

**SECOND AMENDED AND
RESTATED BYLAWS
OF
LIFENET, INC.**

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**SECOND AMENDED AND RESTATED
BYLAWS
OF
LIFENET, INC.**

These Second Amended and Restated Bylaws (referred to as the “Bylaws”) and replace the Amended Bylaws of the Corporation adopted March 24, 2009. These Bylaws govern the affairs of LIFENET, INC., a nonprofit corporation (referred to as the “Corporation”) organized under the Arkansas Nonprofit Corporation Act (referred to as the “Act”), except as they may conflict with a provision of the Articles of Incorporation in which event the terms of the Articles of Incorporation shall control.

Article I. OFFICES

Section 1.01 Registered Office and Registered Agent

The registered office and agent of the Corporation in the State of Arkansas shall be The Corporation Company at 124 W. Capitol Ave #1900, Little Rock, Arkansas. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

Section 1.02 Principal Office

The Corporation shall comply with the requirements of the Act and maintain the registered office and registered agent in Arkansas. The principal office of the Corporation may, but need not be, in the State of Arkansas. The Board of Directors may change the main office or principal place of business and the registered agent as provided in the Act.

Article II. BOARD OF DIRECTORS

Section 2.01 General Powers and Responsibilities.

The affairs of the Corporation shall be managed by a Board of Directors. (referred to as the "Board of Directors).

Section 2.02 Number of Directors

The Board of Directors shall consist of fifteen (15) persons. The number of Directors may be increased or decreased only by amendment to the Bylaws.

Section 2.03 Voting

Each Director shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Board of Directors.

Section 2.04 Terms

The terms of the Directors shall be three (3) years or until their successors are elected and qualified. A person may not serve more than two consecutive terms as a Director unless such person is exempted under the profile adopted by the Board of Directors.

Section 2.05 Elections

Directors shall be elected at each annual meeting of the Board of Directors to succeed the members whose terms as Directors expire at such annual meeting and shall be elected as follows:

All Directors shall be elected by the Board of Directors from a ballot submitted by the nominating committee. Persons included on the ballot shall conform to a detailed profile of desired director attributes and qualifications (the "Profile") that has been approved by the Board of Directors;

The primary residence of a majority of the members of the Board of Directors shall be within a fifty (50) mile radius of the Arkansas-Texas border in the center of Texarkana. .

Section 2.06 Annual Meetings

The annual meeting of the Board of Directors shall be held at the principal office of the Corporation as determined by resolution of the Board of Directors each calendar year. Regular meetings of Directors shall be held at such times and places as shall be determined by resolution of the Board of Directors.

Section 2.07 Notices

Notice of any special meeting of the Board of Directors shall be given as provided for in the Arkansas Nonprofit Corporation Act as the same shall be amended from time to time, provided, no notice shall be required of any annual meeting of the Board of Directors or any meeting set by a resolution of the Board except ten (10) days advanced notice is required for any meeting where it will be proposed that these Bylaws be amended.

Section 2.08 Vacancy

In case of the death or resignation of any Director, or in the event a vacancy shall occur in the prescribed number of Directors for any other cause (such as removal), the vacancy shall be filled by the affirmative vote of a majority of the remaining Directors. Any Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor Director and their qualifications shall conform to the Profile in Section 2.05 hereof.

Section 2.09 Quorum

Directors holding two-thirds (2/3) of the votes entitled to be cast at any meeting of the Directors, represented in person or by proxy shall constitute a quorum at any meeting of Directors.

Section 2.10 Qualifications.

Other than the majority of Directors who must be residents within a 50-mile radius of Texarkana, the other directors need not be residents of the State of Texas or Arkansas. Directors shall be selected without regard to race, color, creed, religion, gender, orientation, disability, age or nationality; shall have knowledge and understanding of health care organizations and operations; and shall be persons of good reputation, civic-minded community leaders, and capable of carrying out the purpose and philosophy of the Corporation by service as a Director .:

Section 2.11 Duties of Directors

Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. In acting in their official capacity as Directors of this Corporation, Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Corporation and that are not unlawful. A Director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation. Responsibilities reserved for the Board of Directors, and requiring approval of seventy-five percent (75%) of the Directors include but are not limited to:

- Approval of any capital projects of the Corporation;
- Approval of (A) the creation of any new operating unit of the Corporation or (B) any transaction involving the Corporation or one of its operating units the effect of which is to create a new legal entity or joint venture;
- Approval of any merger, consolidation, acquisition, liquidation or dissolution of the Corporation or any of the Corporation's operating units pursuant to the Articles of Incorporation and Bylaws, or similar governance documents,
- Adoption or approval of any amendments, modifications, or restatements of the Articles of Incorporation or Bylaws of the Corporation or the Profile;
- Adoption or approval of any amendments, modifications, or restatements of the Articles of Incorporation or Bylaws of the Corporation resulting in CHRISTUS St. Michael receiving less than one-half of the Corporation's assets upon dissolution;
- Approval of any amendments or modifications of the CHRISTUS St. Michael first right of refusal to purchase the Corporation;
- Approval of any decision the result of which will relocate LifeNet's Corporate Headquarters to a location that is not within a fifty (50) mile radius of the Arkansas-Texas border in the center of Texarkana;
- Approval of the official interpretation of the philosophy and mission of the Corporation;
- Approval of the strategic plan of the Corporation;
- Approval of the budget of the Corporation;
- Approval of the incurrence of debt by the Corporation;
- Appointment and removal of the President of the Corporation in accordance with the Bylaws of the Corporation; and

- Approval of Corporation's senior management's compensation and benefit packages.

Any amendment, modification or restatement of the Articles of Incorporation or Bylaws of the Corporation must be approved by CHRISTUS St. Michael if the result of such amendment, modification or restatement is that upon dissolution of the Corporation, CHRISTUS St. Michael is to receive less than one-half of the net assets of the Corporation.

Section 2.12 Actions of Board of Directors

The Board of Directors shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors, except as provided for in Section 2.11, unless the act of a greater number is required by law, other provisions of these Bylaws, or the Articles of Incorporation. A Director who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the decision of the Board of Directors. For the purpose of determining the decision of the Board of Directors, a Director who is represented by proxy in a vote is considered present.

Section 2.13 Chairperson of the Board

The Chairperson of the Board shall be a director, shall attend and shall preside at all meetings of the Board of Directors and shall perform such other duties as may be prescribed from time to time by the Board.

Section 2.14 Vice Chairperson

When the Chairperson is absent, is unable to act, or refuses to act, the Vice-Chairperson shall perform the duties of the Chairperson. When a Vice-Chairperson acts in place of the Chairperson, the Vice-Chairperson shall have all the powers of and be subject to all the restrictions upon the Chairperson.

Section 2.15 Proxies

A Director may vote by proxy executed in writing by the Director. No proxy shall be valid after three (3) months from the date of its execution.

Section 2.16 Compensation

Directors shall not receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to Directors of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the Board of Directors. A Director may serve the Corporation in any other capacities and receive compensation that for those services. Any compensation that the Corporation pays to a Director shall be commensurate with the services performed and reasonable in amount.

Section 2.17 Removal of Directors

Any Director may be removed for cause by a majority vote of the entire Board of Directors. For purposes of this Section, “cause” shall mean final conviction of a felony or a misdemeanor involving moral turpitude, appointment of a guardian of the person of a Director by a court of competent jurisdiction, adjudication of bankruptcy of a Director, non-acceptance of the office by a Director or conduct by a Director which is in contravention of these Bylaws or the mission of the Corporation or is prejudicial to the interests of the Corporation.

Section 2.18 Automatic Removal of Directors

Upon approval by the Chairperson, a Director is automatically removed from the Board of Directors if he/she misses three (3) consecutive posted meetings.

Section 2.19 Meetings/Action Without Meeting

(a) The Board of Directors may permit any or all Directors to participate in the annual, a regular, or a special meeting by, or conduct the meeting through the use of, any means of communications by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. The same provisions apply to meetings of any committee of the Board of Directors.

(b) Whenever Directors are required or permitted by law or these Bylaws to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the Directors entitled to vote thereon. Such consents may be executed in one or more counterparts and all shall be filed with the Secretary of the Corporation.

Article III. OFFICERS OF THE CORPORATION

Section 3.01 Officer Positions

The officers of the Corporation shall be a President, one or more vice-president(s), a secretary and a treasurer. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Any two or more offices may be held by the same person, except the offices of President and secretary.

Section 3.02 Election and Term of Office

The officers of the Corporation, other than the President and the Vice-President, shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. Each officer, except the President, shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed him or herself in the same office.

Section 3.03 Removal

Each Officer, other than the President and the Vice-President, shall hold office until the next annual meeting of the Board or until his/her successor shall be appointed. Any Officer appointed by the Board may be removed from office by a majority of the Board whenever in its judgment the best interest of the Corporation would be served. Any Officer may resign at any time by giving written notice to the Board and President or Secretary of the Corporation. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective

Section 3.04 Vacancies

A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term.

Section 3.05 President / Chief Executive Officer

The President shall supervise and control all of the business and affairs of the Corporation. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed unless such power is expressly delegated to another officer or agent of the Corporation by the Board of Directors, the Bylaws, or statute. The President shall perform other duties prescribed by the Board of Directors and all duties incident to the office of president.

The President shall have the following responsibilities and powers:

- To make policy proposals to the Corporation's Board of Directors in accordance with these Bylaws, LifeNet policies and management directives and applicable law and regulation and be responsible for implementation of all policies of the Corporation's Board of Directors;
- To establish authority and overall organizational responsibility for the Corporation;
- To evaluate and report to the Corporation's Board of Directors on the performance of the Corporation's functions, including short and long term plans, operations, program efficiency and effectiveness, allocation of capital and other resources and budgetary and financial performance;
- To report to the Board's Chairperson, or his or her designees, on the Corporation's operations and activities;
- To provide a comprehensive orientation program for the Corporation's Board of Directors and systematic flow of information for continuing education;
- To appoint the Vice-President(s) of the Corporation;
- To select, employ, and, where reasonably necessary, to discharge any employee, and, in this connection, to develop and maintain written personnel policies and practices for the Corporation;

- To maintain an educational and training program for the continuous improvement of skills, attitudes, and communication ability of the Corporation's staff;
- To recommend to the Board's Chairperson, the Corporation's proposed budgets and to operate the Corporation in conformity with the budgets approved and allocated to the Corporation by the Board of Directors;
- To operate the Corporation in conformity with the strategic plan for the Corporation approved by the Board of Directors;
- To implement policies and management directives as they relate to the Corporation;
- To provide executive direction for and effective operation of the Corporation including information and support systems;
- To serve as an ex officio member without a vote on the Board of Directors of the Corporation and the Standing Committees of the Board of Directors;
- To implement throughout the Corporation the mission and philosophy of LifeNet; pursuant to the Board's official interpretation of the philosophy and mission of the Corporation
- To approve and authorize all such actions as are reserved to the LifeNet's Board of Directors pursuant to the Articles of Incorporation and Bylaws, or similar governance documents;
- To take action on reports or recommendations from planning, regulatory and inspecting agencies;
- To sign deeds, mortgages, bonds, contracts and execute other instruments in the name of the Corporation subject to the policies of LifeNet;
- To approve the sale, lease, mortgage, transfer, easement or encumbrance of real property of the Corporation when the dollar amount involved is less than \$10,000.

Section 3.06 Vice President(s).

There shall be one or more Vice-Presidents authorized to exercise the executive and operating authority of the President in the President's absence in the respective areas of responsibility as established by the President, or by the Board by resolution, from time to time. They shall have general and active supervision over and management of the property, business and affairs of the Corporation within the areas of responsibility as established by the President, or by the Board by resolution. The Vice-Presidents shall have such other duties and responsibilities as may be delegated to them by the President or as may be prescribed by resolutions adopted by the Board, from time to time.

Section 3.07 Treasurer

The Treasurer shall:

- Have charge and custody of and be responsible for all funds and securities of the Corporation.

- Deposit all monies in the name of the Corporation in banks, trust companies, or other depositories as directed by the Board of Directors.
- Write checks and disburse funds to discharge obligations of the Corporation subject to restrictions placed by Resolution of the Board of Directors.
- Maintain the financial books and records of the Corporation.
- Render to the Board of Directors or the President whenever required, but at least annually, an account of all the transactions as Treasurer and a financial statement in a form satisfactory to them, showing the condition of the Corporation, audited by independent certified public accounts selected by the Board.
- Perform other duties as assigned by the Chairperson or by the Board of Directors.
- Perform all of the duties incident to the office of Treasurer.

Section 3.08 Secretary

The secretary shall:

- Give all notices as provided in the Bylaws or as required by law.
- Take minutes of the meetings of the Board of Directors and keep the minutes as part of the corporate records.
- Maintain custody of the corporate records and of the seal of the Corporation.
- Perform duties as assigned by the Chairperson or by the Board of Directors.
- Perform all duties incident to the office of Secretary.

Article IV. COMMITTEES

Section 4.01 Committees: Designation and Appointment.

The Board shall appoint three (3) Standing Committees and may have one or more other committees as determined by the Board of Directors. The Standing Committee shall be the Governance Committee, the Planning and Business Development Committee and the Monitoring and External Communications Committee. The duties of the three Standing Committees shall be as provided in policies adopted by the Board. With respect to the three Standing Committees, a majority of the Committee members shall be Directors of the Corporation and the Chairperson of each Standing Committee shall be appointed by the Chairperson of the Board.

Section 4.02 Standing Committees.

In addition to the committees specified in section 4.01 the Board of Directors may, by a resolution adopted by a majority of the Board of Directors in office, create one or more standing committees. The Chairperson of the Board and the President shall serve as ex-officio with a vote on additional standing committees designated under this provision.

Section 4.03 Special Committees.

In addition to the standing committees, the Board of Directors or the Chairperson of the Board may appoint special committees for fact finding, research or discussion of stated purposes, provided that such committee will have no power to act other than as specifically authorized by the appointing authority. Such committee composition, chairperson, term, frequency of meetings, reporting and responsibility will be determined by the authority establishing the committee. Persons other than Directors may serve on special committees. The President of the Corporation, or designee, shall serve ex-officio without a vote on all special committees. Upon completion of the task for which the committee was appointed the special committee shall stand discharged.

Section 4.04 Tenure.

Each person on a committee shall continue to serve until the next annual meeting of the Board of Directors of the Corporation and until his or her successor is appointed unless sooner removed or the committee is dissolved.

Section 4.05 Meetings, Notice and Quorum.

The Chairperson of the Board, the chairperson of the committee, or a majority of the committee may call meetings of a committee. The committees shall meet at least annually. Notice may be given at any time in a manner reasonably designated to inform the committee of the time and place of the meeting. A majority of the voting persons on the committee then in office shall constitute a quorum. Individuals present in person via telephone or similar communications equipment shall be included in calculating a quorum.

Section 4.06 Resignations, Removal and Vacancies.

Any person may resign from any committee by giving written notice to the Chairperson or secretary thereof. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any person on a committee, including ex-officio members, may be removed at any time by whoever appointed such person. Any vacancy occurring in a committee and any membership thereon to be filled by reason of an increase in the number of persons on a committee shall be filled by whomever has appointment rights.

Section 4.07 Minutes.

The secretary of each committee shall prepare complete and accurate minutes of each meeting and promptly forward duplicate originals thereof to the Secretary of the Corporation.

Section 4.08 Procedure.

The committee chairperson shall normally preside at meetings of the committee. The committee may adopt its own rules of procedure which shall not be inconsistent with these Bylaws.

Section 4.09 Action by Committee.

No action of a committee shall be valid unless taken at a meeting at which a quorum is present, except that any action which may be taken at a meeting of a committee may be taken without a meeting if consent in writing (setting forth the action so taken) shall be signed by each member of the committee entitled to vote.

Section 4.10 Committee Compensation.

Persons serving on a committee as such shall not receive salaries for their services, but by resolution of the Board of Directors a reasonable amount for services rendered, including reimbursement of expenses in attending to authorized duties may be allowed; provided, however, that nothing herein contained shall be construed to preclude any member of the committee from serving LifeNet in any other capacity and receiving compensation therefor.

Article V. TRANSACTIONS OF THE CORPORATION

Section 5.01 Contracts

The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 5.02 Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

Section 5.03 Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, legacy, or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors may make gifts and charitable contributions that are not prohibited by the Bylaws, the Articles of Incorporation, state law, and are not inconsistent with the requirements for maintaining the Corporation's status as an organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or any corresponding provisions of future federal tax laws.

Section 5.04 Potential Conflicts of Interest

The Corporation shall not make any loan to a Director or officer of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Director or officer of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation after full disclosure of all relevant facts and with the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

Section 5.05 Prohibited Acts

No Directors or officer of the Corporation shall receive an improper personal benefit from the operation of the Corporation or use the assets of the Corporation, directly or indirectly, for any purpose other than carrying on the purposes of this Corporation.

Article VI. BOOKS AND RECORDS

Section 6.01 Required Books and Records

The Corporation shall keep correct and complete books and records of account The Corporation's books and records shall include:

- A file-endorsed copy of all documents filed with the Texas and Arkansas Secretary of State relating to the Corporation.
- A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
- Minutes of the proceedings of the Board of Directors.
- A list of the names and addresses of the Directors and officers of the Corporation.
- A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of each of its fiscal years.
- A financial statement showing the income and expenses of the Corporation for each of its fiscal years.
- All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- The Corporation's federal, state and local information tax returns for each of the Corporation's tax years.

Section 6.02 Inspection and Copying

Any Director or officer of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her attorney or other duly authorized representative.

Article VII. FISCAL YEAR

Section 7.01 The Fiscal Year

The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September in each year.

Article VIII. INDEMNIFICATION

Section 8.01 When Indemnification is Required, Permitted, and Prohibited

The Corporation shall indemnify a Director, officer, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation but only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or if found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo-contendere or its equivalent shall not necessarily preclude indemnification by the Corporation.

The Corporation shall indemnify a Director against reasonable expenses incurred by him or her in connection with a proceeding in which he or she is a named defendant or respondent because he or she is or was a Director if he or she has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

The Corporation shall pay or reimburse expenses incurred by a Director, officer, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

In addition to the situations otherwise described in this paragraph 8.01, the Corporation may indemnify a director, officer, employee or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 8.01 above, or the Act.

Before the final disposition of a proceeding, the Corporation may pay Indemnification expenses permitted by the Bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

If the Corporation may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes (except where such indemnification would have an adverse effect on the status of the Corporation as an organization exempt from tax under Section 501(c) (3) of the Internal Revenue Code of 1986 or corresponding provision of any future federal tax laws, and/or would result in a violation of any other provision of such Internal Revenue Code or corresponding provision of any future federal tax laws), fines, settlements, and reasonable expenses (including attorney's fees) actually

incurred in connection with the proceeding. However, if the person is found liable to the Corporation or is found liable to another one the basis that personal benefit was improperly received by the person, the indemnification (1) shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding, and (2) shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his duty to the Corporation.

Section 8.02 Procedures Relating to Indemnification Payments

Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraphs below. The Corporation may make these determinations and decisions by any one of the following procedures:

1. Two-thirds (2/3) vote of a quorum consisting of Directors who, at the vote, are not named defendants or respondents in the proceedings. If such a quorum cannot be obtained, by a two-thirds (2/3) vote of a committee of the Board of Directors, designated to act in the matter by a two-thirds (2/3) vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding.
2. Determination by special legal counsel selected by the Board of Directors By vote as provided in paragraph 8.02 (a) i or 8.02 (a) ii, or if such a quorum cannot be obtained and such a committee cannot be established, by two-thirds (2/3) vote of all Directors.

The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization or indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph Section 8.02 above, governing the selection of special legal counsel.

The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified as hereinafter provided the determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph Section 8.02, above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws, The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation of it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

Section 8.03 Insurance and Similar Arrangements

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability under these Bylaws or the Act. In addition, the Corporation may purchase, maintain, or enter into other arrangements authorized by the Act on behalf of any person who is or was a director or officer of the Corporation against any liability asserted against him or her and incurred by him or her in such capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability under these Bylaws or the Act.

Article IX. NOTICES

Section 9.01 Notice by Mail or Telegram

Any notice required or permitted by the Bylaws to be given to a director or officer of the Corporation may be given by mail, facsimile transmission, telegram, or electronic mail. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid. If given by facsimile transmission, a notice shall be deemed to be delivered when the transmission thereof to the person's facsimile telephone number has been completed. If given by telegram, a notice shall be deemed to be delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears on the records of the Corporation. If given by electronic mail, a notice shall be deemed to be delivered when sent by the sending person to the receiving person at his or her electronic mail address as it appears on the records of the Corporation. A person may change his or her address by giving written notice to the Secretary of the Corporation.

Section 9.02 Signed Waiver of Notice

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation of the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

Section 9.03 Waiver of Notice by Attendance

The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article X. SPECIAL PROCEDURES CONCERNING MEETINGS

Section 10.01 Meeting by Telephone

The Board of Directors of the Corporation may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

Section 10.02 Decision Without Meeting

Any decision required or permitted to be made at a meeting of the Board of Directors of the Corporation may be made without a meeting if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in the Corporation minute book and kept with the Corporation's records.

Section 10.03 Voting By Proxy

A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is delivered to the officer presiding at the meeting before the business of the meeting begins. The secretary or other person taking the minutes of the meeting begins. The secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy filed with the secretary or other designated officer shall remain in force and effect until the first of the following occurs:

- An instrument revoking the proxy is delivered to the secretary or other designated officer.
- The proxy authority expires under the terms of the proxy.
- The proxy authority expires under the terms of the Bylaws.

Article XI. AMENDMENT TO BYLAWS AND ARTICLES OF INCORPORATION

Section 11.01 Amendment To Bylaws And Articles Of Incorporation

The Bylaws and Articles of Incorporation may be altered, amended, or repealed, and new Bylaws and Articles of Incorporation may be adopted by a vote of seventy-five percent (75%) of the Directors held at a meeting specially called for the purpose of altering, amending or repealing the Bylaws or Articles of Incorporation. The notice of any meeting at which the Bylaws or Articles of Incorporation are altered, amended, or repealed, or at which new Bylaws or Articles of Incorporation are adopted shall include the text of the proposed provisions as well as the text

of any existing provisions proposed to be altered, amended, or repealed. In the alternative, the notice may include a fair summary of those provisions.

Article XII. PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS AND ASSETS

Section 12.01 Prohibition Against Sharing In Corporate Earnings And Assets

No director, officer, or employee of or other person connected with the Corporation, or any other private person shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment of any such person of such reasonable compensation for service rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors. No director, officer, or employee of or other person connected with the Corporation, or any other private person shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

Article XIII. RESTRICTIONS ON ACTIVITIES

Section 13.01 Restrictions On Activities

Notwithstanding any other provision of these Bylaws, no director, officer, employee or other representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation (a) which is not permitted to be taken or carried on (I) by an organization exempt from taxation under Section 501 (c) of the Internal Revenue Code of 1986 or corresponding provision of any future federal tax laws, or (ii) by an organization contributions to which are deductible under Section 170 (c) (2) of such Internal Revenue Code or corresponding provision of any future federal tax laws, and/or (iii) by an organization bequests, legacies, devises and/or transfers to which are deductible under Section 2055 (a) (2) of such Internal Revenue Code or corresponding provisions of any future federal tax laws.

Section 13.02 Certificate Of Secretary

I hereby certify that I am the duly elected as acting secretary of LifeNet, Inc. and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted at a meeting of the Board of Directors held on May 16, 2013.

Secretary

