

BYLAWS
OF
OPC FOUNDATION

ARTICLE I.
OFFICES, CORPORATE SEAL,
OFFICIAL LANGUAGE

Section 1.01. Registered Office. The registered office of this foundation located in Minnesota shall be that as set forth in the Articles of Incorporation, or in the most recent amendment of the Articles of Incorporation, or in the most recent statement filed with the Secretary of State of Minnesota changing the registered office.

Section 1.02. Other Offices. This foundation may have such other offices, within or without the State of Minnesota, as the Board of Directors may from time to time determine.

Section 1.03. Corporate Seal. This foundation shall have no corporate seal.

Section 1.04. Official Language. The official language in which the business and affairs of this foundation and all meetings of the Members and the Board of Director of this foundation shall be conducted is the English language.

ARTICLE II.
MEMBERS

Section 2.01. Classes, Qualification and Manner of Admission of Members.

A. Voting Members. The foundation shall have Voting Members, each of whom shall be entitled to one vote on all matters submitted to the Members of the foundation. The Voting Members shall be composed of five classes designated Class A Voting Members, Class B Voting Members, Class C Voting Members, Class D Voting Members and Class E Voting Members. Class A Voting Membership shall be open to all businesses with annual operating revenues of US\$100,000,000 or more; Class B Voting Membership shall be open to all businesses with annual operating revenues greater than US\$20,000,000 but less than US\$100,000,000; Class C Voting Membership shall be open to all businesses with annual operating revenues greater than US\$2,000,000 but less than US\$20,000,000; Class D Voting Membership shall be open to all businesses with annual operating revenues less than US\$2,000,000; and Class E Voting Membership shall be open to all businesses that use, but do not manufacture systems and products based on OLE/COM technology or other object model based technologies. Applications for Voting Membership shall be in writing on forms authorized by the Board of Directors. An applicant shall become a Voting Member upon approval by the Board of Directors and payment of the initiation fee and/or annual dues prescribed from time to time by the Board of Directors. All references to "Members" in these Bylaws and in any resolutions or minutes of this foundation shall mean only Voting Members unless expressly stated otherwise.

B. Nonvoting Members. The foundation shall have Nonvoting Members, who shall not be entitled to vote on any matters submitted to the Members of the foundation. Nonvoting Membership shall be open to all corporations and associations, educational institutions, governmental agencies and individuals. Applications for Nonvoting Membership shall be in writing on forms authorized by the Board of Directors. An applicant shall become a Nonvoting Member upon approval by the Board of Directors and payment of the initiation fee and/or annual dues prescribed from time to time by the Board of Directors. Nonvoting Members shall have only such rights as are expressly stated by resolution of the Board of Directors to apply to Nonvoting Members.

C. Designation of Member Representatives. Each Voting Member that is not a natural person shall designate in writing to the Secretary a natural person to whom the foundation shall direct all correspondence and who shall have the power to represent, and vote on behalf of, such Voting Member at all meetings and to sign on behalf of such Voting Member all votes, consents, waivers or proxy appointments (a "Voting

Representative”). The foundation, if acting in good faith, may accept the vote, consent, waiver, or proxy appointment of such Voting Representative and give it effect as the act of such Member. No person other than a Voting Representative appointed pursuant to this Section 2.01(C) shall have the right to vote or sign a consent, waiver, or proxy appointment on behalf of a Voting Member. In addition, each Nonvoting Member that is not a natural person shall designate in writing to the Secretary a natural person to whom the foundation shall direct all correspondence. An appointment of a representative pursuant to this Section 2.01(C) is revocable by the Voting or Nonvoting Member that appointed such representative delivering to the Secretary a writing (i) stating that the appointment of such representative is revoked and (ii) designating a new representative.

D. Corporations, Etc. as Members. Any entity that is a domestic or foreign corporation, limited liability company, whether domestic or foreign, partnership, limited partnership or other legal entity, whether domestic or foreign, (a “Juridical Person”) shall not be entitled to any of the rights, privileges or benefits of membership in the foundation unless it is a Voting Member or Nonvoting Member of the foundation in its own right, and no Juridical Person shall be entitled to any of the rights, privileges or benefits of membership in the foundation by virtue of the membership in the foundation of any “Affiliate” of such entity. For purposes of this subsection D, the term “Affiliate” of a Juridical Person shall mean any person or entity that directly or indirectly controls, is controlled by, or is under common control with, such Juridical Person.

Section 2.02. Annual Meeting. The regular annual meeting of the Members shall be held at such time and place as the Board of Directors may determine, for the purpose of electing directors, receiving a report on the activities and financial condition of the foundation, and for the transaction of such other business as shall come before the meeting.

Section 2.03. Special Meetings. Special meetings (“Special Meetings”) of the Members shall be held whenever called by the Board of Directors, the President, or a majority of the Members. Special Meetings of members may be held in or out of Minnesota at the place fixed by the Board of Directors. If at least ten percent (10%) of the Members, or fifty (50) Members, whichever is less, sign, date and deliver to the President or the Treasurer one or more written demands for a meeting describing the purpose for which it is to be held, the Board of Directors shall cause a special meeting to be called and held on notice no later than forty-five (45) days after the receipt of the demand. If a Special Meeting is demanded by the Members pursuant to this Section 2.03, the meeting must be held in the county where the foundation's registered office is located. The business transacted at a Special Meeting of the Members shall be limited to the purposes stated within the notice of the meeting.

Section 2.04. Notice. Notice of a meeting of the Members shall be mailed to each Member, addressed to the Member at its usual place of business, or personally delivered to the Member, at least thirty (30) days, but not more than sixty (60) days, before the day on which the meeting is to be held. The notice shall state the time and place of the meeting, and a statement of the purposes thereof. The business transacted at a meeting of the Members is limited to the purposes stated within the notice of the meeting. A Member may place an item of business to be transacted at a regular meeting on the notice of such meeting by delivering to the Secretary a written description of such business at least seventy-five (75) days before such meeting is to be held. If proxies are permitted at the meeting, the notice shall so inform members and state the procedure for appointing proxies. A Member may waive notice of a meeting of Members. A waiver of notice by a Member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, or by attendance. Attendance by a Member at a meeting is a waiver of notice of that meeting, unless the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or has not been called or convened in compliance with these Bylaws, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

2.05. Quorum. Except as otherwise provided by statute or by these Bylaws, thirty percent (30%) of the total number of Members on the day of the meeting represented in person or by proxy shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Members present in person or by proxy at any duly held meeting at which a quorum is present shall be the act of the Members. In the absence of a quorum, a majority of the Members present in person or by proxy may adjourn a meeting from time to time until a quorum is present in person or by proxy. Except as required by law, notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present

when a duly called or held meeting is convened, the Members present in person or by proxy may continue to transact business until adjournment, even though the withdrawal of Members originally present in person or by proxy leaves less than the number otherwise required for a quorum; provided, however, that the affirmative vote of a majority of the required quorum is required to take any action other than adjournment.

Section 2.06. Proxy Voting. With respect to any meeting of the Members, a Member entitled to vote may appoint a proxy to vote or otherwise act for the Member by signing an appointment form either personally, by a Voting Representative or by an attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. An appointment is valid for eleven (11) months unless a different period is expressly provided in the appointment form; provided, however, that a proxy is not valid for more than three years from its date of execution. An appointment of a proxy is revocable by the Member appointing the proxy (i) attending a meeting and voting in person or (ii) signing and delivering to the Secretary or officer or other agent authorized to tabulate votes either a writing stating that the appointment of the proxy is revoked or a later appointment form.

Section 2.07. Action Without Meeting. Any action that may be taken at a meeting of the Members may be taken without a meeting when authorized in a written document signed by all of the Members.

Section 2.08. Action by Written Ballot. An action that may be taken at a regular or Special Meeting of Members may be taken without a meeting if the foundation mails or delivers a written ballot to every Member entitled to vote on the matter. A written ballot must set forth each proposed action and provide for an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Solicitations for votes by written ballot must (a) indicate the number of responses needed to meet the quorum requirements; (b) state the percentage of approvals necessary to approve each matter other than election of directors; and (c) specify the time by which a ballot must be received by the foundation in order to be counted. A written ballot may not be revoked.

Section 2.09. Electronic Communications. One or more Members may participate in a meeting by any means of communication through which all Members participating in the meeting may simultaneously hear each other during the meeting.

Section 2.10 No Transfer of Membership Rights. No Voting or Nonvoting Member may sell, pledge, encumber or otherwise transfer membership in the foundation or a right arising from such membership.

Section 2.11 Resignation. A Voting or Nonvoting Member may resign at any time by delivery to the Secretary of such Member's written resignation. The resignation of a Voting Member or a Nonvoting Member does not relieve such Voting Member or Nonvoting Member from any obligations such Voting Member or Nonvoting Member may have to the foundation for dues, assessments, or fees or charges for goods or services.

Section 2.12 Termination of Membership. The Board of Directors may, upon the affirmative vote of three-fourths of the members of the Board of Directors, expel, terminate or suspend any Voting Member or Nonvoting Member who, in the determination of the Board of Directors, has engaged or is engaging in conduct that is not in the best interest of the foundation, which conduct shall include, without limitation, misrepresentations regarding the conformance of such Voting or Nonvoting Member's products with testing procedures established from time to time by the foundation and/or misrepresentations regarding the certification of such products by the foundation; provided, however, that the Board of Directors (i) shall deliver to such Voting or Nonvoting Member written notice of such proposed expulsion, suspension or termination not less than thirty (30) days prior to the effective date of such proposed expulsion, suspension or termination, which notice shall set forth the reasons for such expulsion, suspension or termination and (ii) shall provide an opportunity for such Voting or Nonvoting Member to be heard, orally or in writing, not less than ten (10) days before the effective date of such expulsion, suspension or termination by the Board of Directors or a committee of the Board of Directors that is authorized to decide that such proposed expulsion, suspension or termination not take place. The expulsion, suspension or termination of a Voting or

Nonvoting Member shall not relieve the member from obligations the member may have to the foundation for dues, assessments, or fees or charges for goods or services.

Section 2.13 Cancellation of Membership for Nonpayment of Dues, Assessments or Fees or Charges. If any Voting or Nonvoting Member shall have failed to pay to the foundation the full amount of dues, assessments, or fees or charges for goods or services authorized by the Board of Directors within thirty (30) days after any such amount shall have become payable, the foundation shall deliver to such Voting or Nonvoting Member written notice thereof. If such Voting or Nonvoting Member shall not have cured such failure within thirty (30) days after the date of such written notice, the membership of such Voting or Nonvoting Member shall be canceled immediately, and notice of such cancellation shall be delivered to such Voting or Nonvoting Member. Upon payment of all amounts that are due and payable to the foundation, such Voting or Nonvoting Member may be reinstated as a Voting or Nonvoting Member, as the case may be, upon approval of the Board of Directors. The cancellation of membership of a Voting or Nonvoting Member shall not relieve the member from obligations the member may have to the foundation for dues, assessments, or fees or charges for goods or services.

ARTICLE III. BOARD OF DIRECTORS

Section 3.01. General Powers. The property, business and affairs of this foundation shall be managed by or under the direction of the Board of Directors.

Section 3.02. Number, Qualifications, Term of Office, Nomination and Election.

A. Number; Qualifications. The initial number of directors shall be seven (7). The number of directors shall be increased or decreased by affirmative vote of a majority of the Members, provided that the number of directors shall not be less than three (3), except that if the foundation has either one or two Members, the number of directors may be less than three (3) but not less than the number of Members. Directors must be natural persons and a majority of the directors must be adults.

B. Term. The terms of directors shall be staggered. The initial directors of the foundation shall be composed of one group of three (3) directors who shall serve an initial term of one (1) year and one group of four (4) directors who shall serve an initial term of two (2) years. Thereafter, each group of directors shall hold office for respective terms of two (2) years and until their successors shall have been elected and qualified, or until the earlier death, resignation, or removal of a director.

C. Nomination. The Board of Directors, or a committee appointed by the Board of Directors, shall nominate candidates for election as director at the annual meeting of Members. Members may nominate candidates for election as director at the annual meeting of Members by delivering to the Secretary a writing specifying the name of such candidate not less than seventy-five (75) days before such annual meeting.

D. Election. The Members shall elect the directors at the annual meeting of the Members. Each Member present in person or by proxy shall be entitled to one vote with respect to each director position to be filled at such meeting. The candidate who receives the largest number of votes shall be elected to the first director position to be filled, the candidate who receives the next largest number of votes shall be elected to the next director position to be filled and so on until each such director position has been filled. In the event of a tie vote for the last director position to be filled, a run-off election between the tying candidates shall be held. With respect to such election each Member present in person or by proxy shall be entitled to one vote, and the candidate who receives the largest number of votes shall be elected to fill such last director position.

Section 3.03. Resignation. A director may resign at any time by giving written notice to the foundation. The resignation of a director is effective without acceptance when the notice is given to the foundation, unless a later effective time is specified in the notice.

Section 3.04. Removal of Directors. A director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the Members.

Section 3.05. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, removal, an increase in the number of directors, or any other cause, shall be filled by the affirmative vote of a majority of the remaining members of the Board of Directors, though less than a quorum, and the term of the director filling the vacancy shall expire at the end of the term the director is filling.

Section 3.06. Place of Meetings; Electronic Communications. The Board of Directors may hold its meetings at such place or places, within or without the State of Minnesota, as it may from time to time determine. If the Board of Directors fails to select a place for a meeting, it shall be held at the registered office. One or more directors may participate in a meeting by any means of communication through which all directors participating in the meeting may simultaneously hear each other during the meeting.

Section 3.07. Regular Meetings. Regular Meetings of the Board of Directors shall be held periodically, not less than two (2) times each year, at such times and places as the Board may determine, for the purpose of electing officers and for the transaction of such other business as shall come before the meeting.

Section 3.08. Special Meetings; Notice. Special Meetings of the Board of Directors shall be held whenever called by the President or by any one of the directors. Notice of a Special Meeting shall be mailed to each director, addressed to the director at his or her residence or usual place of business, or delivered personally or by telephone or facsimile transmission, at least twenty (20) days before the day on which the meeting is to be held. The notice shall state the time and place of the meeting and the purposes thereof; provided, however, that such notice shall not limit the business that may be transacted at such meeting. Notice of any meeting of the Board need not be given to any director who participates in such meeting.

Section 3.09. Quorum. Except as otherwise provided by statute or by these Bylaws, one-half (1/2) of the directors currently holding office shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any duly held meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the number otherwise required for a quorum.

Section 3.10. Proxy Voting. Proxy voting shall not be permitted.

Section 3.11. Action Without Meeting. An action required or permitted to be taken at a meeting of the Board of Directors of the foundation may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by all of the directors unless the action need not be approved by the Members of the foundation, in which case the action may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by the number of directors that would be required to take the same action at a meeting of the Board of Directors of the foundation at which all of the directors were present.

Section 3.12. Conflicts of Interest. Except as permitted by law, with respect to any contract or other transaction between this foundation and any director (or an organization in which a director is a director, officer or legal representative or has a material financial interest): (a) the material facts as to such contract or transaction and as to the director's interest must be fully disclosed or known to the Board of Directors prior to approval of such contract or transaction; (b) such approval shall require the affirmative vote of a majority of the directors, not counting any vote that the interested director otherwise might have; and (c) the interested director shall not be counted in determining the presence of a quorum. This Section 3.12 shall not apply to the approval of compensation for a director's personal services to the foundation as director, officer, employee or agent.

ARTICLE IV. OFFICERS

Section 4.01. Number and Qualifications. The officers of this corporation shall be a President, a Treasurer and a Secretary; the Board of Directors may elect one or more Vice Presidents and such other officers as it may deem appropriate. Any number of offices may be held by the same person. Officers shall be natural persons.

Section 4.02. Election and Term of Office. Officers shall be elected annually by the Board of Directors, and, except in the case of officers appointed in accordance with the provisions of Section 4.10, each shall hold office until the next annual election of officers and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the officer.

Section 4.03. Resignations. Except as otherwise provided in an employment contract, an officer may resign by giving written notice to the foundation. The resignation is effective without acceptance when the notice is given to the foundation, unless a later effective date is named in the notice.

Section 4.04. Removal. An officer may be removed, with or without cause, by a resolution adopted by the Board of Directors.

Section 4.05. Vacancies. A vacancy in an office because of death, resignation, removal, or any other cause shall be filled for the unexpired part of the term in the manner prescribed in these Bylaws for election to such office.

Section 4.06. President. The President shall: (a) have general active management of the business of the foundation; (b) when present, preside at meetings of the Board of Directors and the Members; (c) see that orders and resolutions of the Board of Directors are carried into effect; (d) sign and deliver in the name of the foundation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the foundation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or Bylaws or by the Board of Directors to another officer or agent of the foundation; and (e) perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 4.07. Vice President. In the event of absence or disability of the President, the most senior Vice President, if one is appointed, shall succeed to the powers and duties of the President. Each Vice President shall have such other powers and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President.

Section 4.08. Treasurer. The Treasurer shall: (a) keep accurate financial records for the foundation; (b) deposit money, drafts, and checks in the name of and to the credit of the foundation in the banks and depositories designated by the Board of Directors; (c) endorse for deposit notes, checks, and drafts received by the foundation as ordered by the Board of Directors, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of the foundation, as ordered by the Board of Directors; (e) upon request, provide the President and the Board of Directors an account of transactions by the Treasurer and of the financial condition of the foundation; and (f) perform such other duties as may from time to time be prescribed by the Board of Directors or by the President.

Section 4.09. Secretary. The Secretary shall: (a) maintain records of and, when necessary, certify proceedings of the Board of Directors and the Members; (b) when directed to do so, give proper notice of meetings of the Board of Directors and the Members; and (c) perform such other duties as may from time to time be prescribed by the Board of Directors or by the President.

Section 4.10. Other Officers. This foundation may have such other officers and agents as the Board of Directors considers necessary for the operation and management of the foundation, each of whom has the powers, rights, duties, responsibilities, and terms in office as may be determined by resolution of the Board of Directors.

Section 4.11. Delegation. An officer may not, without the approval of the Board of Directors, delegate some or all the duties and powers of his or her office to any other person.

ARTICLE V.
COMMITTEES

Section 5.01. Committees. A resolution approved by the affirmative vote of a majority of the Board of Directors may establish committees, including, without limitation, a Technical Steering Committee, having the authority of the Board of Directors in the management of the OPC specification development but only to the extent provided in the resolution or resolutions that the Board of Directors may adopt from time to time with respect thereto. The Board of Directors shall establish an Audit Committee to review, and report to the Board of Directors regarding, the financial situation of the foundation. The Audit Committee shall be composed of one or more directors and one or more representatives of a certified public accounting firm of national repute selected by the Board of Directors. Such committees shall be subject at all times to the direction and control of the Board of Directors. Members of such committees must be natural persons. A committee established pursuant to this Section 5.01 shall consist of one or more persons, who need not be directors, appointed by the Board of Directors.

Section 5.02. Technical Committees. The Board of Directors, or the Executive Committee if one is established pursuant to Section 5.01 and authorized to do so by resolution of the Board of Directors, may establish one or more technical committees by a resolution approved by the affirmative vote of a majority of the Board of Directors or the Executive Committee. Such technical committees shall act in an advisory capacity only, shall have no authority to act on behalf of or bind the foundation in any way and shall be subject at all times to the direction and control of the Board of Directors. Members of committees established pursuant to this Section 5.02 must be natural persons. A committee established pursuant to this Section 5.02 shall consist of one or more persons, who need not be directors, appointed by the Board of Directors or the Executive Committee, as the case may be.

Section 5.03. Procedures. Sections 3.06 through 3.12 apply to committees and members of committees to the same extent as those sections apply to the Board of Directors. Each committee shall prepare minutes of its meetings and shall furnish such minutes to the Board of Directors and to members of the committee.

ARTICLE VI. BOOKS OF RECORD

The foundation shall keep at its registered office correct and complete copies of:

- (a) its Articles of Incorporation and Bylaws;
- (b) accounting records; and
- (c) minutes of meetings of the Members, the Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE VII. INDEMNIFICATION

The foundation shall indemnify persons to the extent required or permitted by the Minnesota Nonprofit Corporation Act, and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

ARTICLE VIII. AMENDMENTS

Amendments to the Articles of Incorporation and these Bylaws must be approved by a majority of the directors currently holding office and by a majority of the Members.

These Bylaws have been approved and adopted by the Board of Directors of this foundation by written action dated September 24, 1996.

Secretary