

FIRST AMENDMENT TO THE BYLAWS OF
CYBERSECURITY RESEARCH INSTITUTE, INC.

The Bylaws of Cybersecurity Research Institute, Inc., a Delaware nonstock corporation (the "Corporation"), are hereby amended as follows:

1. All references to "Cybersecurity Research Institute, Inc." shall be deemed to be references to "Cyber Security Research Alliance, Inc."

BYLAWS
OF
CYBERSECURITY RESEARCH INSTITUTE, INC.

(a Delaware nonstock corporation)

ARTICLE I
NAME

Section 1.01 Name. The corporate name of this organization (hereinafter referred to as the “Corporation”) is Cybersecurity Research Institute, Inc.

ARTICLE II
OFFICES

Section 2.01 Location. The principal office of the Corporation shall be located within or without the State of Delaware, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the State of Delaware a registered office at such place as may be designated by the Board of Directors.

ARTICLE III
MEMBERSHIP

Section 3.01. Classes of Membership; Eligibility; Membership Rights and Obligations. The Corporation shall have three classes of members, designated as: (1) Founding Members, (2) Supporting Members and (3) Affiliated Members. Each class of members shall be subject to the eligibility requirements and shall have the rights and obligations described in Attachment A to these Bylaws (as such Attachment A may be amended from time to time in accordance with Section 9.05 and the other provisions of these Bylaws) (“Attachment A”).

Section 3.02 Admission of Members. The initial Founding Members of the Corporation shall be the entities identified as such in Attachment A. Additional Founding Members may only be admitted with the affirmative vote of at least seventy-five percent (75%) of the directors of the Corporation then in office. Any person or entity meeting the eligibility requirements for the Supporting Member or Affiliated Member class of membership in accordance with Section 3.01 and Attachment A shall be admitted as a member of the applicable class of membership of the Corporation only upon the affirmative vote of at least sixty-seven percent (67%) of the then current Founding Members. As a condition to their admission as a member of the Corporation, each members shall be required to execute and deliver to the Corporation a Membership Agreement, in such form as approved by the Board of Directors for the applicable class of members, and shall otherwise be required to comply with any

requirements of membership adopted by the Board of Directors, including, without limitation, the payment of any dues or other fees established by the Board of Directors.

Section 3.03 Term and Termination of Membership. Unless otherwise specified by the Board of Directors at the time of a member's admission, the term of any membership shall be one year, and such one year term shall automatically renew (subject to payment of applicable dues or other fees) until such time as such member resigns or the Corporation removes such member in accordance with this Section 3.03. Any member may resign at any time for any reason by delivering written notice to the Board of Directors (any resignation to take effect as specified therein or, if not so specified, upon such delivery). Any member may be removed at any time, with or without cause, by majority vote of the Board of Directors.

Section 3.04 Voting Rights of Members. Each Founding Member in good standing shall be entitled to one vote on each matter submitted to a vote of the members of the Corporation. Supporting Members and Affiliated Members shall not be entitled to vote on any matter.

Section 3.05 Dues. The Board of Directors may establish dues for each class of members in such amount as the Board of Directors may determine to be appropriate. In the event of any increases in dues approved by the Board of Directors, not less than ninety (90) days prior to the effective date of any such increase, the Corporation shall notify any members to be affected by such increase in writing.

Section 3.06 Additional Classes of Members. The conditions, voting rights (if any), powers and privileges of any class of members may be changed, and one or more additional classes of membership may be created, and the conditions, voting rights (if any), powers and privileges of each such class may be prescribed, by amendment to these Bylaws pursuant to Section 9.05 hereof.

ARTICLE IV MEETINGS OF MEMBERS

Section 4.01 Annual Meeting. An annual meeting of the members shall be held for the transaction of such business as may properly come before the members on such date as determined by the Board of Directors.

Section 4.02 Special Meetings. Special meetings of the members may be called at any time by the Board of Directors pursuant to a resolution adopted by at least sixty-seven percent (67%) of the then authorized number of directors (as determined in accordance with Section 5.02 of Article V of these Bylaws), the President or by members entitled to cast at least sixty-seven percent (67%) of the aggregate votes entitled to be cast by the members at such meeting.

Section 4.03 Place and Time of Meetings.

(a) Meetings of members may be held at such place, within or without the State of Delaware, as determined by the Board of Directors. The Board of Directors may, in its

sole discretion, determine that a meeting shall not be held at any place, but may instead be held solely by means of remote communication as authorized by applicable law and subsection (b) below.

(b) If authorized by the Board of Directors, in its sole discretion, and subject to such guidelines and procedures as the Board of Directors may adopt, members and proxyholders not physically present at a meeting of members may, by means of remote communication: (i) participate in a meeting of members, and (ii) be deemed present in person and vote at a meeting of members, whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (A) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a member or proxyholder, (B) the Corporation shall implement reasonable measures to provide such members and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (C) if any member or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

Section 4.04 Notice of Annual and Special Meetings.

(a) Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place (if any), day and hour of the meeting, the means of remote communication (if any) by which members and proxyholders may be deemed to be present in person and vote at such meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

(b) The written notice of any meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each member entitled to vote at such meeting. If mailed, such notice shall be deemed given when deposited in the United States mail, with postage thereon prepaid, addressed to the member at such member's address as it appears on the records of the Corporation.

(c) When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place (if any) thereof and the means of remote communication (if any) by which members and proxyholders may be deemed to be present in person and vote at such adjourned meeting are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting.

Section 4.05 Notice by Electronic Transmission.

(a) Without limiting the manner by which notice otherwise may be given effectively to members, any notice to members given by the Corporation under any provision of

law, the Certificate of Incorporation, or these Bylaws shall be effective if given by a form of electronic transmission consented to by the member to whom the notice is given. Any such consent shall be revocable by the member by written notice to the Corporation. Any such consent shall be deemed revoked if (i) the Corporation is unable to deliver by electronic transmission two (2) consecutive notices given by the Corporation in accordance with such consent and (ii) such inability becomes known to the Secretary of the Corporation or such other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

(b) Notice given pursuant to subsection (a) of this Section shall be deemed given: (i) if by facsimile telecommunication, when directed to a number at which the member has consented to receive notice; (ii) if by electronic mail, when directed to an electronic mail address at which the member has consented to receive notice; (iii) if by a posting on an electronic network together with separate notice to the member of such specific posting, upon the later of (A) such posting and (B) the giving of such separate notice; and (iv) if by any other form of electronic transmission, when directed to the member.

(c) For purposes of these Bylaws, "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

Section 4.06 Waivers of Notice. Whenever any notice is required to be given to any member under any provision of law, the Certificate of Incorporation or these Bylaws, a waiver thereof in writing signed by the member entitled to such notice, or a waiver by electronic transmission by the member entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice. The presence of any member at a meeting, in person or by proxy, shall also constitute a waiver of notice of such meeting, except when the person or proxyholder 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 at, nor the purpose of, any regular or special meeting of the members need be specified in any written waiver of notice or any waiver by electronic transmission.

Section 4.07 Quorum. Sixty-seven percent (67%) of the members entitled to vote present in person or represented by proxy at a meeting of the members shall constitute a quorum for the transaction of any business. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, when, subject to any notice requirement in Section 4.04, any business may be transacted that may have been transacted at the meeting as originally called.

Section 4.08 Proxies. A member may exercise its voting rights (if any) by proxy executed in writing by the member or such member's duly authorized attorney-in-fact. No proxy shall be valid after three years from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

Section 4.09 Vote. Whenever any corporate action is to be taken by vote of the members, the affirmative vote of a majority of the total number of votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be the act of the members, unless the vote of a greater number is required by law, the Certificate of Incorporation or these Bylaws. Any requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either be set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or proxyholder.

Section 4.10 Consent of Members in Lieu of Meeting.

(a) Any action required by law to be taken at a meeting of the members, or any action that may be taken at any meeting of the members, 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 members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members having a right to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of members are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

(b) Every written consent shall bear the date of signature of each member who signs the consent, and no written consent shall be effective to take the corporate action referred to therein unless, within 60 days of the earliest dated consent delivered in the manner required by Section 4.10(a) to the Corporation, written consents signed by a sufficient number of members to take action are delivered to the Corporation.

(c) An electronic transmission consenting to an action to be taken and transmitted by a member or proxyholder, or by a person or persons authorized to act for a member or proxyholder, shall be deemed to be written, signed and dated for purposes of this Section, provided that any such electronic transmission sets forth or is delivered with information from which the Corporation can determine (i) that the electronic transmission was transmitted by the member or proxyholder or by a person or persons authorized to act for the member or proxyholder and (ii) the date on which such member or proxyholder or authorized person or persons transmitted such electronic transmission. No consent given by electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper form shall be delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of members are recorded. Notwithstanding the foregoing limitations on delivery, consents given by electronic transmission may be otherwise 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 meetings of members are recorded if, to the extent and in the manner provided by resolutions of the Board of Directors.

(d) Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

(e) Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting.

ARTICLE V BOARD OF DIRECTORS

Section 5.01 Power and Qualification of the Board of Directors. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, except as otherwise provided by law or in the Certificate of Incorporation. Directors need not be residents of the State of Delaware.

Section 5.02 Number of Directors. The Board of Directors of the Corporation shall consist of not less than four (4) and not more than seven (7) directors. The actual number of directors within such range shall be determined by resolution of the Board of Directors; however, the tenure of office of a director shall not be affected by any decrease in the number of directors made by the Board.

Section 5.03 Election and Term of Directors. The initial Board of Directors of the Corporation shall consist of those persons named in the Certificate of Incorporation. Each Founding Member in good standing shall have the right to elect one director to the Board of Directors of the Corporation. Each Founding Member shall provide written notice to the Corporation and the other Founding Members of its designated director by October 1 of each year, and each such director shall hold office for a term of one year, commencing on January 1 of the year immediately following the year in which such notice is provided, and continuing until his or her successor has been appointed and qualified.

Section 5.04 Vacancies. Any vacancy in the Board of Directors occurring through any newly created directorship shall be filled by the member who is entitled to elect such new director. Any vacancy in the Board of Directors occurring by reason of death, resignation, retirement, disqualification, or removal of a director, shall be filled by the member that elected the director whose death, resignation, retirement, disqualification or removal resulted in such vacancy.

Section 5.05 Removal of Directors. A director may be removed, with or without cause, by the member that elected such director. A director may be removed, with cause, by a majority vote of the directors then in office.

Section 5.06 Resignations. A director may resign at any time by delivering notice in writing or by electronic transmission to the Corporation. Such resignation shall take effect upon such delivery, unless the notice specifies a later effective date.

Section 5.07 Quorum of Directors and Action by the Board. Sixty-seven percent (67%) of the total number of directors then in office shall constitute a quorum for the transaction of business. The vote of a seventy-five percent (75%) of the directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

Section 5.08 Meetings of the Board. An annual meeting of the Board of Directors shall be held each year directly after the annual meeting of the members, or at such other time and place as may be fixed by the Board of Directors, for the election of officers and the transaction of such other business as may properly come before the meeting. Regular or special meetings of the Board of Directors may be held at such place, within or without the State of Delaware, as the Board of Directors may determine.

Section 5.09 Notice of Meetings of Directors.

(a) No notice need be given of the annual or any regular meetings of the Board of Directors. Written notice of each special meeting of the Board of Directors shall state the date, place and hour of the meeting and shall be delivered personally, by mail or by facsimile to each director's usual place of business as recorded in the Corporation's records, not less than three (3) days prior to the date of the meeting.

(b) Notice of a meeting of the Board of Directors need not be given to any director entitled to such notice who submits a signed, written waiver of notice before or after the date and time stated in such notice. A director's attendance at or participation in a meeting waives any required notice to him or her of such meeting, unless at the beginning of such meeting or promptly upon his or her arrival, such director objects to the transaction of business at the meeting on the ground that the meeting is not lawfully called or convened, and does not thereafter vote for or assent to action taken at the meeting.

(c) Unless otherwise required by law or by these Bylaws, a notice need not specify the business to be transacted at, or the purpose of, any meeting of the Board of Directors; provided, however, if such notice does specify the business to be transacted at, or the purpose of, a meeting of the Board of Directors, such notice shall not limit the actions the Board of Directors may take at such meeting.

Section 5.10 Action by Directors in Lieu of a Meeting; Meetings by Conference Telephone.

(a) Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board of Directors or such committee, as applicable, consent thereto in writing or by electronic transmission, and the writing(s) or electronic transmission(s) are filed with the minutes of proceedings of the Board of Directors or such committee. Such filing shall be in paper form if

the minutes are maintained in paper form and shall be electronic form if the minutes are maintained in electronic form.

(b) Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5.11 Compensation of Directors. The directors of the Corporation shall serve without compensation for services rendered by them in their capacity as directors, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation in reasonable amounts as approved by the Board of Directors.

ARTICLE VI COMMITTEES

Section 6.01 Committees; Authority.

(a) The Board of Directors may designate one or more committees, each of which shall consist of one (1) or more directors, which committees, to the extent provided in the resolution, shall have and may exercise all the powers and authority of the Board of Directors, except that no such committee shall have such power or authority to the extent prohibited by law. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by the Board of Directors.

(b) The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it, him, or her by law.

ARTICLE VII OFFICERS, AGENTS AND EMPLOYEES

Section 7.01 Officers. The Board of Directors shall elect such officers and assistant officers as the Board of Directors may deem necessary. The officers of the Corporation may be designated by such titles as the Board of Directors may consider desirable. Any two or more offices may be held by the same person.

Section 7.02 Term of Office and Removal. Unless otherwise provided by resolution of the Board of Directors, officers shall be elected at each annual meeting of the Board of Directors. Each officer shall hold office for the term for which he or she has been elected and until his or her successor has been elected and qualified. Any officer may be removed by the Board of Directors with cause or when, in its judgment, the best interest of the Corporation will be served thereby. Removal of an officer shall be without prejudice to his or her contract rights, if any, and the election or appointment of an officer shall not itself create contract rights. An officer may

resign at any time by delivering written notice to the Corporation. Such resignation shall take effect upon such delivery, unless the notice specifies a later effective date.

Section 7.03 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled for the unexpired portion of the term of such office by the Board of Directors.

Section 7.04 Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices.

(a) President. The President shall be the chief executive officer of the Corporation and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. He shall preside at all meetings of the members if present thereat and at all meetings of the Board of Directors, and shall have general supervision, direction and control of the business of the Corporation. The President shall have such other rights, duties and powers as from time to time shall be assigned to him by the Board of Directors.

(b) Secretary. Except as the Board of Directors may otherwise determine, the Secretary shall attend all meetings of the Board of Directors and of the members and record all the proceedings of the meetings of the members and of the Board of Directors in a book or books to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors; he shall have charge of the stock records of the Corporation; he shall see that all reports, statements and other documents required by law are properly kept and filed; he shall have charge of the seal of the Corporation and have authority to affix the same to any instrument requiring it, and when so affixed, it shall be attested by his signature, which may be in facsimile; and in general he shall perform all the duties incident to the office of Secretary and shall have such other rights, duties and powers as from time to time may be assigned to him by the President or the Board of Directors.

(c) Treasurer. Except as the Board of Directors may otherwise determine, the Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation 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 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 Treasurer shall disburse the funds of the Corporation in accordance with the annual budget for the Corporation approved by the Board of Directors or as otherwise may be approved by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Corporation; in general, he shall perform all the duties incident to the office of Treasurer and shall have such other rights, duties and powers as from time to time may

be assigned to him by the Board of Directors or the President. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

Section 7.05 Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board of Directors. The Board of Directors may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 7.06 Compensation of Officers, Agents and Employees.

(a) The officers of the Corporation shall serve without compensation for services rendered by them in their capacity as officers, except that officers may be reimbursed for expenses incurred in the performance of their duties to the Corporation in reasonable amounts as approved by the Board of Directors.

(b) The Corporation may pay compensation to agents and employees for services rendered, and may reimburse agents and employees for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts, such amounts to be fixed by the Board of Directors.

(c) The Board of Directors may require agents or employees to give security for the faithful performance of their duties.

ARTICLE VIII INDEMNIFICATION

Section 8.01 Indemnification of Directors and Officers.

(a) To the fullest extent permitted by the General Corporation Law of the State of Delaware, The Corporation shall indemnify any 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 or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director or officer 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 expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such person's conduct was unlawful. The termination 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 person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interest of the Corporation, and, with respect to the criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

(b) To the fullest extent permitted by the General Corporation Law of the State of Delaware, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director or officer 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 expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be to the Corporation unless and only to the extent that the Delaware Court of Chancery or the court in which action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(c) To the extent that a present or former director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 8.01(a) or (b) above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(d) Any indemnification under Section 8.01(a) or (b) above (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 present or former director or officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 8.01(a) or (b). Such determination shall be made (i) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum; (ii) by a committee of such directors designated by majority vote of such directors, even though less than a quorum; (iii) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (iv) by the members entitled to vote.

Section 8.02 Advancement of Expenses. Expenses (including attorneys' fees) incurred by an officer or director of the Corporation in defending any civil, criminal, administrative or investigative action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as provided in this Article VIII.

Section 8.03 Indemnification of Employees and Agents. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and to the advancement of expenses, to any employee or agent of the Corporation to the fullest extent of the provisions of this Article VIII with respect to indemnification and advancement of expenses of directors and officers of the Corporation.

Section 8.04 Non-Exclusivity of Rights. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VII shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any statute, bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation, and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 8.05 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, 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 such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VIII.

Section 8.06 Repeals and Modifications. Any repeal or modification of the foregoing provisions of this Article VIII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 8.07 Limitations on Indemnification. In no case shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as amended (the "Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Section if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in § 4941(d) or § 4945(d), respectively, of the Code.

ARTICLE IX MISCELLANEOUS

Section 9.01 Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 9.02 Corporate Seal. The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "Delaware" and the year the Corporation was formed in the center, or shall be in such other form as may be approved from time to time by the Board of Directors.

Section 9.03 Checks, Notes, and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 9.04 Books and Records to be Kept. The Corporation shall keep at its principal office correct and complete books and records of account, the activities and transactions of the Corporation, the minutes of the proceedings of the Board of Directors and any committee thereof and the members, and the current list of directors, officers and members of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 9.05 Amendments. These Bylaws may be altered, amended or repealed only by the affirmative vote of at least seventy-five percent (75%) of the directors then in office. Members shall not have the right to alter, amend or repeal these Bylaws.

Section 9.06 Loans to Directors and Officers. No loans shall be made by the Corporation to its directors or officers.

ARTICLE X ADVISORY BOARDS

Section 10.01 Advisory Boards. The Board of Directors may, by resolution, designate (and establish eligibility requirements and policies and procedures for) one or more Advisory Boards, at the corporate level or on a project-by-project basis, consisting of representatives of the U.S. Government and academia. No such Advisory Board shall have or exercise any authority of the Board of Directors in the management of the Corporation.

ATTACHMENT A
to the Bylaws of
Cybersecurity Research Institute, Inc.

**ATTACHMENT TO BYLAWS OF
CYBERSECURITY RESEARCH INSTITUTE, INC.**

DESCRIPTION OF MEMBERSHIP TIERS

FOUNDING MEMBERS (top tier)

The initial Founding Members consist of the following entities:

Intel Corporation
Honeywell International, Inc.
Lockheed Martin Corporation
Advanced Micro Devices, Inc.
EMC Corporation

Each Founding Member must execute a Membership Agreement and pay the fees called for thereon for Founding Members. The benefits specifically afforded to Founding Members who remain in good standing are as follows:

- (1) The right to elect one director to the Board of Directors of the Corporation; and
- (2) All rights and responsibilities afforded to both (i) members of the Board of Directors and (ii) all other tiers of CSRI members.

In addition to the foregoing, the Board of Directors may from time to time approve other benefits to which all Founding Members may be entitled.

SUPPORTING MEMBERS (middle tier)

Each Supporting Member must execute a Membership Agreement and pay the fees called for thereon for Supporting Members. Supporting Members who remain in good standing shall be granted the specific rights and shall be subject to the obligations as stated below. In addition, Supporting Members shall be granted all rights provided to Affiliated Members.

- (1) The ability to participate in Work Groups of the Corporation. Supporting Members may also be permitted to chair Work Groups and subgroups formed by Work Groups;
- (2) The right to submit proposals for the Corporation's programs and agendas;
- (3) The right to participate in, and receive documentation related to, all programs provided by the Corporation; and
- (4) Subject to such procedures as may be adopted by the Board of Directors, the right to review and comment on new programs, projects, and initiatives prior to their adoption by the Corporation.

In addition to the foregoing, the Board of Directors may from time to time approve other benefits to which all Supporting Members may be entitled.

AFFILIATED MEMBER (lower tier)

Each Affiliated Member must execute a Membership Agreement and pay the fees called for thereon for Affiliated Members. All Affiliated Members who remain in good standing shall be granted the specific rights stated below:

(1) The right to be listed (with a hyperlink to the Affiliated Member's web site) as an Affiliated Member on the Corporation's web site;

(2) The right to access selected portions of the Corporation's web site and electronic transmissions therefrom via reflector. This may include limited access to member-only discussion groups and the Corporation's mailing lists (subject to any privacy policy that the Corporation may adopt);

(3) The right to access member-only confidential information, including but not limited to adopted, but not yet published, programs and agendas of the Corporation and the results of the Corporation's initiatives;

(4) The right to attend and participate in workshops conducted by the Corporation and, upon successful completion of some initiatives by the Corporation, to generally advertise the same. This right does not include the right to place links to the Affiliated Member's product information on the Corporation web site; and

(5) The right to receive documentation and materials concerning the Corporation activities.

In addition to the foregoing, the Board of Directors may from time to time approve other benefits to which all Affiliated Members may be entitled.