

BYLAWS OF DOUBLE HELIX CORPORATION

A Corporation Organized Under
The General Not For Profit Corporation Law of Missouri

ARTICLE ONE - CLASSES OF MEMBERS

Section 1.01. Number of classes. There shall be two classes of members of the corporation: annual members and associate members.

Section 1.02. Limitations on Membership. Each member of the corporation, of whatever class of membership, shall be a natural person. Corporations and other artificial persons shall not be members.

ARTICLE TWO - ANNUAL MEMBERS

Section 2.01. Definition of Annual Member. Any qualified person who makes a minimum membership gift in respect of a term of annual membership shall be an annual member.

Section 2.02. Minimum Membership Gift. The minimum membership gift in respect of a term of annual membership is one or more gifts totaling fifteen dollars in currency of the United States of America or the equivalent by check or one or more gifts of some combination of money or property or work performed of total value to the corporation of at least fifteen dollars, and which is received and accepted by the corporation over any period of time not to exceed twelve consecutive calendar months.

Section 2.03. Term of Annual Membership. The term of annual membership of an annual member shall be twelve consecutive calendar months beginning with the month of his effective date of membership.

Section 2.04. Effective Date of Membership. The effective date of membership of a person whose minimum membership gift is wholly in currency or its equivalent by check shall be the first day of the calendar month following receipt and acceptance by the corporation of his minimum membership gift. For this purpose, receipt and acceptance by the Treasurer or pursuant to his direction shall be deemed receipt and acceptance by the corporation. The Board of Directors shall deter-

mine the value to the corporation of all gifts other than currency or its equivalent by check, and its reasonable determination thereof shall be conclusive as to whether the minimum membership gift has been made. The effective date of membership where the minimum membership gift consists of less than fifteen dollars in currency or its equivalent by check, shall be the first day of the calendar month following determination by the Board of Directors that the minimum membership gift has been received by the corporation or has accrued to its benefit and is sufficient in value.

Section 2.05. Renewal Term. At any time during any term of membership, an annual member may, by making the minimum membership gift required of new members at the time the gift is completed, renew his annual membership for a term of twelve consecutive calendar months. Such term shall begin with the effective date of membership which it would have if the member were not currently an annual member, and his current term of membership shall expire with the beginning of the new term. Anything in these bylaws to the contrary notwithstanding, gifts which are received and accepted by the corporation prior to the effective date of membership of any term or renewal term of membership, shall not count toward meeting the minimum membership gift of any term or renewal term commencing with any date thereafter. An annual member whose term or renewal term passes without renewal of his annual membership shall have his name removed from the roll of annual members upon the expiration of his term, and he shall again be enrolled only upon the conditions applicable to new members.

Section 2.06. Resignation from Annual Membership. An annual member may resign his membership at any time and shall do so by submitting written notice of his resignation to the corporation. The resignation shall be effective as of the time it is received in writing by the corporation, unless a later time is specified in the writing, in which case the time so specified shall govern. No vote or action need be taken by the Board of Directors on the resignation of any annual member in order for it to be effective, but upon its becoming effective the Secretary shall cause the name of the resigned member to be removed from the roll of annual members. The Secretary shall cause a record to be kept of the resigned member's name and last known address and of the date on which the resigned member's term would have expired had he not resigned, such record to be kept at least until that date.

Section 2.07. Effect of Resignation. The resignation of an annual member terminates all his rights and privileges in or with respect to the corporation which he held as a member, except the right to be reinstated conferred hereinbelow. No absolute gift or any part thereof by reason of which annual membership was or would have been conferred shall be returnable in whole or in part to the resigned member by reason of his resignation.

Section 2.08. Reinstatement after Resignation. The membership of an annual member who has resigned his membership shall be reinstated if, before the time when his term of membership would have otherwise expired (which includes the expiration date of a renewal term to which he had become entitled, although it had not begun at the time of his resignation), the resigned member gives written notice to the corporation of his desire to have his membership reinstated. The resigned member shall be reinstated to membership as of the first of the calendar month following receipt of the notice in writing by the corporation, unless a later effective time is specified in the notice, in which case the time so specified shall govern, provided, in either case, the effective date of reinstatement shall be within the term to which the resigned member would have been entitled had he not resigned.

Section 2.09. Effect of Reinstatement. Reinstatement of the membership of an annual member who resigned restores to him the rights and privileges of an annual member from and after the effective date of his reinstatement to and including the date on which his term would have expired had he not resigned, except that if he shall thereafter again resign his annual membership, the Secretary may decline to accept any subsequent request for reinstatement under the provisions of Section 2.08 of these bylaws, unless the Board of Directors shall otherwise direct.

Section 2.10. Quorum. Seven annual members shall constitute a quorum of the annual members. The act of the majority of the annual members present at a meeting at which a quorum is present shall be the act of the annual members, unless a greater proportion is required by The General Not For Profit Corporation Law of the State of Missouri, the Articles of Incorporation or other provisions of these bylaws.

Section 2.11. Location of Meetings. Meetings of annual members shall be held at such place in the City or County of St. Louis as the Board of Directors may, by resolution, from time to time provide, and which may be at the principal office of the corporation. In the absence of such a provision, the annual members shall meet at the principal office of the corporation.

Section 2.12. Call and Notice of Meetings. Meetings of the annual members shall be called by the President, or by the Board of Directors or by any seven of the annual members. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five nor more than twenty-five days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when

deposited in the United States mail addressed to the annual member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 2.13. Presiding Officer. The President, or, in his absence a Vice-President, or, in his absence, such other person as the annual members shall order shall preside at meetings of the annual members.

Section 2.14. Substantive Restrictions on Voting Rights. Annual members shall have no right to vote on any of the following: alteration of, amendments to or repeal of the Articles of Incorporation or adoption of new Articles of Incorporation; plans of merger or consolidation; the sale, lease, exchange, mortgage, pledge, or other disposition of all, or substantially all, the assets and property of the corporation; the question of dissolution of the corporation or any plan of distribution on dissolution or the revocation of voluntary dissolution proceedings; or alteration of, amendments to or repeal of the bylaws or the adoption of new bylaws.

Section 2.15. Procedural Restrictions on Voting Rights. Annual members shall not vote by proxy, nor shall they be entitled to cumulate votes in the election of directors. Each member shall be entitled to one vote on each matter submitted to a vote of the annual members. Where directors or officers may be elected by the annual members, such elections may be conducted by mail in accordance with the provisions of these bylaws governing the election of such directors and officers, and in accordance with the rules and regulations adopted by the Board of Directors pursuant thereto.

ARTICLE THREE - ASSOCIATE MEMBERS

Section 3.01. Definition of Associate Member. Associate members shall be qualified persons chosen in the manner provided hereinbelow.

Section 3.02. Nomination and Election. Associate members shall be nominated by the concurrence of any three associate members present at a duly called and held meeting of the associate members, whether regular or special, and shall be elected by a majority of the associate members present. If no vote finally disposing of a nomination is taken at the meeting at which the nomination is made, any member may move the election at any meeting of the associate members held thereafter.

Section 3.03. Term of Associate Membership. The term of membership of an associate member shall be for one year commencing with his election to associate membership, and continuing from year to year thereafter until he either dies, resigns or fails of reelection as provided hereinbelow.

1 1/2 Term
Automatic renewal
Section 3.04. Annual Reelection of Associate Members. An associate member shall stand for reelection as associate member once in each year at the first meeting of the associate members held on or following the anniversary date in each year of his original election to membership. He need not be re-nominated to membership, but at such meeting any associate member may move the question "Shall [name of candidate for reelection] be reelected as an associate member for another year?" Until such time as this question is both put and fails of adoption, the candidate for reelection as an associate member shall be counted as an associate member for all purposes (including determination of the existence of a quorum), except that he shall have no vote on the question of his reelection. If no election is held at such meeting, the candidate for reelection shall be deemed to have been reelected as an associate member for another year and until he shall again stand for reelection as provided herein. If no meeting of the associate members is held within ninety days from and after the anniversary date in any year of his original election to associate membership (counting the anniversary date as the first of the ninety days), the associate member shall be deemed to have been reelected for another year and until he shall again stand for reelection as provided herein. For the purpose of determining the anniversary date in any year of his original election to membership, February 29 shall be deemed to fall on the first of March in years having no February 29. If, the question of reelection having been put and voted upon as provided herein, the question fails to receive the affirmative votes of a majority of the associate members present who are entitled to vote, the candidate for reelection shall thereupon cease to hold membership as an associate member. He may, however, at that or at any subsequent meeting of the associate members, be nominated and elected to associate membership as a new associate member under Section 3.02 hereof.

Section 3.05. Resignation from Associate Membership. An associate member may resign his membership at any time and may do so by submitting written notice of his resignation to the corporation.

Section 3.06. Time Resignation is Effective. Resignation of an associate member shall be effective as of the time written notice thereof is received by the corporation, unless a later time is specified in the writing, in which case the time so specified shall govern. When notice of resignation is given in writing, no vote of the Board of Directors or of the associate members is necessary in order for it to become effective.

Section 3.07. Quorum. Seven associate members shall constitute a quorum of the associate members. The act of a majority of the associate members present at a meeting at which a quorum is present shall be the act of the associate members, unless a greater proportion is required by The General Not For Profit Corporation Law of the

State of Missouri, the Articles of Incorporation or other provisions of these bylaws.

Section 3.08. Location of Meetings. Meetings of associate members shall be held at such place in the City or County of St. Louis as the Board of Directors may, by resolution, from time to time provide, and which may be at the principal office of the corporation. In the absence of such a provision, the associate members shall meet at the principal office of the corporation.

Section 3.09. Call and Notice of Meetings. Meetings of the associate members shall be called by the President, or by the Board of Directors or by any three of the associate members. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five nor more than twenty-five days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the associate member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 3.10. Presiding Officer. The President, or, in his absence a Vice-President, or, in his absence, the General Manager, or, in his absence, the Secretary, or, in his absence, such other person as the associate members shall order shall preside at meetings of the associate members.

Section 3.11. Procedural Restrictions on Voting Rights. Associate members shall not vote by proxy, nor shall they be entitled to cumulate votes in the election of directors. Each member shall be entitled to one vote on each matter submitted to a vote of the associate members. Where directors or officers may be elected by the associate members, such elections may be conducted by mail in accordance with the provisions of these bylaws governing the election of such directors and officers, and in accordance with the rules and regulations adopted by the Board of Directors pursuant thereto.

ARTICLE FOUR - DIRECTORS

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7+7
Section 4.01. Number and Duties. The activities and affairs of the corporation shall be conducted and managed by a Board of Directors of fourteen members, four to be elected by the annual members, six to be elected by the associate members and four to be appointed by the Board of Directors.

Section 4.02. Qualifications. Directors shall be of the age of

twenty-one years or more and citizens of the United States of America.

Section 4.03. Terms of Office. The directors shall be divided into two classes, such that the terms of seven directors will expire at the annual meeting in 1973 and seven in 1974. The Board of Directors by resolution shall determine which individual directors shall fall within each class. Later terms of the classes shall be of two years each, beginning with the annual meeting in the year in which the preceeding term expired. The classes of directors may be designated by the years in which their terms expire. The directors may be further designated by the manner of their election or appointment. Each director shall serve for the term for which he was chosen and until his successor is duly chosen and qualified. Any vacancy shall be filled for the unexpired term and until a successor is chosen and qualified.

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and
Section 4.04. Directors Elected by Annual Members. (a) At the annual meeting of annual members in each year, the annual members shall elect two persons to serve as directors of the corporation. Nominations for director to be elected by the annual members may be made in advance of the annual meeting of annual members either by vote of the Board of Directors or by petition of any seven or more annual members. Nominations made by vote of the Board of Directors shall be made in advance of the time set for printing and mailing of the ballots to annual members. Nominations made by petition of annual members shall be in writing, signed by the annual members making the nomination, and filed with the Secretary of the corporation at least thirty (30) but not more than ninety (90) days in advance of the time set for the annual meeting, and shall be accompanied by a statement in writing, signed by the person nominated, of his willingness to serve if elected. An annual member may make nominations on the floor of the annual meeting of annual members, providing the nominee is willing to serve if elected, as evidenced by his assurances given in person at the meeting or by a statement in writing signed by the nominee and transmitted to the presiding officer of the annual meeting before the election is held.

(b) The Secretary shall prepare or direct the preparation of ballots containing the names of persons duly nominated in advance of the annual meeting of annual members, which ballots shall contain a statement of the term for which the nominee is to be elected and the manner of his nomination, whether by the Board of Directors or by petition of annual members, and shall contain a further statement that additional nominations may be made at the annual meeting from the floor, and that the ballot, if returned to the Secretary in advance of the annual meeting, shall be cast by him in favor of the nominees marked by the annual member, and as received by him, unless the annual member appears at the annual meeting and withdraws his ballot in advance of the election.

(c) Each ballot mailed in advance of the annual meeting shall be numbered so as to identify the ballot with the annual member whose ballot it is. The Board of Directors may, by resolution, provide additional measures for ensuring the fairness of the election.

(d) Ballots containing the names of nominees nominated in advance of the annual meeting of annual members shall be mailed or delivered to the annual members together with the notice of the annual meeting of annual members.

(e) Ballots mailed or delivered in advance of the annual meeting of annual members may be returned to the Secretary of the corporation in advance of the meeting. When the election is held, the Secretary shall cast any ballots returned to him as received by him, unless at such meeting an annual member personally appears and withdraws his ballot. A member withdrawing his ballot shall be given a new ballot containing the names of all persons nominated, those nominated in advance of the meeting as well as those nominated on the floor of the meeting, and the old ballot shall be destroyed.

(f) The persons receiving the highest number of votes in such election shall be declared elected directors of the corporation, and shall be seated forthwith. In the event of a tie between any three or more persons for the highest number of votes, the Board of Directors shall select the winners from among those tied. In the event of a tie between any two or more persons for the second highest number of votes, the Board of Directors shall select the winner from among those tied.

(g) The Board of Directors may adopt additional rules and regulations for the conduct of elections by mail not inconsistent herewith.

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Directors
Section 4.05. Directors Elected by Associate Members. At the annual meeting of associate members in each year, the associate members shall elect three persons to serve as directors of the corporation. In all respects the election of directors by associate members shall be conducted as elections for directors by the annual members under Section 4.04 of these bylaws, so that Section 4.04 hereof shall be read as applying to the election of directors by the associate members by substituting the word "associate" for the word "annual" wherever appropriate, except that: (1) the associate members shall elect three persons in each year to serve as directors of the corporation; (2) nominations made by petition of associate members in advance of the annual meeting of associate members require the concurrence of no fewer than three (as opposed to seven, in the case of annual members) associate members; and (3) in the event of a tie which prevents determination of the winner of a seat, a run-off election shall be held at the annual meeting of associate members

among the persons whose tie prevents them from being declared the winner of the seat, and in such run-off election the Secretary shall again cast any ballots which were returned to him in advance of the meeting and which have not been withdrawn, but only the names of the persons running in the run-off election shall be counted on such ballots, so that if a ballot was not marked for any person running in the run-off election, it shall not be counted at all; and, further, (4) in the event the run-off election provided for hereinabove does not break the tie or otherwise fails to result in an election, then the Board of Directors shall select the winner from among those tied.

Section 4.06. Directors Appointed by the Board of Directors. At the annual meeting of the Board of Directors in each year, the Board of Directors shall appoint two persons to the Board of Directors in place of those members appointed by the Board of Directors whose terms are about to expire, and who may be the same persons reappointed for another term.

Section 4.07. Vacancies. A vacancy in the office of director and any newly created directorship shall be filled as provided by resolution of the Board of Directors, which may direct that the vacancy or newly created directorship be filled by election of the appropriate class of members, to wit, the class of members which will elect a successor at the completion of the term.

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Section 4.08. Quorum. ~~One-third~~ of the total number (including vacant directorships) of directors authorized by these bylaws shall constitute a quorum of the Board of Directors; but if the number of directors in office is less than one-third of the total number authorized, then a majority of the directors in office shall constitute a quorum for the purpose of providing for the filling of vacancies or for filling vacancies in the Board of Directors. 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 of Directors, unless the act of a greater number is required by The General Not For Profit Corporation Law of Missouri, the Articles of Incorporation, or these bylaws.

Section 4.09. Location of Meetings. The Board of Directors may hold its meetings at the principal office of the corporation, or at any other place in the City or County of St. Louis that may be designated by resolution of the Board, or at any place whatsoever agreed to unanimously by all the directors.

Section 4.10. Call and Notice of Meetings. Regular meetings of the Board of Directors may be held as provided by resolution of the Board. No notice shall be required of any regular meeting. Special meetings may be called by the President, a Vice-President or the Secretary or any two directors. Written or telegraphic notice delivered to each director or mailed or sent

to each director at least three days before the time of holding a meeting shall be sufficient notice of any meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, except as otherwise provided in these bylaws.

Section 4.11. Presiding Officer. The President, or, in his absence a Vice-President, or, in his absence, such other director as the Board shall order, shall preside at meetings of the Board of Directors.

Section 4.12. Executive Committee. The Board of Directors may by resolution adopted by a majority of the directors in office (cf. §355.155 R.S.Mo. 1969) designate an executive committee which shall consist of two or more directors, which committee, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but this authority shall not be construed to extend to the appointment or removal of officers of the corporation, and the designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

Section 4.13. General Manager to be Ex Officio Committee Member. The General Manager, Executive Director, or Chief Executive Officer, by whatever title designated, shall be ex officio, a member of each and every committee of the Board of Directors of the corporation, including any executive committee, or appointed by or under the authority of said board or by any officer or officers of the corporation.

ARTICLE FIVE - ANNUAL MEETINGS

Section 5.01. Annual Meeting of Annual Members. The annual meeting of the annual members shall be held on the third Monday in February, in each year, beginning in 1972, at the principal office of the corporation, beginning at 4:00 o'clock in the afternoon. If for any reason it is not then and there held, it shall be held as soon as convenient thereafter, either pursuant to resolution of the Board of Directors or after call as in case of a special meeting.

Section 5.02. Annual Meeting of Associate Members. The annual meeting of the associate members shall be held on the third Monday in February, in each year, beginning in 1972, at the principal office of the corporation, beginning at 6:00 o'clock

in the afternoon or immediately upon the adjournment sine die of the annual meeting of annual members, whichever is later. If for any reason it is not then and there held, it shall be held as soon as convenient thereafter, either pursuant to resolution of the Board of Directors or after call as in the case of a special meeting.

Section 5.03. Annual Meeting of the Board of Directors. The annual meeting of the Board of Directors shall be held on the third Monday in February, in each year, beginning in 1972, at the principal office of the corporation, beginning at 8:00 o'clock in the evening or immediately upon the adjournment sine die of the annual meeting of associate members, whichever is later. If for any reason it is not then and there held, it shall be held as soon as convenient thereafter, either pursuant to resolution of the Board of Directors or after call as in case of a special meeting.

Section 5.04. Election of Directors. At their respective annual meetings, the annual members and the associate members shall elect and the Board of Directors shall appoint members of the Board of Directors in place of those whose terms are about to expire.

Section 5.05. Other Business. At the annual meetings any proper business may be transacted in addition to the election of directors.

ARTICLE SIX - OFFICERS

Section 6.01. Designation of Officers. The Board of Directors shall choose the following officers of the corporation: a President, one or more Vice-Presidents, a Secretary and a Treasurer, and the General Manager. The same person may hold two or more offices at the same time, except President, Secretary and General Manager, no two of which shall be held by the same person. The President, all Vice-Presidents, the Secretary and the Treasurer shall be chosen from among the members of the Board of Directors. The Board of Directors may appoint an Assistant Secretary and Assistant Treasurer, who need not be members of the Board of Directors.

Section 6.02. General Manager. The General Manager shall perform the duties and functions and have the authority usually appertaining to the position of general manager or chief executive officer of a broadcasting station, and as such shall have full supervision and control over the conduct of the activities and affairs of the corporation and over any broadcasting station operated by the corporation, all subject to the control of the Board of Directors and subject to such limitations with respect to financial affairs and contractual matters as the Board of Directors may by resolution or otherwise provide.

Section 6.03. Funds and Loans. The funds of the corporation shall be kept and dealt with as provided from time to time by resolution of the Board of Directors; but no loans shall be made by the corporation to its directors or officers (cf. §355.190 R.S.Mo. 1969).

ARTICLE SEVEN - OFFICES AND REGISTERED AGENT

Section 7.01. Principal Office. The principal office of the corporation shall be at 4285 Olive Street, St. Louis, Missouri, unless and until changed by resolution of the Board of Directors.

Section 7.02. Registered Office and Agent. The registered office of the corporation shall be at such place, and the registered agent shall be such person, as may be from time to time designated by the Board of Directors, but the registered agent shall be a person whose office is identical with the registered office as designated by the Board of Directors.

ARTICLE EIGHT - SEAL

Section 8.01. Seal. The seal of the corporation shall be circular in form and shall have inscribed thereon the name of the corporation and the words "Seal" and "Missouri". An impression of said seal is impressed on the margin hereof. The seal may be either an impression on wax or paper or may be printed.



ARTICLE NINE - AMENDMENTS

Section 9.01. Actions Affected by Article Nine. The following actions shall not be taken except as provided by law and by the provisions of this Article Nine, and are "actions affected by Article Nine": alteration of, amendments to or repeal of the Articles of Incorporation or adoption of new Articles of Incorporation; adoption of plans of merger or consolidation; the sale, lease, exchange, mortgage, pledge, or other disposition of all, or substantially all, the assets and property of the corporation; the question of dissolution of the corporation and the adoption of any plan of distribution on dissolution and the revocation of voluntary dissolution proceedings; and alteration of, amendments to or repeal of the bylaws or the adoption of new bylaws.

Section 9.02. Notice to Board of Directors. Notice that the business of a meeting of the Board of Directors may include actions affected by Article Nine, may be given in writing or by telegram sent or delivered to each member of the Board of Directors at least seven but not more than thirty days before any meeting (annual, regular or special) of the Board of Directors. Such notice may be given by any director or officer of the corporation, or, if notice of the meeting is given early enough, may be included in the notice of the meeting. Except when notice as required by this section has been given when and as provided herein, no action affected by Article Nine shall be valid, unless such notice be waived in unity by all the directors in office at the time of the meeting, such waiver being executed either before or after the meeting.

Section 9.03. Notice to Associate Members. Notice that the business of a meeting of the associate members may include actions affected by Article Nine, may be given as provided in the case of special meetings of the associate members. Except when such notice is given, no action affected by Article Nine shall be valid, unless such notice be waived in unity by all the associate members holding membership at the time of the meeting, such waiver being executed either before or after the meeting, or unless the action affected by Article Nine is taken without a meeting by a consent in writing, setting forth the action so taken, and signed by two-thirds of all the members entitled to vote, as provided by Section 355.460 of the Revised Statutes of Missouri of 1969.

Section 9.04. Right of Associate Members to Vote. Actions affected by Article Nine require, in order to be effective, the requisite votes both of the Board of Directors and of the associate members.

Section 9.05. Requisite Vote of the Board of Directors. Unless a higher number or percentage is required by law, the requisite vote of the Board of Directors to take an action affected by Article Nine shall be a majority of the directors in office.

Section 9.06. Requisite Vote of the Associate Members. The requisite vote of the associate members to take an action affected by Article Nine shall be two-thirds of the votes entitled to be cast by the members present at the meeting of the associate members, except that alteration of, amendments to or repeal of the bylaws or the adoption of new bylaws shall require no greater vote than a majority of the associate members present at a meeting where a quorum is present.

Section 9.10. Directors Affected. Actions affected by Article Nine shall have, when taken, such effect on the number and terms of the directors then in office as the actions taken

may by their terms provide.

ARTICLE TEN - MISCELLANEOUS

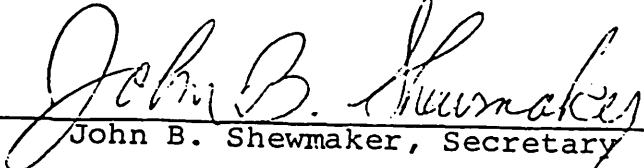
Section 10.01. Records to be Kept. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the members, the Board of Directors and committees having any of the authority of the Board of Directors; and shall keep at its registered office or principal office a record giving the names and addresses of its members entitled to vote. (Cf. §355.185(1) R.S.Mo. 1969.)

Section 10.02. Members may Inspect Records. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time. (Cf. §355.185(2) R.S.Mo. 1969.)

Section 10.03. Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of The General Not For Profit Corporation Law of Missouri or under the provisions of the Articles of Incorporation or of these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. (Cf. §355.450 R.S.Mo. 1969.)

Section 10.04. Informal Action by Members. Any action required by The General Not For Profit Corporation Law of Missouri to be taken at a meeting of the members, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds of the members entitled to vote with respect to the subject matter thereof. (Cf. §355.460 R.S.Mo. 1969.)

The foregoing bylaws are the copy of bylaws presented to the meeting of the Board of Directors of Double Helix Corporation held February 15, 1972, and are the bylaws adopted thereat.



John B. Shewmaker, Secretary