

## AMENDED AND RESTATED BYLAWS

### OF

### NGAO USA, INC.

**WHEREAS**, pursuant to Section 8.01 of the existing Bylaws of NGAO USA, Inc. (the “Corporation”), the Board of Directors (the “Board”) is authorized to amend the Bylaws of the Corporation; and

**WHEREAS**, the Board of Corporation believes it is in the best interest to amend and restate the Bylaws of the Corporation, in its entirety, in order to update its governance and to provide administrative convenience;

**NOW, THEREFORE**, the current Bylaws of the Corporation are hereby amended and restated in its entirety to read as provided below:

#### ARTICLE I

##### Name

The name of the corporation is NGAO USA, Inc. (“Corporation”).

#### ARTICLE II

##### Members

The Corporation shall have no members. The Board of Directors shall exercise the powers of members under the Florida Not For Profit Corporation Act.

#### ARTICLE III

##### Board of Directors

A. Number. The corporation shall have at least three (3) directors at all times. The initial number of directors shall be three (3); provided, however the number of directors may be increased or decreased from time-to-time by a vote of a majority of the directors of the Corporation, but, in all events, shall never be less than three (3).

B. Election and Term. Directors shall be elected at each annual meeting of directors. The term of office for Directors appointed to serve on the Board shall be one (1) year and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation, removal from office, incapacitation or death, but when the annual meeting is not held or Directors are not elected thereat they may be elected at a special meeting called and held for that purpose. As used herein, “year” shall mean the period from one annual meeting until the close of the next annual meeting, and if a Director is elected at a special meeting, it shall mean the period from such special meeting until the close of the next annual meeting.

C. Removal or Resignation. Any Director may, by notice in writing to the Board on behalf of the Corporation, resign at any time. Any Director may be removed by a vote of a majority

of the directors with or without cause. The notice to the directors for the meeting must state the Director or Directors sought to be removed. Where more than one Director is sought to be removed, there must be a separate vote or separate written agreement for each Director. A Director who is removed is not eligible for reelection until the next annual meeting. Any Director who is removed must turn over all corporation records in his or her possession to the Board of Directors within 72 hours.

D. Vacancies. Vacancies in the Board of Directors may be filled by a majority vote of the remaining Directors at any meeting called for that purpose. Any Directors elected or appointed to fill such vacancy shall serve until the next election of Directors and until their successors are elected and qualified.

E. Quorum and Transaction of Business. A majority of the whole authorized number of Directors shall constitute a quorum for the transaction of business. Whenever less than a quorum is present at the time and place appointed for any meeting of the Board, a majority of those Directors present may adjourn the meeting from time to time until a quorum shall be present. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

F. Annual Meeting. Annual meetings of the Board of Directors shall be held at the time and place designated by the Board of Directors.

G. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places, within or without the State of Florida. Regular meetings of the Board of Directors may be called by the Chair or President. Notice of a regular meeting is not required.

H. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or President. These special meetings shall be held at such times and places, within or without the State of Florida as may be specified and shall be preceded by at least two (2) days' notice to each Director.

I. Notice of Special Meetings. Notice of the time and place of each special meeting shall be given to each Director by the Secretary or by the person or persons calling the meeting. Such notice need not specify the purpose or purposes of the meeting. It may be given in any manner, provided it is given at such time so that the Director receiving it may have reasonable opportunity to participate in the meeting. Such notice shall be deemed to have been timely given if mailed, faxed or emailed at least two days prior to the meeting and directed to the appropriate contact information of each Director as shown on the Secretary's records. If a meeting is to be held by telephone, the notice shall set forth the telephone number, as shown upon the Secretary's records, at which each Director may be reached for purposes of participation in the meeting and shall state that the Secretary must be notified if a Director desires to be reached at a different telephone number. Notice shall be deemed to have been waived by any Director who shall participate in such meeting without protesting the lack of proper notice prior to or at the commencement of the meeting. Notice may be waived, in writing, by any Director either before or after such meeting.

J. Action Without Meeting. Any action which may be taken at any meeting of the Board, or of any committee thereof, may be taken without such meeting by one or more written consents signed by all Directors, or all members of a committee, setting forth the action to be taken. The

written consents shall be filed with the Secretary of the Corporation and inserted by the Secretary of the Corporation in the permanent records relating to meetings of the Board and Committees.

K. Compensation. The Directors, as such, shall serve without compensation for their services, except that Directors may be reimbursed for expenses of attendance. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for such services.

L. Powers. All corporate powers must be exercised by or under the authority of, and the officers of the Corporation shall be managed under the direction of, the Board of Directors, subject to any limitation set forth in the Articles of Incorporation.

M. Meetings Held Through Communications Equipment. Meetings of the Board of Directors or any committee of the Board of Directors may be conducted through any means of communications by which all Directors participating can simultaneously hear each other during the meeting and participating in a meeting by such means shall be deemed to be present in person at the meeting.

## ARTICLE V Officers

A. Election. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The Board may also elect such additional Officers as it deems desirable. Any two or more offices may be held by the same person. Officers shall be elected by a majority vote of the Board of Directors and shall hold office until the next annual meeting of the Board or until their successors are elected and qualified.

B. Duties. The Officers of the Corporation shall have such authority and perform such duties as are customarily incident to their respective offices and such other and further duties as may from time to time be required of them by the Board of Directors.

(1) President. The President shall exercise general supervision and control over all activities of the Corporation subject to the direction of the Board of Directors. The President:

(a) may sign, with the Secretary or other officer duly authorized by the Board of Directors any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board of Directors, except in cases where the signing and execution thereof shall have been expressly delegated by the Board of Directors, by these Bylaws or by law to some other officer or agent of the Corporation; and

(b) shall perform all other duties generally incident to the office of President and such other duties as may be prescribed by the Board of Directors.

(2) Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President or Vice Presidents in the order of their election shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Any Vice President shall perform such

additional duties as may from time-to-time be assigned to him by the President or by the Board of Directors.

(3) Treasurer. If so required by the Board of Directors, the Treasurer shall:

(a) give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors may deem appropriate;

(b) have charge and custody of, and be responsible for, all funds and securities of the Corporation;

(c) receive and give receipts for monies due and payable to the Corporation from any source and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and

(d) perform all duties generally incidental to the office of Treasurer and such other duties as may from time-to-time be assigned to the Treasurer by the President or by the Board of Directors.

(4) Secretary. The Secretary shall:

(a) keep the minutes of meetings of the Board of Directors, in one or more books provided for that purpose;

(b) see that all notices are duly given in accordance with these Bylaws or as required by law;

(c) be custodian of the corporate records and of the seal of the Corporation;

(d) keep a membership book containing the names and addresses of all Directors of the corporation, and with respect to any directorship which has been terminated record that fact together with the date of termination; and

(e) exhibit to any Director of the Corporation, or to a Director's agent, or to any person or agency authorized by law to inspect, at all reasonable times Bylaws, the Articles of Incorporation, the minutes of any meeting, and the other records of the Corporation.

(5) Assistant Treasurers and Assistant Secretaries. The assistant Treasurers and assistant Secretaries, in general, shall perform such duties as may be assigned to them by the Board of Directors. If so required by the Board of Directors, the assistant Treasurers shall give bonds for the faithful discharge of their duties, in such sums and with such sureties as the Board of Directors may deem appropriate.

C. Removal or Resignation. Any officer may be removed with or without cause by the affirmative vote of a majority of the Board. Any officer may, by notice in writing to the Board on behalf of the Corporation, resign at any time.

## ARTICLE VI Committees

A. Board Committees. The Board of Directors may provide for such standing or special committees, including executive, finance, and audit committees, as it deems desirable and discontinue these committees at its pleasure. Each such committee shall consist of two or more Directors elected by the Board. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members of the committee. Committees shall have such powers and perform such duties or functions, not inconsistent with law, as may be delegated to them by the Board of Directors, except that no such committee shall have the authority to: (1) fill vacancies on the Board of Directors or any committee thereof; or (2) adopt, amend, or repeal these Bylaws.

A majority of the members of each committee present at any committee meeting shall constitute a quorum. Committees may adopt rules and regulations for its meetings and the conduct of its activities, provided these rules and regulations are not inconsistent with these Bylaws. Each committee shall keep minutes of all of its meetings. Board committees shall keep full records and accounts of their proceedings and transactions. Any action by a Board committee shall be reported to the Board at its next meeting after such action. Actions taken by committees shall be subject to control, revision and alteration by the Board, provided that no rights of third persons shall be prejudicially affected. Vacancies in such committees shall be filled by the Board.

B. Advisory Committees. The Board of Directors may establish one or more advisory committees, to serve in an advisory capacity to the Corporation's officers and Directors so long as such Advisory Committee shall not operate to relieve the Board of Directors, or any Director individually, of any responsibility imposed on it or such Director by these Bylaws, or by law. Except as may otherwise be provided by resolution, members of advisory committees shall be selected by appointment of the President, unless the Board provides otherwise. Any member may be removed by the person or persons who appointed such member, if the interests of the Corporation would be best served by such removal.

## ARTICLE VII Indemnification and Insurance

A. Authorization. The Corporation shall indemnify against liability, any Director, or officer, or any former Director or officer, of the Corporation or any person who is serving or has served at the request of the Corporation as a director, trustee or officer of another corporation, partnership, joint venture, trust or other enterprise (and his or her heirs, executors and administrators) to the fullest extent permitted by the law of the State of Florida.

B. Insurance. The Corporation, to the extent permitted by the law of the State of Florida, may purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee or officer of another corporation partnership, joint venture, trust or other enterprise.

C. Limitation. Anything to the contrary notwithstanding, the Corporation shall not indemnify Directors, officers or other persons or entities, pay their expenses in advance or pay insurance premiums on their behalf if such indemnification payment, advance expense payment or payment of insurance premiums shall constitute a violation of any of the provisions of the Revenue

Code of 1986, as may be amended, (“Code”) applicable to an organization described in Section 501(c)(3) of the Code or the corresponding provisions of any applicable future United States Internal Revenue law.

## ARTICLE VIII Fiscal Year

The fiscal year of the Corporation shall be the twelve-month period ending on the last day of December.

## ARTICLE IX Conflict of Interest Policy

A. Purpose. The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit, directly or indirectly, the private interest of an officer or director of the Corporation or result in an excess benefit transaction as defined in Internal Revenue Code Section 4958. This policy is intended to supplement but not replace any applicable federal or state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

B. Definitions.

(1) Interested Person. Any director, principal officer, or member of a committee with Board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

(2) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

(a) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or

(b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A financial interest is not necessarily a conflict of interest. Under paragraph C(2) of this Article IX, a person who has a financial interest has a conflict of interest only if the Board of Directors or appropriate committee decides that a conflict of interest exists.

C. Procedures.

(1) Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature and all material facts to the Board of Directors or committee members considering the proposed transaction or arrangement.

(2) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after discussion with the interested person, he or she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

(3) Procedures for Addressing Conflicts of Interest.

(a) An interested person may make a presentation at the Board or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

(b) The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors or committee members whether the transaction or arrangement is in the Corporation's best interest, for its own benefit and whether the transaction or arrangement is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(4) Violations of the Conflicts of Interest Policy.

(a) If the Board or committee has reasonable cause to believe that an interested person has failed to disclose actual or potential conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the response of the interested person and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the interested person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

D. Records of Proceedings. The minutes of the Board and all committees with Board-delegated powers shall contain:

(1) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

(2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed action or arrangement, and a record of any votes taken in connection therewith.

E. Compensation Committees.

(1) A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(2) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to his or her compensation.

(3) No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

F. Annual Statements. Each Director, officer or member of a committee with Board-delegated powers shall annually sign a statement which affirms that such person

(1) has received a copy of the conflicts of interest policy;

(2) has read and understands the policy;

(3) has agreed to comply with the policy

(4) understands that the Corporation is a charitable organization and that, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

G. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(1) whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining; and

(2) whether partnerships, joint ventures, and arrangements with management service organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction.

H. Use of Outside Experts. In conducting periodic reviews provided for herein, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.



ARTICLE X  
Loans to Directors, Officers and Employees

Loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, may not be made by the Corporation to its Directors, officers, or employees, or to any other corporation, firm, association, or other entity in which one or more of its Directors, officers, or employees is a Director, officer, or employee or holds a substantial financial interest, except a loan to a corporation that is exempt from federal income taxation under Section 501(c)(3) of the Code. A loan made in violation of this Article is a violation of the duty to the Corporation of the Directors or officers authorizing it or participating in it, but the obligation of the borrower with respect to the loan may not be affected thereby.

ARTICLE XI  
Record of Directors

The Secretary of the Corporation shall keep or cause to be kept a book, which may be included in and be a part of the book containing the minutes of meetings of Directors, in which shall be written the names of all Directors and the date each became a Director. Upon the termination of any directorship for any cause, the date of termination and the facts relating thereto shall be recorded in this book. It shall be the duty of every Director, promptly upon becoming such, to furnish the Secretary of the Corporation with his or her address and to report promptly to the Secretary any change in his or her address.

ARTICLE XII  
Amendments

These Bylaws may be amended, added to or repealed, or new Bylaws may be adopted, by the Directors by a majority vote of the Directors present at a meeting at which a quorum is present, or by unanimous written action of the Directors without a meeting.