

10/01/86

REVISED  
BY-LAWS OF  
ATE MANAGEMENT OF DULUTH, INC.

ARTICLE I

Location of Offices

Section 1. Principal Office. The principal office of the corporation shall be in the City of Minneapolis, County of Hennepin, State of Minnesota.

Section 2. Other offices. The corporation may also have offices in such other places, both within and without the State of Minnesota, as the Board of Directors from time to time may designate or the business of the corporation require.

ARTICLE II

Corporate Seal

The corporate seal shall be circular in form and have inscribed thereon the following: "ATE MANAGEMENT OF DULUTH, INC., Minnesota, Corporate Seal, 1969".

ARTICLE III

Stockholders

Section 1. Meetings of Stockholders.

(a) Annual Meeting. The annual meeting of the stockholders of the corporation shall be held in Miami, Florida on the Monday following the first Friday of May of each year, at which meeting the stockholders shall elect a Board of Directors and transact such other business as lawfully may come before it.

(b) Special Meetings. Special meetings of the stockholders may be called by the President, or by any three directors, or by stockholders owning of record not less

than one-third in amount of the capital stock outstanding and entitled to vote; and such meetings shall be held at the office of the corporation in the City of Minneapolis, State of Minnesota, or at such other place as shall be designated in the notice calling any such meeting.

(c) Notice of Meetings. Notice of all stockholders' meetings stating the time and place, and, in case of special meetings, the object or objects for which called, shall be given by mailing the same to each stockholder entitled to vote at his last known post office address as the same appears on the stock ledger of the corporation, not less than ten days nor more than sixty days before the date set for such meeting. Such notice shall be deemed to have been given on the date of mailing; and any failure or irregularity of notice of any regular meeting shall not invalidate such meeting or any proceedings thereat. Receipt of notice may be waived by the recipient.

(d) Preparation of Voting List of Stockholders. The Secretary shall prepare and make, at least ten days before every election of directors, a complete list of the stockholders entitled to vote at said election, arranged in alphabetical order. Such list shall be open at the place where such election is to be held for said ten days, to the examination of any stockholder, and shall be produced and kept at the time and place of election during the whole time thereof, and subject to the inspection of any stockholder who may be present.

Section 2. Quorum of Stockholders. The holders of a majority of the total number of shares issued and outstanding, and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business, except as otherwise provided by law, by the certificate of incorporation, or by these By-Laws. If, however, such a majority shall not be present or represented at any meeting of stockholders, the stockholders entitled to vote at such meeting, present in person or by proxy, may adjourn the meeting from time to time, without notice other than by announcement at the meeting, until the requisite number of shares of stock entitled to vote shall be present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed.

When a quorum is present at any meeting of stockholders, a majority of the number of shares of the stock entitled to vote which is represented thereat shall decide

any question brought before such meeting, unless the question is one upon which by express provision of law or the certificate of incorporation or of these By-Laws a larger or different vote is required in which case such express provision shall govern and control the decision of such question.

Section 3. Voting by Stockholders. Each stockholder of record entitled to vote at any meeting may do so in person or by proxy appointed by instrument in writing, subscribed by such stockholder or his duly authorized attorney, and filed with the Secretary.

#### ARTICLE IV

##### Directors

Section 1. Election, Number and Term of Office. A Board of Directors shall be chosen by ballot at the annual meeting of shareholders. The number of directors of the corporation shall be three, but at the annual meeting, such number may be increased or decreased for the ensuing year to a number not less than three by the affirmative vote of a majority of the issued and outstanding stock entitled to vote. The directors shall hold office until their successors are respectively elected and qualified. Directors need not be stockholders of this corporation.

Section 2. Removal of Directors. At a special meeting of stockholders called for that purpose in the manner hereinbefore provided, the Board of Directors, or any member thereof, may be removed by the vote of the holders of a majority of the total number of shares issued and outstanding, and entitled to vote. At any such stockholder's meeting the vacancy or vacancies on the Board caused by such removal may be filled by the stockholders, and the directors so appointed shall hold office until the next annual election and until their successors shall be duly elected and qualified, unless sooner displaced.

Section 3. Vacancies on the Board. Vacancies on the Board of Directors, other than such as may have been filled as provided in Section 2 of this Article IV, may be filled by a vote of a majority of the Directors present at any meeting of the Board of Directors at which a quorum is present, and the Directors so chosen shall hold office until the next annual meeting and until their successors shall be duly elected and qualified, unless sooner displaced.

#### Section 4. Powers of Directors.

(a) General Powers. The Board of Directors shall have the entire management of the business of this corporation. In addition to such powers as are herein and in the certificate of incorporation expressly conferred upon it, the Board of Directors shall have and may exercise all the powers of the corporation, subject to the provisions of the laws of Minnesota, the certificate of incorporation and these By-Laws.

(b) Establishment of Record Date. The Board of Directors may fix in advance a date, not exceeding forty days preceding the date of any meeting of stockholders, or any dividend payment date, or the date of any allotment of rights, or the date when any change, conversion or exchange of capital stock shall go into effect, or a date in connection with obtaining the consent of stockholders for any purpose, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting and any adjournment thereof, or entitled to receive any such dividend or allotment of rights, or to exercise rights with respect to any such change, conversion or exchange of capital stock, or to give such consent; and in such case only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting and any adjournment thereof, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights with respect to any such change, conversion or exchange of capital stock, or to give such consent, as the case may be, notwithstanding any transfer of stock on the books of the corporation after any such record date fixed as aforesaid.

(c) Appointment of Committees. The Board of Directors may designate two or more of their number to constitute an Executive Committee, which Committee shall have and may exercise, when the Board is not in session, all of the powers of the Board in the management of the business and affairs of the corporation, including the power to appoint Assistant Secretaries and Assistant Treasurers, and to authorize the seal of the corporation to be affixed to all papers which may require it. The Executive Committee may make rules for the calling, holding and conduct of its meetings and the keeping of records thereof.

The Board of Directors, by like resolution, may also appoint other committees from their own number, the number (not less than two) composing such committees, and the powers conferred upon them to be determined by such resolution or resolutions.

(d) Delegation of Duties of Officers. The Board of Directors, by affirmative vote of a majority of the whole Board, may delegate for the time being, the powers or duties of any officer of the corporation, in case of his absence, disability, death or removal, or for any other reason, to any other officer or to any director.

#### Section 5. Meetings of Directors.

(a) Regular Meetings. Regular meetings of the Board of Directors shall be held at such place within or without the State of Minnesota, and at such times, as the Board by vote may determine from time to time, and if so determined no notice thereof need be given.

After each election of directors the newly elected Board shall meet without notice for the purpose of electing officers and transacting such other business as lawfully may come before it.

(b) Special Meetings. Special meetings of the Board of Directors may be held at any time or place, within or without the State of Minnesota, whenever called by the President, any Vice President, or two or more directors.

(c) Notice of Meetings. Notice of special meetings of the Board, stating the time and place, shall be given by mailing the same to each director at his residence or business address at least two days before the meeting, or by delivering the same to him personally or by telephoning or telegraphing the same to him at said residence or business address at least one day before the meeting. Such notice shall be deemed to have been given on the date of mailing, telephoning or telegraphing as the case may be. Receipt of notice may be waived by the participant.

Section 6. Quorum of Directors. A majority of the Directors shall constitute a quorum of the Board for the transaction of business; but a smaller number may adjourn the meeting until a quorum is present.

When a quorum is present at any meeting of directors, a majority of the members present thereat shall decide any question brought before such meeting, except as otherwise provided by law, the certificate of incorporation or these By-Laws.

Section 7. Compensation of Directors. Directors, as such, shall not receive any stated salary for their services, but, by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

## ARTICLE V

### Officers

Section 1. Number and Titles. The executive officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. The President and the Secretary must be elected by the Board of Directors. All other officers may be elected by the Board of Directors or by vote of the stockholders at the Annual Meeting or at any special meeting of the stockholders. The Board of Directors may appoint such other officers, including one or more Assistant Secretaries and Assistant Treasurers, as they shall deem necessary, who shall have such authority and perform such duties as the Board from time to time may prescribe.

Any two offices (but not more than two) may be held by the same person; and more than two offices, other than the offices of President and Secretary, may be held by the same person.

Section 2. Tenure of Office. Officers of the corporation shall hold their respective offices until their successors are chosen and qualified, provided, however, that any officer may be removed from office during such term by the vote of the Board, and in the case of officers appointed or appointive by the Executive Committee, also by a majority vote of such Committee.

### Section 3. Duties of Officers

(a) President. The President shall have general supervision over the affairs of the corporation, in which connection he shall execute all bonds, contracts, deeds, leases, and other written instruments to be executed by the corporation (except as otherwise provided by the Board of Directors); shall preside over all meetings of the stockholders of the corporation; shall preside over directors' meetings; shall sign the corporation's stock certificates; and shall perform such other duties as the Board of Directors from time to time may prescribe.

(b) Vice Presidents. In the absence of both the President and the Chairman of the Board, any Vice President may preside over stockholders' and directors' meetings; and if at any time the President shall be unable to act as such, a Vice President may perform his duties. In addition, each Vice President shall have such powers and perform such duties as the Board of Directors from time to time may prescribe. Vice Presidents may be distinguished by degree or description.

(c) Secretary. The Secretary shall attend and record all the proceedings of the meetings of the Board of Directors, the stockholders, and the Executive Committee; shall be custodian of the corporate seal and affix such seal to all documents requiring the same; shall cause to be maintained a stock certificate book, a stock transfer book, and a stock ledger, and such other books as the Board of Directors may direct; shall serve all notices required by law, or by these By-Laws, or by resolution of the Board of Directors; shall perform such other duties as pertain to the office of Secretary, subject to the control of the Board of Directors; and together with the President or any Vice President may sign the corporation's stock certificates.

(d) Assistant Secretaries. The Assistant Secretaries shall assist the Secretary in the performance of his duties, and shall perform such other duties as the Board of Directors from time to time may prescribe. If at any time the Secretary shall be unable to act, an Assistant Secretary may perform his duties.

(e) Treasurer. The Treasurer shall perform all duties commonly incident to that office (including, but without limitation, the care and custody of the funds and securities of the corporation which from time to time may come into his hands, the deposit of the funds of the cor-

poration in such banks or trust companies as the Board of Directors may direct, and the signing of stock certificates), and, in addition, such other duties as the Board of Directors from time to time may prescribe.

(f) Assistant Treasurers. Assistant Treasurers shall assist the Treasurer in the performance of his duties, and shall discharge such other duties as the Board of Directors from time to time may prescribe.

## ARTICLE VI

### Stock Certificates

Section 1. Stock Certificates. Every holder of stock shall be entitled to a certificate or certificates duly numbered, certifying the number and class of shares in the corporation held of record by him, in such form as may be prescribed by the Board of Directors. Such certificates shall be signed by the President, and by the Secretary or an Assistant Secretary, or the Treasurer or an Assistant Treasurer; provided, however, that where any such certificate is signed by a transfer agent or transfer clerk and by a registrar, the signatures of the President, Secretary, Assistant Secretary, Treasurer, or Assistant Treasurer, may be facsimiles. All certificates shall be countersigned and registered in such manner as the Board of Directors from time to time may prescribe, and there shall be impressed thereon the seal of the corporation or imprinted thereon a facsimile of such seal.

In case any officer or officers of the corporation who shall have signed, or whose facsimile signature or signatures may have been used on any certificate or certificates, shall cease to be such officer or officers of the corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the corporation, such certificate or certificates nevertheless may 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 shall have been used thereon, had not ceased to be such officer or officers of the corporation.

Section 2. Transfer of Stock. Shares of stock of the corporation may be transferred by delivery of the stock certificate, accompanied either by an assignment in writing on the back of the certificate or by a written



power of attorney to sell, assign and transfer the same on the books of the corporation, signed by the person appearing by the certificate to be owner of the shares represented thereby; and such shares shall be transferable on the books of the corporation upon surrender thereof so assigned or endorsed. The person registered on the books of the corporation as the owner of any shares of stock exclusively shall be entitled, as the owner of such shares, to receive dividends and to vote as such owner with respect thereto.

Section 3. Treasury Stock. Any shares of stock in the corporation which may be redeemed, purchased or otherwise acquired by the corporation after the issuance thereof, shall have no voting rights and shall not participate in any dividends or allotments of rights while such stock is held by the corporation; however, such stock may be reissued by the corporation for such consideration as the Board of Directors may determine, unless the certificate of incorporation or the resolution of the Board of Directors authorizing the original issuance of such stock shall otherwise provide.

#### ARTICLE VII

##### Depositaries and Checks

Depositaries of the funds of the corporation shall be designated by the Board of Directors; and all checks on such funds shall be signed by such officers or other employees of the corporation as the Board from time to time may designate.

#### ARTICLE VIII

##### Waiver of Notice

Any notice required to be given by law, by the certificate of incorporation or by these By-Laws, may be waived by the person entitled thereto, either before or after the time stated in such notice.

## ARTICLE IX

### Amendment of By-Laws

These By-Laws may be amended, repealed or added to at any regular or special meeting of the Board of Directors or of the stockholders, by the affirmative vote of a majority of the Board, or by the affirmative vote of a majority of the stock issued and outstanding and entitled to vote, as the case may be, provided that Section 1 of Article IV may be amended only by vote of the stockholders as otherwise provided.

## ARTICLE X

### Waivers

Notice of the time, place and purpose of any meeting of stockholders or directors may be waived in writing by a stockholder or director, as the case may be, either before or after the meeting in question. Any stockholder or director so waiving shall be bound by the proceedings of the meeting as to which such waiver is given in all respects as if due notice thereof had been given.

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