in a meeting by means of conference telephone or by any other means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section III.4 Notice of Meetings.

Written notice stating the place (if there is one), day, and hour (and the means of remote communications, if any) of any meeting of the Voting Members shall be delivered, either personally, by mail, or by email, to each Voting Member, not less than ten (10) days before the date of such meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section III.5 Written Action by Voting Members.

Any action required by law to be taken at a meeting of the Voting Members, or any action which may be taken at a meeting of the Voting Members, may be taken without a meeting if a consent

in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

Section III.6 Quorum; Adjourned Meetings.

A quorum is present for a meeting when at least fifty (50) percent of the Members eligible to vote with respect to the applicable subject matter are present in person. If a quorum is not present at any meeting of the Members, a majority of the Members present in person may adjourn the meeting. If a meeting is adjourned when a quorum is not present, the majority of Members present at such meeting may agree to reschedule the meeting with at least one (1) day prior notice notwithstanding the notice requirement of Section III.4.

Section III.7 Required Vote.

A majority of the votes entitled to be cast on any matter to be voted upon by the Voting Members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these Bylaws.

Article IV. Directors

Section IV.1 General Authority.

Subject to the provisions of the General Corporation Law of the State of Delaware and any limitations in the Certificate of Incorporation and these Bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section IV.2 Appointment.

Each Sponsor Member shall appoint one (1) representative employed by the Sponsor Member to serve as a director on the Board. The Board of Directors may adopt a policy that sets forth the minimum qualifications for directors, an approval process for the appointed representatives, director attendance requirements, procedures for replacing directors, and any other matter concerning the composition of the Board and its operation to the extent such matter is not addressed by these Bylaws ("Board Operational Policy").

Section IV.3 Number of Directors, Adding Directors.

The Board shall consist of at least one (1) director. The maximum number of directors that may be appointed to the Board is limited to the number of Sponsor Members. The Board may add a new Sponsor Member upon two thirds (2/3) majority vote of the Board of Directors.

Section IV.4 Vacancies.

Whenever a vacancy exists on the Board of Directors, whether by death, resignation, removal, or otherwise, the vacancy shall be filled by the Sponsor Member that had appointed the director who left such vacancy, provided that such Sponsor Member is a Sponsor Member in good standing at the time the vacancy occurs. The Board Operational Policy may set forth requirements for Sponsor Members to remain in good standing and set any applicable time limits for filling vacancies under this Section IV.4.

Section IV.5 Resignation.

Any director may resign from office at any time upon giving written notice to the secretary of the Corporation. Any such resignation shall take effect at the time it specifies or, if the time is not specified, upon (but not before) receipt, and the acceptance of such resignation, unless required by its terms, shall not be necessary to make such resignation effective.

Section IV.6 Removal.

A director may be removed at any time, with or without cause, as shall be set forth in the Board Operational Policy. A Sponsor Member may be downgraded to another class of membership in accordance with the Board Operational Policy. If a Sponsor Member's membership is downgraded or the Sponsor Member is no longer a Sponsor Member for any reason, then such Sponsor Member's appointed representative serving as a director shall be automatically removed from the Board of Directors. If a director's employment with the applicable Sponsor Member is terminated for any reason, such director shall automatically be removed from the Board of Directors, without notice, and the effective date of such removal shall be the date on which the director's employment was terminated.

Section IV.7 Meetings and Electronic Participation.

Meetings of the Board of Directors may be held at any place within or without the State of Delaware. The Board of Directors may fix times and places for meetings of the Board of Directors, and, in such circumstances, no further notice of such meetings need be given. A special meeting of the Board of Directors shall be held whenever called by the chair of the Board of Directors or president or by a majority of directors at such time and place, if any, as shall be specified in the notice or waiver thereof. Notice of each special meeting shall be delivered, either personally, by mail, or by email, to each director, not less than three (3) days before the date of such meeting.

Directors may participate in a meeting of such Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this sentence shall constitute presence in person at such meeting.

Section IV.8 Quorum and Voting.

A majority of the directors then in office shall constitute a quorum for the transaction of business. If there is less than a quorum at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting. If a meeting is adjourned when a quorum is not present, a majority of the directors present at such meeting may agree to reschedule the meeting with at least one (1) day prior notice to all directors notwithstanding the notice requirement of Section IV.7. Except as otherwise provided by law or by these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. There shall be no voting by proxy.

Section IV.9 Action without Meeting.

Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all directors consent in writing to that action. Consent by a director sent by email or other electronic means is considered written consent to the extent permissible under the General Corporation Law of the State of Delaware, as it exists on the date hereof or is hereafter

amended. Such action by signed consent shall have the same force and effect as any other validly approved action of the Board. All consents shall be filed with the minutes of the proceedings of the Board.

Section IV.10 Compensation.

Directors shall serve without compensation.

Section IV.11 Committees of the Board of Directors.

The Board of Directors may designate one (1) or more committees of the Board of Directors, each committee to consist of one (1) or more directors of the Corporation. Any such committee, to the extent provided by the Board, shall have and may exercise all the powers and authority of the Board of Directors, except as provided by law.

Section IV.12 Nonvoting Advisory Committees.

The Board of Directors may from time to time establish one or more nonvoting advisory committees as the Board of Directors shall deem advisable or desirable. Committees may form working groups and each committee and working group shall operate in accordance with any applicable operating procedures approved by the Board. A charter describing the committee's initial leadership, purpose, scope, structure, deliverables, milestones, term, participation criteria, and applicable operating procedures, as well as any other information required for the successful performance and efficient operation of the committee shall be approved by the Board before the committee is formed. At no time, however, shall any such committee exercise any of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation.

Section IV.13 Chair.

The Board may elect one director as chair of the Board of Directors to serve at the pleasure of the Board for a three-year term. The chair of the Board may serve consecutive terms if so elected by the Board of Directors. The chair of the Board shall preside at all meetings of the Board at which he or she is present, and shall perform such other duties as may be required of him or her by the Board, including, but not limited to, developing the agenda for Board meetings, sending periodic reports on the progress of the Corporation, and otherwise ensuring that the overall working plans for the Corporation, as determined by the Board, are operationalized.

Article V. Officers, Agents and Employees

Section V.1 Officers.

The officers of the Corporation shall be a president, a secretary, a treasurer, and such other officers with such titles and duties as shall be stated in these Bylaws or as may be determined by the Board of Directors. The Board shall elect such officers at each annual meeting of the Board of Directors. There are no limits on the number of terms an elected officer may serve. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President.

until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section V.2 Removal of Officer, Agent or Employee.

Any officer, agent or employee of the Corporation may be removed by the Board of Directors with or without cause at any time, and the Board of Directors may delegate such power of removal with respect to officers, agents and employees. Such removal shall be without prejudice to such person's contract rights, if any, but the appointment of any person as an officer, agent or employee of the Corporation shall not of itself create contract rights.

Section V.3 President.

The president shall have all powers and duties that are generally incident to the position of president of a corporation and all such further powers and duties as may be assigned to him or her by the Board of Directors, including exercising direction and control over the day-to-day management of the Corporation. The president may vote the stock or other securities of any domestic or foreign corporation that may at any time be owned by the Corporation, may execute any stockholders' or other consents in respect thereof and may in his or her discretion delegate such powers by executing proxies, or otherwise, on behalf of the Corporation.

Section V.4 Treasurer.

The treasurer shall have all powers and duties generally incident to the position of treasurer of a corporation, including being in charge of all funds of and securities owned by the Corporation and overseeing the care and custody of the books and records of account of the Corporation. The treasurer may endorse (or cause to have endorsed) all commercial documents requiring endorsements for or on behalf of the Corporation and may sign (or cause to have signed) all receipts and vouchers for payments made to the Corporation. The treasurer shall have all such further powers and duties as may be assigned to him or her by the Board of Directors.

Section V.5 Secretary.

The secretary, if any, shall have all powers and duties generally incident to the position of secretary of a corporation, including recording, or causing to be recorded, all proceedings of meetings of the Board of Directors and any meetings of the Members in a book or books kept for that purpose and filing, or causing to be filed, in such book(s) all written consents of the directors or Members to any action taken without a meeting. The secretary shall attend to the giving and serving of all notices of the Corporation. The secretary shall have charge of such books and papers as the president or Board of Directors may from time to time direct. The secretary shall have all such further powers and duties as may be assigned to him or her by the Board of Directors.

Section V.6 Executive Director.

The Corporation may retain the services of an Executive Director under a contract approved by the Board of Directors. The Executive Director shall perform such undertakings as are necessary to manage the day-to-day needs of the Corporation, including:

- a. Scheduling and setting up meetings.

- b. Facilitating communication between Members, including providing timely notices of meetings. Acting as the liaison to other consortia or associations with which the Corporation may choose to associate.
- c. Providing Members with timely minutes, summaries and other reports with respect to the activities of the Corporation as appropriate.
- d. Receiving and processing Membership Agreements and executing them on behalf of the Corporation.
- e. In general, performing all duties incident to the office of Executive Director and such other duties as may be required by law, by the Certificate of Incorporation, or by these Bylaws, or which may be assigned to the Executive Director from time to time by the Board of Directors or the President.

Subject to any policies the Board may adopt concerning the authority of the Executive Director to enter into contracts with third parties, the Executive Director may engage third parties to undertake such activities, provided that the Executive Director enters into appropriate contracts protective of the Corporation and ensures compliance with terms and conditions of such contracts including confidentiality obligations.

Article VI. Certification Program

Section VI.1 Certification.

To the extent that the Corporations implements a certification program for products in accordance with standards adopted by the Corporation, the requirements and procedures for certification shall be approved by the Board of Directors and posted on the Corporation's public website.

Article VII. Miscellaneous

Section VII.1 Books and Records.

The Corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of all meetings of its Board of Directors and any other committees of the Board of Directors.

Section VII.2 Fiscal Year.

The fiscal year of the Corporation shall be the calendar year.

Section VII.3 Dues and Assessments.

The Board of Directors shall determine the amount of annual dues payable to the Corporation by the Members. Annual dues shall be assessed by the Corporation on a calendar year basis. All dues are non-refundable in accordance with a Member's applicable Membership Agreement. The Board of Directors may from time to time assess such special dues or assessments as may be desirable or necessary to carry out the business and affairs of the Corporation. Special

assessments may be assessed by membership class and not all membership classes need be assessed equally or at all.

Section VII.4 Interested Officers or Directors.

Any contract or transaction between this Corporation and one or more of its directors or officers, or between this Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, will be governed by the Conflict of Interest Policy of the Corporation.

Article VIII. Waiver of Notice

Section VIII.1 Waiver of Notice.

Whenever notice is required to be given by statute, under any provision of the certificate of incorporation or by these Bylaws, a written waiver thereof, signed or consented to in email by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a Member at a meeting of the Voting Members or a director at a meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except when such Member or director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of, any regular or special meeting of the directors need be specified in any written waiver of notice.

Article IX. Indemnification

Section IX.1 Indemnification.

(a) The Corporation shall indemnify each director, officer, employee, and agent of the Corporation who is a natural person, and/or his or her heirs, executors, or administrators, by reason of the fact that he or she is or was serving as a director, officer, employee, or agent of the Corporation, to the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same now exists or may hereafter be amended,

(i) against all expenses (including attorneys' and other experts' fees and disbursements), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative, or investigative, or in connection with any appeal therein, or otherwise, to the extent directly arising from, or in connection with, his or her serving the Corporation, and

(ii) against all expenses (including attorneys' and other experts' fees and disbursements) actually and reasonably incurred by him or her in connection with the defense or settlement of any action or suit by or in the right of the Corporation, or in connection with any appeal therein, or otherwise; and no provision of these Bylaws is intended to be construed as limiting, prohibiting, denying, or abrogating any of the general or specific powers or rights conferred under the General Corporation Law of the

State of Delaware, as the same now exists or may hereafter be amended, upon the Corporation to furnish, or upon any court to award, such indemnification, or indemnification as otherwise authorized pursuant to the General Corporation Law of the State of Delaware, as the same now exists or may hereafter be amended, or any other law now or hereafter in effect.

(b) No indemnification or advancement of expenses shall be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his or her action, or omission to act, was material to the cause of action so adjudicated and constitutes a violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful.

Section IX.2 Determinations.

If and to the extent such indemnification shall require a determination whether or not the relevant person met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware, as the same now exists or may hereafter be amended, such determination shall be made expeditiously at the cost of the Corporation after a request for the same from the person seeking indemnification. If indemnification is to be given or an advance of expenses is to be made upon a determination by independent legal counsel, such counsel may be the regular counsel to the Corporation. In rendering such opinion, such counsel shall be entitled to rely upon statements of fact furnished to them by persons reasonably believed by them to be credible, and such counsel shall have no liability or responsibility for the accuracy of the facts so relied upon. The fees and disbursements of counsel engaged to render such opinion may be paid by the Corporation whether or not such counsel ultimately are able to render the opinion that is the subject of their engagement.

Section IX.3 Other Rights.

The indemnification and advancement of expenses provided herein shall not be deemed to be exclusive of any other rights to which persons seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested directors, or otherwise, including rights under any insurance policy that may be purchased by the Corporation.

Section IX.4 Insurance.

The Corporation may purchase and maintain, to the fullest extent permitted by the laws of the State of Delaware, as they presently exist or may hereafter be amended, insurance on behalf of any director, officer, employee, or agent of the Corporation and any person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her or incurred by him or her in any capacity or status.

Section IX.5 No Retroactive Effect.

Any repeal, amendment, or alteration of this Article VIII that reduces or limits the indemnification of the persons referred to herein shall apply prospectively only and shall not be given retroactive effect.



Article X. Amendments

Section X.1 Amendments.

These Bylaws or any of them may be altered, amended, or repealed, and new Bylaws may be adopted by an affirmative two-thirds (2/3) vote of the directors then in office. Amendments duly approved under this Section X.1 shall take effect with respect to each Member in accordance with such Member's Membership Agreement.

* * * *

EXHIBIT A

DEFINITIONS

“**Affiliate**” is defined in Section II.3.

“**Board Operational Policy**” is defined in Section IV.2.

“**Change in Control**” is defined in Section II.3.

“**Member**” is defined in Section I.1.

“**Non-voting Member**” is defined in Section I.1.

“**Voting Member**” is defined in Section I.1.

“**Membership Agreement**” means the agreement, for a given class of membership, a Member executes with the Corporation conferring rights to such Member and requiring such Member to undertake responsibilities where both such rights and responsibilities are associated with such class of membership.

“**Sponsor Member**” shall be those Voting Members identified as “Sponsor Members” on the Corporation’s public website.