AMENDED AND RESTATED BYLAWS
OF
THE SAMUEL ROBERTS NOBLE FOUNDATION, INC.

The Samuel Roberts Noble Foundation, Inc., an Oklahoma not-for-profit Corporation (the “Corporation”), in accordance with Section 1027 F.l. of the Oklahoma General Corporation Act, does hereby adopt the following as the Amended and Restated Bylaws of the Corporation, to-wit:

I. NAME AND PURPOSE:

1. **Name.** The name of the Corporation is The Samuel Roberts Noble Foundation, Inc.

2. **Purpose.** The general purpose of the Corporation is to act as a charitable organization, organized and operated exclusively for religious, charitable, scientific, literary and/or educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States internal revenue law or laws. No part of the net earnings of the Corporation shall inure to the benefit of any member of the Corporation or private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and expenses may be reimbursed or paid in furtherance of one or more of its purposes), and no substantial part of its activities shall be that of carrying on propaganda or otherwise attempting to influence legislation nor shall the Corporation participate or intervene in any political campaign on behalf of or in opposition to any candidate running for public office.

3. **Distribution.** For all taxable years beginning after January 1, 1972, the Corporation shall make distributions at such time and in such manner as not to subject it to tax under Section 4942 of the Code; the Corporation shall not engage in any act of self-dealing which would subject it to tax under Section 4941 of the Code; the Corporation shall not retain any excess business holdings which would subject it to tax under Section 4943 of the Code; the Corporation shall not make any investments which would subject it to tax under Section 4944 of the Code; and the Corporation shall not make any taxable expenditures which would subject it to tax under Section 4945 of the Code.
II. OFFICES:

1. **Offices.** The principal and registered office of the Corporation shall be located and maintained at 2510 Sam Noble Parkway, Ardmore, Carter County, Oklahoma. The Corporation may maintain such additional offices at such other places both within and without the State of Oklahoma as the Trustees from time to time may determine expedient or necessary to carry out the purposes of the Corporation.

2. **Seal.** The corporate seal of the Corporation shall be circular in form and shall have inscribed thereon the following:

   “The Samuel Roberts Noble Foundation, Inc. - Oklahoma 1952.”

III. MEMBERSHIP AND VOTING RIGHTS:

**Membership.** The Corporation shall have no shareholders and no authority to issue capital stock. The members of the Corporation shall consist of the Trustees thereof and the election or appointment of a person as a Trustee shall likewise be an admission to membership in the Corporation, and no person shall continue to be a member after ceasing to be a Trustee. The members of the Corporation shall have no voting rights in their capacities as members. All voting rights with respect to the Corporation shall be vested in the Trustees who shall constitute the governing body of the Corporation.

IV. TRUSTEES:

1. **Trustees.**

   (a) **Preface.** The Corporation’s founder, Lloyd Noble, and his first wife, Vivian Bilby Noble, had three children – Sam, Ed, and Ann. The Trustees have concluded that each of the three families (“family” being hereinafter defined) – the families of Sam, of Ed, and of Ann – shall have the right to nominate up to three persons (who do not have to be family members of Sam, Ed and/or Ann) for election to the Board of Trustees. Such of said nominees who are elected to the Board of Trustees shall be referred to as “family Trustees.” The remaining members of the Board of Trustees shall be referred to as “non-family Trustees.”

   (b) **Family.** The family of any individual shall include, if living, the individual, the individual’s spouse, ancestors and descendants, including children, grandchildren, great-grandchildren, and the spouses of children, grandchildren and great-grandchildren.
(c) **Nomination/Election Procedures.**

(1) For each family, the senior, family Trustee, based on Board service time, then-serving on the Board shall be responsible for submitting Trustee nominations and Advisory Trustee nominations for his or her family to the Chairman of the Executive Committee for Board election.

(2) Before a new (i.e., not currently serving) nominee for Trustee or Advisory Trustee may stand for election, full and detailed information respecting such nominee, including, but not limited to, a resume or CV; a disclosure of affiliations and material financial interests (preferably using the “disclosure form” made a part of the Trustees' then-current Conflict of Interest Policy); and any other information deemed relevant, should be submitted to the Board of Trustees at least thirty (30) days prior to the next occurring regular meeting of the Board of Trustees (herein the “initial discussion meeting”). Said nominee may stand for election at the next regular meeting of the Board of Trustees following the initial discussion meeting.

(d) **Number.** The affairs of the Corporation shall be controlled by the Board of Trustees which shall not be less than five (5) nor more than fifteen (15) in number, as may be determined from time to time by resolution of the Board of Trustees. At any given time, there shall not be more than nine (9) family Trustees. Newly created positions or vacancies on the Board of Trustees may be filled by majority vote of the Board of Trustees then serving. It is intended that a majority of the Board of Trustees shall, at all times, be family Trustees.

(e) **Powers.** The Board of Trustees may exercise all the powers of the Corporation or may delegate so much thereof to committees or to its officers as in the judgment of the Board of Trustees and under law shall be proper.

(f) **Fees and Expenses.** The Corporation may pay or reimburse the Trustees their actual out-of-pocket expenses incurred in attendance at Board of Trustees or committee meetings or in connection with the discharge of their duties as Trustees. Trustees shall be paid a reasonable meeting fee and Trustees not otherwise employed by the Corporation shall be paid a reasonable retainer, all as may be fixed by resolution of the Board of Trustees.

2. **Classes – Terms of Office.** The Board of Trustees shall be divided into three classes, Classes A, B and C. The initial members of Class A shall hold office until the first annual meeting (see Article VI, Section 1) following their election; the initial representatives of Class B shall hold office until the second annual meeting following their election; and the initial representatives of Class C shall hold office until the third annual meeting following their election; and, in each case, until their successors shall be duly elected and shall qualify. At each future annual meeting, the successors of the class whose terms shall expire at that time shall be elected to hold office for a term of three years so that the term of office of one class of members shall expire in each year.
Amended and Restated Bylaws (continued)

Each member of the Board of Trustees shall be eligible for re-election for any number of consecutive terms. A successor Trustee may be appointed at any time by the Board of Trustees to fill a vacancy on the Board of Trustees.

3. **Removal of Trustees.** Any Trustee may be removed at any time, with or without cause, by two-thirds majority vote of all Trustees, excepting the Trustee subject to removal. The Board of Trustees need not fill vacancies occurring upon the Board of Trustees unless the number of remaining Trustees is less than five (5), in which event a successor Trustee or Trustees shall be appointed as promptly as possible. Any person duly appointed as a successor or additional Trustee shall have and exercise the same rights, powers, authorities and discretions and shall be charged with the same duties as the other Trustees.

4. **Advisory Trustees.** In addition to the Trustees as provided above, the Board of Trustees may from time to time select up to four (4) additional persons to sit with the Board of Trustees as Advisory Trustees for such term as the Board of Trustees declares and to exercise all privileges, powers, rights and duties of Trustees except voting. Each family of Sam, Ed, and Ann shall have the right to nominate one person to serve as an Advisory Trustee. Nominations under this Section may only be made by family Trustees serving on the Board of Trustees at the time such nominations are made.

5. **Retirement Age.** A Trustee may serve through the first annual meeting following his or her 75th birthday, but shall not fulfill any remaining term of an appointment nor be re-appointed.

6. **Trustees Emeritus.** Any Trustee who has served as such for not less than fifteen (15) cumulative years shall, at the conclusion of the first annual meeting following his or her 75th birthday, automatically attain the status of “Trustee Emeritus.” Any Trustee having served a cumulative total of fifteen (15) years may request emeritus status prior to attaining age 75. Trustees Emeritus shall serve at the pleasure of the Board. Trustees Emeritus shall be entitled to attend and participate in all regular or special meetings of the Board of Trustees and shall be entitled to all rights, privileges and prerequisites of a Trustee except that such Trustees Emeritus shall have no duty or obligation to attend Board meetings, shall not be counted in determining a quorum, shall not serve on regular committees of the Board of Trustees and shall have no vote in actions of the Board of Trustees.

7. **Committees of the Board of Trustees.**

   (a) **Names and Purpose.** The Corporation shall have the following committees with the purpose of each being as follows:

   (1) **Executive.** The Executive Committee shall provide counsel to the President; in consultation with the President, set the agenda for the meetings of the Board of Trustees; provide counsel to the Board regarding matters of corporate
governance; monitor trustee orientation and education programs; and oversee the process of Board and committee evaluation; provided, however, the foregoing shall not be construed as authorizing action by the Executive Committee with respect to any action which by statute, the Certificate of Incorporation or these Bylaws is required to be taken by vote of a specified proportion of the number of Trustees then in office, or any other action required or specified by statute, the Certificate of Incorporation or these Bylaws to be taken by the Board of Trustees, as such. The designation of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees or any Trustee of any responsibility imposed by law. The Chairman of the Executive Committee shall serve as a liaison between the President and the Executive Committee and the Board of Trustees. In the absence of a Chairman of the Board and the President (Article V, Section 2(a)), the Chairman of the Executive Committee shall preside at such meetings of the Board of Trustees.

(2) **Audit.** The Audit Committee shall be responsible for assisting the Board of Trustees in fulfilling its responsibility to oversee the integrity of the Corporation’s financial statements, the qualifications and independence of its auditors, the performance of the Corporation’s internal audit function and independent auditors, and the handling of employee allegations concerning Corporation compliance with legal, regulatory, and internal policy requirements. The Audit Committee further shall be responsible for making recommendations to the Board of Trustees regarding these matters.

(3) **Investment.** The Investment Committee shall be responsible for monitoring the performance of the Corporation’s investment assets, reviewing investment policies and guidelines of the Corporation, and evaluating the performance of the investment managers of the Corporation. The Investment Committee further shall be responsible for making recommendations to the Board of Trustees regarding these matters, including recommendations to retain or terminate investment managers as well as investment consultants.

(4) **Compensation.** The Compensation Committee shall be responsible for periodically reviewing employee and Trustee compensation and the benefit plans of the Corporation to see that they encourage planned performance, are reasonable, and are consistent with competitive market practices. The Compensation Committee further shall be responsible for making recommendations to the Board of Trustees regarding these matters.

(5) **Ad Hoc Committees.** The President, subject to ratification by the Board of Trustees, may designate three or more Trustees (with such alternates, if any, as may be deemed desirable) to constitute an ad hoc committee for any purpose; provided, that any such ad hoc committee shall have and may exercise only the power of recommending action to the Board of Trustees and of carrying out and implementing any instructions or any policies, plans or programs theretofore approved, authorized and adopted by the Board of Trustees.
(b) **Membership – Chair – Election.** The members and chair of each committee shall be elected by the Board of Trustees at the annual meeting of the Board of Trustees and shall serve until the next annual meeting of the Board of Trustees, and, in each case, until their successors shall be duly elected and shall qualify. Each member of the Board of Trustees shall serve on at least one committee.

(c) **Number – Composition.** Each committee shall be comprised of at least three members of the Board of Trustees. A majority of the Executive Committee and Investment Committee shall be comprised of family members or family appointees. Each of the three family branches shall be entitled to a family member or appointee of that family on each such committee.

(d) **Meetings – Attendance – Quorum.**

1. Regular meetings of a committee may be held at such times and places as shall be set forth in the notices of meetings of the Board of Trustees.

2. Special meetings of any committee may be called by or at the direction of the president, the chair of a committee or by any two members of a committee by providing notice of the place, date and time of such special meeting not less than two days before such meeting to each member of the committee.

3. Any Trustee or Advisory Trustee may attend any committee meeting.

4. Except as otherwise provided by statute, the Certificate of Incorporation or these Bylaws, at all meetings of a committee, the presence of at least a majority of the members of the committee shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of those present at any such meeting at which a quorum is present shall constitute the act of the committee.

(e) **Minutes and Records.** All committees shall keep minutes and records of their actions and proceedings at each committee meeting, and promptly after the conclusion of any such meeting a copy of the minutes and records of such meeting shall be forwarded to all Trustees and all Advisory Trustees.

(f) **Vacancies.** Any vacancy in a committee may be filled by the Board of Trustees.

8. **Employment of Investment Advisors.** The Board of Trustees may from time to time engage investment counsel, trust corporations, or banks possessing trust powers and, subject to the ultimate authority of the Board of Trustees to manage the affairs of the Corporation, may confer on any such advisor full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Corporation, and to sell, transfer or otherwise dispose of any of the
Corporation’s assets and properties at such time and for such consideration as such advisor may deem appropriate. The Board of Trustees also may confer on any such advisor such other powers with respect to the Corporation’s investments as said Board of Trustees may deem appropriate and may authorize any such advisor to hold title to any of the Corporation’s assets and properties in its own name for the benefit of the Corporation or in the name of a nominee for the benefit of the Corporation, and the Board of Trustees shall have no liability whatsoever with respect to any action taken or omitted by any such advisor, provided the advisor was selected with due care by the Board of Trustees. The Board of Trustees may remove or replace any such advisor, with or without cause, if they deem such action appropriate or necessary.

9. **Fiscal Year.** The fiscal year of the Corporation shall be as fixed by the Board of Trustees.

V. **OFFICERS AND DUTIES:**

1. **Officers.** The officers of the Corporation shall be chosen by the Board of Trustees at the annual meeting to serve for the ensuing year and until their successors are chosen and qualify. The officers shall be a President, one or more Vice Presidents who may be classified by their specific function, a Secretary and a Treasurer. Officers need not be chosen from among the Board of Trustees. The Board of Trustees may also choose a Chairman of the Board of Trustees from the serving members. The Board of Trustees may also choose one or more Assistant Secretaries and Assistant Treasurers. The Board of Trustees may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Trustees. Any officer elected or appointed by the Board of Trustees may be removed at any time, with or without cause, by the Board of Trustees; and any vacancy occurring in any office by reason of death, disability, resignation, removal or otherwise shall be filled by majority vote of the Board of Trustees. The salaries of all officers and agents of the Corporation shall be fixed by the Board of Trustees.

2. **Duties.** Unless otherwise provided by the Board of Trustees, the duties of the officers shall be as follows:

   (a) **President.** The President shall be the chief executive officer of the Corporation. In the absence of a Chairman, the President shall preside at all meetings of the Board of Trustees. The President shall be an ex officio member of all standing committees, shall have general and active management of the business and affairs of the Corporation, and shall ensure that all orders and resolutions of the Board of Trustees are carried into effect. In the absence or disability of the President, the Board of Trustees shall promptly appoint an interim successor to perform the duties and exercise the powers of the President for a term to be determined by the Board of Trustees.
(b) **Vice President.** The Vice President (or if there shall be more than one, the Vice Presidents) shall perform the specific functions and shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe.

(c) **Secretary.** The Secretary shall attend all meetings of the Board of Trustees and record all the proceedings of the meetings of the Corporation and the Board of Trustees in a book to be kept for that purpose and shall perform such other duties as may be prescribed by the Board of Trustees or President, under whose supervision the Secretary shall be. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Trustees or the President, affix the same to any instrument requiring it. When this seal is affixed, it shall be attested by the Secretary’s signature or by the signature of an Assistant Secretary. The Board of Trustees may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by such officer’s signature.

(d) **Assistant Secretary.** The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Trustees, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the President or the Board of Trustees may from time to time prescribe.

(e) **Treasurer.** The Treasurer shall have the custody of the corporate funds and securities and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the President or the Board of Trustees; shall disburse the funds of the Corporation as may be ordered by the President or the Board of Trustees, taking proper vouchers for such disbursements, and shall render to the President and the Board of Trustees, at the meetings of the Board of Trustees, or when the President or the Board of Trustees so requires, an account of all transactions performed by the Treasurer and of the financial condition of the Corporation.

(f) **Assistant Treasurer.** The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Trustees, shall, in the absence of disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the President or the Board of Trustees may from time to time prescribe.

(g) **Bond.** If required by the Board of Trustees, the Treasurer, or any Assistant Treasurer, shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Trustees for the faithful performance of the duties of the office of Treasurer or Assistant Treasurer and for the restoration to the Corporation, in case of the Treasurer’s death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other
property of whatever kind in the possession or under the control of the Treasurer or Assistant Treasurer belonging to the Corporation.

VI. MEETINGS:

1. **Annual Meeting.** The annual meeting of the Corporation shall be held in October of each year at such time and place as may be designated by the Board of Trustees. At such meeting, Trustees of the Corporation shall be elected in accordance with Article IV, Section 2, of these Bylaws, and officers of the Corporation shall be elected to hold office during the ensuing year or until their successors shall be elected and qualified. Ten (10) days’ notice of the annual meeting shall be given to the Trustees, and such notice shall state the place, date, hour, and business to be transacted at the annual meeting.

2. **Regular Meetings.** Regular meetings of the Board of Trustees may be held at such time and at such place as shall from time to time be determined by the Board of Trustees or upon call of the Chairman or President. Five (5) days’ notice of all regular meetings shall be given, and such notice shall state the place, date, hour, and the business to be transacted at such meeting.

3. **Special Meetings.** Special meetings of the Board of Trustees may be held at any time on twenty-four (24) hours’ notice to each Trustee either personally or by telecopy, or telephonic calling, at such time or place as may be designated by the Chairman or President.

4. **Place of Meeting.** Meetings of the Board of Trustees may be held either within or without the State of Oklahoma.

5. **Quorum.** Except as otherwise provided by statute, the Certificate of Incorporation or these Bylaws, at all meetings of the Board of Trustees, the presence of at least a majority of the members of the Board of Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of those present at any such meeting at which a quorum is present shall constitute the act of the Board of Trustees.

6. **Action Without Meeting.** Any action which might be taken at a meeting of the Board of Trustees or any committee thereof may be taken without a meeting, if a record or memorandum thereof be made in writing and signed by the number of Trustees that could take and authorize such action at an annual, regular or special meeting of the Board of Trustees or of such committee, as the case may be.

7. **Adjournment.** If a quorum shall not be present at any meeting of the Board of Trustees, the Trustees present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.
8. **Participation by Telephone.** Members of the Board of Trustees, or of any committee thereof, may participate in a meeting of the Board of Trustees or committee by means of conference telephone or similar communications equipment that enables all persons participating in the meeting to hear each other. Such participation shall constitute presence in person at such meeting.

9. **Notices.** Notices to the Trustees shall be in writing and delivered personally or mailed or transmitted as herein provided to the Trustees at their addresses appearing in the records of the Corporation except that notice of special meetings may be given verbally in person or by telephone or telecopy to the Trustees. Notice by mail shall be deemed to be given at the time when the same shall be deposited in the United States mail, postage prepaid. Notice to the Trustees may also be given by telecopy or delivered to a private carrier which provides express mail service. Notice by telecopy shall be deemed to be given when transmitted, and notice by private carrier express mail service shall be deemed to be given when delivered to the private carrier. Whenever any notice is required to be given under the provisions of law or of the Restated Certificate of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

VII. **IMMUNITY AND INDEMNIFICATION:**

1. **Elimination of Trustee Liability.** Neither a Trustee nor an Advisory Trustee (individually and collectively a “Trustee” for the limited purposes of Article VII) of the Corporation shall be personally liable to the Corporation or its members for monetary damages for any act or omission in such Trustee’s capacity as a Trustee, except that this Article does not authorize the elimination or limitation of the liability of a Trustee (a) for a breach of the Trustee’s duty of loyalty to the Corporation or its members; (b) for an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; or (c) for a transaction from which the Trustee received an improper personal benefit.

2. **Indemnification Other Than in Action by or in Right of the Corporation.** To the fullest extent and in the manner permitted by the laws of the State of Oklahoma and specifically as is permitted under Section 1031 of Title 18 of the Oklahoma Statutes (or its successor) or any other law which may hereafter be enacted granting to a corporation the powers of indemnification, the Corporation shall indemnify each Trustee and officer of the Corporation and, in the discretion of the Board of Trustees, may indemnify any other person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that the person (a) is or was a Trustee, officer, employee, or agent of the Corporation, or (b) is or was serving at the request of the Corporation as a Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses, including attorneys' fees, judgments, fines, other losses, and amounts paid in
settlement, actually and reasonably incurred in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in and not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

3. **Indemnification in Action by or in Right of the Corporation.** The Corporation shall indemnify each Trustee and officer of the Corporation and, in the discretion of the Board of Trustees, may indemnify any other person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person (a) is or was a Trustee, officer, employee, or agent of the Corporation, or (b) is or was serving at the request of the Corporation as a Trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense, settlement or other disposition of such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. Notwithstanding, no indemnification shall be made under this provision for any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action, suit, or proceeding was brought (or other appropriate court having jurisdiction) shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.

4. **Further Indemnity.** To the extent that a Trustee, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 2 and 3 of this Article, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against all expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

5. **No Presumption.** The conclusion of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the indemnified person did not act in good faith and in a manner which he or she reasonably believed to be in, and not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was lawful.

6. **Limitations on Indemnity.** Any indemnification under the provisions of Section 2 or Section 3 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Trustee, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth
in Section 2 or Section 3 of this Article, as applicable. Such a determination shall be made:

(a) by a majority vote of those Trustees who are not (and were not) parties to the involved action, suit, or proceeding; or

(b) by written opinion by independent legal counsel, which can be authorized if (i) no Trustees remain to undertake such vote of Section (6)(a); or (ii) by majority vote of those Trustees who are not (and were not) parties to the involved action, suit, or proceeding.

7. **Advance of Indemnification Expenses.** Any and all expenses incurred by a Trustee or officer in defending an action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Trustees, upon receipt of a written undertaking by or on behalf of a Trustee or officer to repay any such advanced amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation, as authorized by the provisions of this Article. Expenses incurred by other employees and agents may be so advanced upon such terms and conditions, if any, as the Board of Trustees deems appropriate.

8. **Other Indemnification.** The indemnification herein provided shall not limit the Corporation from providing any other indemnification permitted by law nor shall it be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Further, the indemnification herein provided shall continue as to a person who has ceased to be a Trustee, officer, employee, or agent and shall inure to the benefit of the personal or legal representatives, executors, administrators, successors, heirs, distributees, devisees, and legatees of any such person.

9. **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, or agent of the Corporation, or 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 and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under this Article.

10. **Other Entities.** For the purposes of this Section, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its Trustees, officers, employees, and agents so that any person who is or was a Trustee, officer, employee, or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a Trustee, officer,
employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

11. Limitation. Notwithstanding any of the foregoing, to the extent that indemnification under this Article would in fact result in (i) a prohibited transaction under the Code or (ii) an act of self-dealing under Section 4941 of the Code, such indemnification is prohibited.

VIII. AMENDMENTS:

Amendment by Board of Trustees. Subject to the provisions of the Restated Certificate of Incorporation, these Bylaws may be amended, altered, or changed by affirmative vote of a majority of the Board of Trustees at any meeting if notice of such amendment be contained in the notice of such meeting or upon unanimous written consent of the Board of Trustees.

EFFECTIVE and made a part of the corporate records of The Samuel Roberts Noble Foundation, Inc., as of the 9th day of December, 2010.

/s/ Elizabeth Aldridge
Liz Aldridge, Secretary

(corporate seal)