

BYLAWS
OF
GEORGIA TECH GLOBAL, INC.

Adopted September 25, 2009

ARTICLE I - BOARD OF DIRECTORS

Section 1. General Authority. Except as otherwise provided by law, in the Articles of Incorporation (the “Articles”) or in these Bylaws, the Corporation shall be governed and all authority of the Corporation shall be exercised by the Board of Directors, which shall manage and control the affairs and property of the Corporation. The number of directors (“Directors”) shall not be less than one (1) nor more than ten (10). The Board of Directors shall initially consist of three (3) Directors.

Committees. Except as may be prohibited by Georgia Nonprofit Corporation Code, any authority of the Board of Directors may be delegated by it to such committees (to consist of not less than one Director, and all voting members of which must be Directors) as it may determine.

No bond required. No Director shall be required to furnish any bond or surety for the faithful performance of his or her duties.

Compensation and expenses. The Directors shall be paid only such compensation for attendance at meetings of the Directors or for other services rendered to the Corporation as a Director as may be approved by the President of the Georgia Institute of Technology. The Directors may be reimbursed for reasonable expenses necessarily incurred by him or her in the performance of his or her duties as Director. A Director may receive reasonable compensation for his or her services to the Corporation in a professional or other non-Director capacity provided such services are reasonable and necessary in the furtherance of the Corporation’s purposes, and are approved pursuant to the Conflict of Interest Policy in Article VI.

Section 2. Term of Office/Selection of Directors/Vacancies. The initial Directors shall be named by the Incorporator and shall serve until the end of the first annual meeting of Directors. Following the expiration of the initial term of office, all successor members of the Board of Directors shall be appointed by the President of the Georgia Institute of Technology. Each such Director shall serve for a term of one (1) year, and until his or her successor has been appointed and qualified or until his her death, disability, resignation or removal. A Director shall be eligible for reappointment to succeed himself or herself.

Removal. Any Director may be removed, with or without cause, by the affirmative vote of two-thirds of the votes of all members of the Board of Directors called for such purpose or by action of the President of the Georgia Institute of Technology.

Vacancies. The office of any Director shall become vacant upon his or her death, resignation, removal or being declared of unsound mind or otherwise incompetent by order of a court having jurisdiction. Any vacancy or vacancies among the Directors, however caused, may be filled for the unexpired term by appointment by the President of the Georgia Institute of Technology, and any Director so appointed shall serve until the next appointment of Directors by the President of the Georgia Institute of Technology.

ARTICLE II - MEETINGS OF THE DIRECTORS

Section 1. Time, Place and Notice. The annual meeting of the Board of Directors for the purpose of electing officers, and transacting such other business as may be brought before the meeting, shall be held each year at such time, on such date, and at such place as the Board of Directors may prescribe. Other regular meetings of the Board of Directors may be held from time to time between annual meetings at such times, on such dates, and at such places as the Board of Directors may prescribe. Notice of the time, date, and place of each such annual and regular meeting shall be given no fewer than seven (7) nor more than thirty (30) days before each such meeting.

Special meetings. Special meetings of the Directors may be called by the President or any Director. Notice of the time and place of all meetings shall be served upon or telephoned to each Director at least 24 hours, or mailed or telecommunicated (e.g., by telex, telegraph or facsimile equipment) to each Director at his or her address as it appears on the records of the Corporation at least 48 hours, prior to the time of such meeting (unless additional notice is required by law). No notice of the time or place of any meeting of Directors shall be required to be given if waived by every Director entitled to receive notice by (a) his or her written waiver filed with or entered upon the records of such meeting either before or after the meeting, or (b) his or her attendance at such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice.

Section 2. Quorum and Voting. To constitute a quorum at any meeting of the Directors there shall be present a majority of the Directors then qualified and acting as such, but if at any meeting of the Directors there shall be present less than a quorum, a majority of those present may adjourn the meeting from time to time without notice other than announcement at such meeting, until a quorum shall attend. The act of a majority of the Directors present at any meeting and constituting a quorum shall be the act of the Directors, unless the act of a higher percentage is required by law.

Section 3. Action Without a Meeting. Any action which may be authorized or taken at a meeting of Directors may be authorized or taken without a meeting by a majority of the Directors (or, if the act of a higher percentage of Directors is required by the Articles, these Bylaws or by law, by such higher percentage of Directors) who would be entitled to notice of a meeting for such purpose. The action must be evidenced by one or more consents in writing or by electronic transmission describing the action taken, signed by no fewer than the required number of Directors, and delivered to the Corporation for inclusion in the minutes for filing with the corporate records reflecting the action taken. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 4. Telephonic Meetings. Meetings of the Directors or of any committee thereof may be held by means of any communications equipment, provided all persons participating can simultaneously hear each other, and such participation shall constitute attendance and presence in person at such meeting.

Section 5. Proxies. Directors may not vote by proxy.

ARTICLE III - OFFICERS

Section 1. Titles and Elections. The Corporation may have a Chairman of the Board and shall have a President, a Secretary and a Treasurer. The Corporation may also have one or more Vice Presidents and such other officers (including assistant officers) as the Directors may deem necessary. Any two or more offices may be held by the same person. No officer other than Chairman of the Board shall be required to be a director.

Election. All officers and assistant officers shall be elected by the Directors at the regular annual meeting of Directors or at any meeting called for such purpose, and shall, unless otherwise provided by the Directors, hold office until their respective successors shall have been elected.

Removal. Any officer may be removed at any time, with or without cause, by the Directors at a meeting of the Directors called for such purpose.

Section 2. Authority. The officers shall have such authority and shall perform such duties as are customarily incident to their respective offices, or as may be specified from time to time by the Directors regardless of whether such authority and duties are customarily incident to such office.

Section 3. Chairman of the Board. If the Board of Directors elects a Chairman of the Board, the Chairman shall preside at all meetings of the Board of Directors.

Section 4. President. The President shall be the chief executive officer of the Corporation, shall have general and active management of the operations of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. If there shall be no Chairman of the Board, the President shall preside at all meetings of the Board of Directors. The President shall have the authority and power to execute on behalf of the Corporation bonds, mortgages, notes, contracts, leases and other documents and instruments (whether or not requiring the seal of the Corporation) except where such documents or instruments are required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. If there shall be no Treasurer, the President shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as will be designated by the Board of Directors. The President shall disburse the funds of the Corporation as will be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors, at its regular meetings, or when the

Board of Directors so requires, an account of all transactions as Treasurer and of the financial condition of the Corporation.

Section 5. Vice President. Each Vice President shall perform such duties and have such powers as the Board of Directors will from time to time prescribe.

Section 6. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall record the proceedings of such meetings in books to be kept for that purpose and shall perform like duties for any committee of Directors when required. The Secretary shall give, or cause to be given, notice of all meetings and shall perform such duties as will be prescribed by the Board of Directors or the President. The Secretary shall have custody of the corporate seal of the Corporation, and shall have authority to affix it to any instrument requiring it, and when so affixed it will be attested by the Secretary's signature.

Section 7. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as will be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as will be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all transactions as treasurer and of the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum with surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the Treasurer's office and for the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Corporation.

ARTICLE IV - ADMINISTRATION OF FUNDS

Section 1. Director Authority. The Directors, except as otherwise provided in the Articles or these Bylaws, shall have unlimited discretion in all matters relating to the acquisition, holding, management, control, investment and disposition of the property of the Corporation, notwithstanding any rule of court or statute now or hereafter in force to the contrary; provided, however, that the fundamental purposes and powers of the Corporation, and the limitations thereon, as expressed in the Articles, shall not thereby be amended or changed except by proper amendment of the Articles. The following enumeration of specific powers of the Directors shall not be deemed a limitation of the generality of the foregoing, except as specifically so provided.

Section 2. Contributions. Gifts, donations and contributions of cash, securities or other property from any source whatever, either outright or in trust, may be made to and accepted by the Corporation to enable the Corporation to carry out its purposes set forth in the Articles. The Corporation may accept devises, bequests, gifts, donations and contributions of property of any kind and may agree to administer the same in accordance with any conditions which the testator or donor may impose, provided that any conditions of any such devises, bequests, gifts, donations and contributions shall be subject to the approval and acceptance of the Directors and

shall be consistent with and in furtherance of the purposes and within the powers of the Corporation.

Section 3. Rights of Ownership. The Directors, notwithstanding any rule of court or statute now or hereafter in force to the contrary, may retain and hold property of any kind given to the Corporation by will, deed, gift or otherwise; may manage, control and exercise all rights of ownership with respect to any funds or property or proceeds of the sale of property coming to the Corporation from any source; may invest and reinvest the same in such loans, stocks, bonds, securities or other property of any kind as they shall from time to time determine; and may compromise, settle and adjust any claims on behalf of or against the Corporation arising from or by reason of any devises, gifts, contributions or donations of property to the Corporation, or otherwise, on such terms and conditions and at such time or times as they may decide.

No person or organization, being or claiming to be a beneficiary of any of the purposes of the Corporation, shall, as such, have or be given any claim or right of action against the Corporation by reason thereof; nor shall any person have or be given at any time any authority to bind or commit the Corporation to make any future advance, gift or contribution, to render any assistance or to take any other action in the future in any manner whatever, excepting only such engagements as shall be necessary or expedient for the proper fiscal management of the assets of the Corporation. Any advance, gift or contribution made, assistance rendered or any other action taken in furtherance of the purposes of the Corporation shall be made or done solely in the exercise of the discretion of the person or persons duly authorized thereto and when so made or done shall be and remain the voluntary act of the Corporation.

Section 4. Use of Funds. Any money or other property of the Corporation, whether income or principal, shall be used or distributed by the Directors as they may determine from time to time as follows:

(a) For the payment of all charges and expenses which in their opinion are necessary for the proper care, management and preservation of the property of the Corporation, including, but without limiting the generality of the foregoing, taxes, rental, clerical services, fees of attorneys, accountants and other experts and reasonable compensation to any person or persons whom the Directors may deem it necessary to employ, in order effectively and fully to carry out the purposes of the Corporation.

(b) For the furtherance and accomplishment of the purposes for which the Corporation is formed, as stated and subject to the limitations contained in the Articles, at such time or times, in such amount or amounts and in such manner as may be determined by the Directors in the exercise of their discretion, subject to any directions or limitation expressly given or imposed by the Directors by action taken at a Meeting of the Board of Directors.

ARTICLE V - INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Corporation shall indemnify and advance expenses to Directors, officers, employees and agents of the Corporation to the maximum extent allowed by,

and consistent with, Part 5 (Sections 14-3-850 to 14-3-858) of the Georgia Nonprofit Corporation Code.

Section 2. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is a Director, officer, employee, or agent of the Corporation or who, while a Director, officer, employee, or agent of the Corporation, serves at the Corporation's request as a Director, officer, partner, trustee, employee, or agent of another domestic or foreign business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other entity against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a Director, officer, employee, or agent, whether or not the Corporation would have power to indemnify or advance expenses to the individual against the same liability under this Article V.

Section 3. Survival of Indemnification Following Death or Termination. The indemnification and advancement of expenses provided by or granted pursuant to this Article V shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE VI - CONFLICT OF INTEREST POLICY

Section 1. Purpose. The purpose of this Conflict of Interest Policy (this "Policy") is to protect the interest of the Corporation when it is contemplating entering into a transaction that might directly or indirectly benefit the private interest of an individual or entity affiliated with the Corporation or might result in a possible excess benefit transaction. The Policy prohibits "Excess Benefit Transactions" and requires all "Insiders" to disclose any "Possible Conflict of Interest" so that it may be reviewed to determine if it is a "Conflict of Interest." (Definitions are found in Section 4.)

This Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Possible Conflicts of Interest, Conflicts of Interest and Excess Benefit Transactions.

(a) **Duty to Disclose Possible Conflicts of Interest.** In connection with any Possible Conflict of Interest (other than a Possible Conflict of Interest of which the Corporation is already aware, such as an executive compensation arrangement), an Insider must disclose the nature of the Possible Conflict of Interest (including all information necessary to determine if the Possible Conflict of Interest is a Conflict of Interest or could result in an Excess Benefit Transaction) and be given the opportunity to disclose all material facts to the Directors and members of committees with powers delegated by the Board of Directors considering the proposed transaction.

(b) **Conflicts of Interest.** The Corporation shall not knowingly engage in any transaction which is a Conflict of Interest unless the transaction is reviewed and approved pursuant to the terms of this Policy, and the Insider with respect to which such transaction

is a Conflict of Interest shall not participate in any review or approval of such transaction except as provided in this Policy.

(c) Excess Benefit Transactions. No Disqualified Person shall engage in any Excess Benefit Transaction with the Corporation or a Corporate Affiliate.

Section 3. Procedures.

(a) Determining Whether a Conflict of Interest or Excess Benefit Transaction Exists. After disclosure of the Possible Conflict of Interest and all material facts, the Board of Directors shall decide if a Conflict of Interest or Excess Benefit Transaction exists.

(b) Procedures for Determination.

(1) The Insider may make a presentation at the Board meeting, but after the presentation, the Insider shall leave the meeting during the discussion of, and the vote on, the transaction involving the Possible Conflict of Interest.

(2) The Chairperson of the Board may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction involving the Possible Conflict of Interest.

(3) After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction from a person or entity that would not give rise to a Possible Conflict of Interest.

(4) If the Possible Conflict of Interest involves a possible Excess Benefit Transaction with a Disqualified Person, the Chairperson of the Board may, if appropriate, appoint a committee of disinterested individuals to act on behalf of the Board to review, and possibly approve, the proposed transaction pursuant to the “rebuttable presumption” approval procedures outlined in Treas. Reg. § 53.4958-6. If, however, it is determined that the Possible Conflict of Interest would be an Excess Benefit Transaction, the terms of the proposed transaction must either be revised so as to not be an Excess Benefit Transaction, or the Corporation must not enter into the proposed transaction.

(5) If the proposed transaction would not be an Excess Benefit Transaction, and if a more advantageous transaction is not reasonably possible under circumstances not producing a Possible Conflict of Interest, the Board shall determine by a majority vote of the disinterested Board members whether the transaction is in the best interest of the Corporation (or the Corporation Affiliate), for its own benefit, and whether the transaction is fair and reasonable. In conformity with the above determination the Board shall make its decision as to whether to enter into the transaction.

(c) Violations of this Policy.

(1) If a majority of the Board believes an Insider has failed to disclose one or more Possible Conflicts of Interest, it shall inform him or her of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the Insider's response and after making further investigation as warranted by the circumstances, the Board determines the Insider has failed to disclose a Possible Conflict of Interest, it shall recommend appropriate disciplinary and corrective action.

Section 4. Definitions.

(a) Code. "Code" shall mean the Internal Revenue Code of 1986, as amended (now or later).

(b) Compensation. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

(c) Conflict of Interest. An Insider has a "Conflict of Interest" with respect to an effected transaction or a proposed transaction of the Corporation, whether or not the transaction is disclosed as a Possible Conflict of Interest, if to the knowledge of the Insider, any of the Insider, a Family Member of the Insider or a Related Entity with respect to the Insider is a party to the transaction or has a beneficial financial interest in or so closely linked to the transaction and of such financial significance to the Insider, a Family Member of the Insider or a Related Entity with respect to the Insider that it would reasonably be expected to exert an influence on the Insider's judgment:

(1) if the Insider has the authority to approve the transaction;

(2) if the Insider provides any meaningful and material input to or for the benefit of any Insider who has the authority to approve the transaction; or

(3) (if the Insider is a Director) if the Insider were called upon to vote on the transaction.

(d) Corporate Affiliate. "Corporate Affiliate" shall mean

(1) a corporation in which the Corporation owns (directly or indirectly) more than 50% (by vote or value) of the stock,

(2) a partnership, limited liability company or other entity taxed as a partnership in which the Corporation owns (directly or indirectly) more than 50% of the profits interests or capital interests,

(3) a nonstock organization (an entity in which no person holds a proprietary interest) of which at least 50% of the Directors are either

representatives (including trustees, officers, agents or employees) of, or directly or indirectly controlled by, the Corporation, and

(4) any other entity in which the Corporation owns (directly or indirectly) more than 50% of the beneficial interests.

(e) Disqualified Person. “Disqualified Person” shall mean, with respect to any transaction,

- (1) an Insider,
- (2) a Family Member of an Insider, and
- (3) a Related Entity with respect to an Insider.

(f) Excess Benefit Transaction. “Excess Benefit Transaction” means any transaction in which an economic benefit is provided by the Corporation to or for the use of any Disqualified Person if the value of the economic benefit provided exceeds the value of the consideration (including the performance of services) received by the Corporation for providing such benefit. For purposes of this definition, an economic benefit shall not be treated as consideration for the performance of services unless the Corporation clearly indicates its intent so to treat such benefit.

(g) Family Member. “Family Member” shall mean an individual’s spouse, siblings (including half-brothers and half-sisters), spouses of siblings, ancestors, descendants (including by adoption) and spouses of descendants. With respect to a Director or officer of the Corporation, “Family Member” shall also include the parents and siblings of the Director’s or officer’s spouse, the spouse of the Director’s or officer’s parent, any individual having the same home as the Director or officer and any incompetent, conservatee or minor of which the Director or officer is a fiduciary.

(h) Insider. “Insider” shall mean, with respect to any transaction, any individual who was, at any time during the 5-year period ending on the date of such transaction, in a position to exercise substantial influence or control over the affairs of the Corporation. Directors and officers will be deemed to be Insiders for purposes of the Policy.

(i) Possible Conflict of Interest. An Insider has a “Possible Conflict of Interest” if:

- (1) The Corporation is proposing to enter into or amend a transaction (including a compensatory, consulting or professional advisor relationship) with the Insider or a Disqualified Person with respect to the Insider;
- (2) The Insider or a Disqualified Person with respect to the Insider is considering acquiring or making an investment in any entity or entering into a relationship with any entity or individual with which the Corporation is

negotiating a transaction (including a compensatory, consulting or professional advisor relationship); or

(3) The Corporation is proposing to enter into or amending a transaction (including a compensatory, consulting or professional advisor relationship) with an entity in which the Insider or a Disqualified Person with respect to the Insider has, directly or indirectly, an ownership or investment interest, but such ownership or investment interest is not sufficient to make such entity itself a Related Entity (and for these purposes, an Insider's ownership of less than 5% of a publicly traded company shall be disregarded).

(j) Related Entity. "Related Entity" means (and for these purposes, ownership shall be determined consistent with Code § 4958(f)(3)(B)):

(1) any corporation in which an individual or Family Members of the individual collectively own (directly or indirectly) more than 35% of the combined voting power,

(2) any partnership, limited liability company or other entity taxed as a partnership in which an individual or Family Members of the individual collectively own (directly or indirectly) more than 35% of the profits interests,

(3) any trust or estate in which an individual or Family Members of the individual collectively own (directly or indirectly) more than 35% of the beneficial interests, and

(4) with respect to a Director or officer of the Corporation, a "Related Entity" also includes:

a. an entity (other than the Corporation) of which he or she is a director, trustee, general partner, agent, or employee;

b. a person that controls one or more of the entities specified in division a. of this subparagraph or an entity that is controlled by, or is under common control with, one or more of the entities specified in division a. of this subparagraph;

c. an individual who is a general partner, principal, or employer of the Director or officer; or

d. a trust or estate of which he or she is a fiduciary.

Section 5. Records of Proceedings. The minutes of the Board of Directors and all committees with powers delegated by the Board of Directors shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a Possible Conflict of Interest, the nature of the Possible Conflict of Interest, any action taken to determine whether an Excess Benefit Transaction or Conflict of Interest was

present, and the Board's or committee's decision as to whether an Excess Benefit Transaction or Conflict of Interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction, the content of the discussion, including any alternatives to the proposed transaction, and a record of any votes taken in connection with the proceedings.

(c) In the case of a review pursuant to the "rebuttable presumption" procedures outlined in Treas. Reg. § 53.4958-6, the documentation required by Treas. Reg. § 53.4958-6(c)(3).

Section 6. Compensation.

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

(b) 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 that member's Compensation.

(c) A voting member of the Board of Directors or any committee whose jurisdiction includes Compensation matters and who receives Compensation, directly or indirectly, from the Corporation, either individually or collectively, may provide information to any committee regarding Compensation.

Section 7. Annual Statements. Each Insider shall each year sign a statement which affirms such person:

(a) has received a copy of this Policy,

(b) has read and understands this Policy,

(c) has agreed to comply with this Policy, and

(d) understands that as an Insider, he or she will be subject to the restrictions in this Policy for a 5-year period following the cessation of the individual's status as an Insider.

Section 8. Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether Compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

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

Section 9. Use Of Outside Experts. When conducting the periodic reviews as provided for in Section 8, the Corporation may, but need not, use outside advisors.

ARTICLE VII - MISCELLANEOUS

Section 1. Voting of Shares. Unless otherwise ordered by the Directors, the President in person or by proxy or proxies appointed by him or her shall have full power and authority on behalf of the Corporation to vote, act and consent with respect to any shares or other securities having voting rights issued by other corporations and which the Corporation may own.

Section 2. Fiscal Year. The Corporation's fiscal year shall be determined by the Directors.

Section 3. Articles to Govern. In case any provision of these Bylaws shall be inconsistent with the Articles, the Articles shall govern.

ARTICLE VIII - AMENDMENT OF BYLAWS

The Articles and these Bylaws may be amended or new Bylaws may be adopted by the affirmative vote of a majority of the whole number of Directors. Notwithstanding the preceding sentence, Article XI of the Articles may only be amended by the affirmative vote of two-thirds of the whole number of members of the Board of Directors.