

BYLAWS

OF

PayCircle, Inc.

a nonprofit mutual benefit corporation

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1.

Offices

1.1 Principal Office. The principal office of PayCircle[®], Inc. (“PayCircle”) for the transaction of the business of this corporation is fixed and located at 2694 Bishop Dr., Suite 275, San Ramon, CA, USA 94583. The Board of Directors is hereby granted full power and authority to change the said principal office from one location to another.

1.2 Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where this corporation is qualified to do business.

2.

Purposes

2.1 Purposes. This corporation is a nonprofit mutual benefit corporation. The specific purpose of this corporation is to improve business conditions in the mobile e-services industry by facilitating the development and dissemination of uniform application programming interfaces (APIs) for mobile payment systems. Further, the corporation seeks to accomplish these purposes through the following activities:

- a) Develop specifications to describe payment services in different environments to support service discovery, and to develop uniform application programming interfaces (APIs) for payment systems
- b) Implement these APIs in various framework environments for proof of concept and to speed up commercial deployments
- c) Provide reference implementations of PayCircle specifications for different technologies and business applications including, but not limited to, aspects of taxation, contract administration and loyalty programs
- d) Educate and enable the Internet communities to implement these APIs in their Internet-based services and applications through publicity, publications, trade show demonstrations, seminars and other programs established by the corporation

- e) Provide a forum and environment whereby the corporation's Members may meet to approve suggested revisions and enhancements that evolve the initial APIs; to make appropriate submissions to established agencies and bodies with the purpose of ratifying these APIs as an international standard; and, to provide a forum whereby users may meet with developers and providers of products and services to identify requirements for interoperability and general usability
- f) Foster competition in the development of new products and services based on APIs developed by the corporation in conformance with all applicable antitrust laws and regulations

No part of the corporation's net earnings will inure to the benefit of any member, director or private person.

3.

Membership

3.1 Initial Class of Membership and Qualification. Initially, there shall be three categories of members of the corporation, which shall be divided into the following classifications: (i) Full Members with voting rights in all PayCircle matters including Board of Director elections and specification approval, (ii) Associate Members with voting rights limited to PayCircle business matters conducted during an official member meeting, but excluding voting rights on Board of Directors elections and specification approval, and (iii) Participant Members with no voting rights, all having such rights to use the facilities and property of the corporation and such other rights as shall be established from time to time by resolution of the Board. Upon approval of a signed membership agreement and the payment of such membership fee as is set from time to time by the Board, such person or entity shall be admitted to membership for such term as shall have been specified by the Board for such classification of membership.

3.2 Admission and Expulsion. Admission from membership shall be by the vote of a majority of the authorized number of Directors then in office. Any expulsion, suspension or termination of membership shall be carried out in accordance with Section 3.4.d below.

3.3 Fees, Dues and Assessments. The Board of Directors may determine from time to time an initial membership fee, and set such fees, dues and assessments for membership in the corporation as the Board, in its discretion, from time to time determines. Membership in the corporation will automatically renew on an annual basis, and membership fees will be invoiced at each subsequent anniversary period. The amount of membership fees (dues or assessments) to be invoiced on each such anniversary or at anytime shall be the subject of a resolution of the Board, which must be notified to all Members.

3.4 Termination of Membership. The membership of any member shall terminate upon the occurrence of any one or more of the following:

a. Resignation. Any member may resign from the corporation in writing filed with the Secretary of the corporation. No pro rata refund of any initial membership fee, dues or assessments shall be made for the balance of the calendar year in which the resignation is effective, or otherwise.

b. Expiration and Disqualification. A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed.

c. Dues and Assessments. Membership shall terminate upon the failure of the member to pay dues or assessments within the time periods established by the Board of Directors.

d. Expulsion or Suspension. Membership of a member shall terminate upon the determination of the Board of Directors, or a committee with no fewer than two (2) Directors designated by the Board to make such determination, after a hearing duly held in accordance with this Section 3.4(d), that the member has failed in a material respect to observe the rules of conduct promulgated from time to time by the Board of Directors and applicable to members, or otherwise has failed in some material respect to merit continued membership privileges in the corporation. Following the determination by the Board, or the committee, as the case may be, that a member should be expelled or suspended, the following procedures shall be implemented:

i. A notice shall be sent by mail by first-class or registered mail to the most recent address of the member as shown on the corporation's records, setting forth the expulsion or suspension and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion or suspension.

ii. The member being expelled or suspended shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held no fewer than five (5) days before the effective date of the proposed suspension or expulsion. The hearing shall be held by the Board of Directors or the committee designated by the Board for such purpose. The notice to the member of his proposed expulsion or suspension shall state that such member is entitled, upon request, to such hearing, shall state that a date, time and place of the hearing will be established upon receipt of request therefor, and shall state, that in the absence of such request, the effective date of the proposed suspension or expulsion.

iii. Following the hearing, the Board, or committee, as the case may be, shall decide whether the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board, or committee, as the case may be, shall be final.

iv. Any action challenging an expulsion or suspension of membership, including any claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion or suspension.

3.5 Reinstatement. Suspended or expelled members as well as any other members whose membership was terminated in one of the ways described in Section 3.4 a) to d) may be reinstated at the discretion of the Board of Directors.

3.6 Property Rights. No member shall have any right or interest in any of the property or assets of this corporation except for the PayCircle trademark. At the time of the corporation's inception, Siemens AG owned the PayCircle trademark. Siemens provided this corporation an exclusive right to use the PayCircle trademark as long as the corporation existed as a legal entity and as long as it actually uses the trademark in business ventures. If PayCircle ceases to exist as a legal entity and/or ceases to use the trademark in business ventures, the right to use the PayCircle trademark also ceases to exist, and Siemens retains all rights to the PayCircle trademark.

3.7 Nonliability. No member shall be personally liable for the debts, liabilities, or obligations of this corporation.

3.8 Transferability. A member may transfer for value or otherwise a membership or any right arising therefrom in connection with a merger, acquisition, consolidation, reorganization or transfer of all or of a substantial part (more than fifty percent) of its assets. In all other cases a Member may not transfer its membership without the prior written consent of a majority of the Board of Directors. All rights of membership shall cease upon the member's death or dissolution.

3.9 Distribution of Assets Upon Dissolution. Upon a dissolution of this corporation, and after all of the known debts and liabilities of this corporation have been paid or adequately provided for in accordance with Section 8713 of the California Nonprofit Corporation Law, any remaining net assets of this corporation shall be distributed by the Board of Directors to (i) the members of this corporation, or to (ii) one or more organizations selected by the Board of Directors which will help to further the purposes of this corporation.

4.

Membership Meetings

4.1 Place of Meetings. All meetings of members shall be held either at the principal office of the corporation or at any other place which may be designated by the Board of Directors pursuant to the authority hereinafter granted to the said Board, or by the written consent of all members entitled to vote thereat, given either before or after the meeting and filed with the Secretary of the corporation.

4.2 Annual Meetings. The annual meeting of members of the corporation shall be held each year on such date and at such time and place as determined by resolution of the Board of Directors.

Additional member meetings may be set as determined by the Board of Directors and pursuant to notification as defined in these bylaws. Unless elected by written ballot pursuant to Section 4.8, Directors shall be elected at the annual meeting of members. The Board of Directors shall designate a slate of candidates for election and nominations may also be taken from the floor at the annual meeting. The persons receiving the greatest number of votes shall serve as Directors.

4.3 Special Meetings. Special meetings of members, for any lawful purpose or purposes whatsoever, may be called at any time by the President, the Board of Directors, or by one or more members holding five percent (5%) or more of the voting power of the corporation. Notice of such request must be submitted in writing and mailed to the principal office of the corporation, or delivered to the President, the Vice-President or Secretary, by any person or persons other than the Board entitled to call a special meeting of members. The notice must state the business to be transacted at the special meeting. It shall be the duty of the officer to cause notice to be given, within twenty (20) days from receipt of such a request, to the members entitled to vote at the meeting scheduled and to be held not less than thirty-five (35) days nor more than ninety (90) days after the receipt of such a request. A quorum of members must be present at the special meeting per section 4.6 in order to conduct the business of the corporation.

4.4 Notice of Meetings. A notice of each annual meeting, written ballot for election of Directors or otherwise, if any, and special meeting shall be given by the President or, in case of his failure or refusal, by any other officer or any Director; shall specify the place, time, day and hour of the meeting or the date on which the ballot shall be returned, if applicable; in the case of an annual meeting at which Directors shall be elected, shall specify the names of all those who are candidates for election of Directors at the time the notice is given, and in the case of special meetings, the nature of the business to be transacted thereat. Such notice shall be given in writing to every member of the corporation who, on the record date for notice of the meeting, is entitled to vote thereat. Such notice shall be given either personally or by sending a copy thereof by first-class mail, postage or charges prepaid, or by electronic or telephonic communication including e-mail to the member's address appearing on the books of the corporation, at least ten (10) days but no more than ninety (90) days prior to the date fixed for such meeting; provided, however, that if notice is given by mail and is not sent first class, registered or certified mail, notice shall be given not less than twenty (20) days before the meeting.

4.5 Adjourned Meetings. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members either present in person or represented by proxy thereat, but in the absence of a quorum no other business may be transacted at any such meeting. No meeting may be adjourned for more than 45 days, annual or special, to another time or place. It shall not be necessary to give any such notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by an announcement at the meeting at which such adjournment is taken. If after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

4.6 Quorum. The presence in person or by proxy of at least one-third (1/3) of the voting power of the corporation shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

4.7 Voting. Each voting member (being either an individual or entity) in good standing (i.e. voting members who have paid their membership fees, dues and assessments in accordance with these Bylaws and whose membership has not been terminated pursuant to Section 3.4) is entitled to one vote on each matter submitted to a vote of the members. Voting shall be by voice vote, unless the chair of the meeting at which such vote takes place directs such voting to be by ballot. No single vote shall be split into fractional votes. Cumulative voting for the election of Directors or otherwise shall not be authorized.

4.8 Action Without Meeting by Written Ballot. Any action, which may be taken at any regular or special meeting of members, may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds a quorum of the members, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Ballots shall be distributed to members in accordance with Section 4.4 hereof, and, in any election of Directors by written ballot, the ballot shall name the candidates for Directors, and shall provide a space entitled "withhold" in which a member may indicate that the authority to vote for the election of Directors is withheld. All ballots distributed in accordance with this Section 4.8 shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. All written ballots distributed in accordance with this Section 4.8 shall specify the time by which the ballot must be received in order to be counted.

4.9 Proxies. Every member entitled to vote shall have the right to do so in person or by one or more agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the Secretary of the corporation; but no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which such proxy is to continue in force.

4.10 Conduct of Meetings. Meetings of members shall be presided over by the President of the corporation, or in his absence, by the Vice-President, and in the absence of both of them, by the chair chosen by a majority of the members present. The Secretary of the corporation shall act as the secretary of all meetings of members, provided that in his absence the presiding officer shall appoint another member to act as Acting Secretary of the meeting.

5.

Board of Directors

5.1 Powers. Subject to the limitations of the Articles of Incorporation, of the Bylaws, and of the California Nonprofit Corporation Law and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be controlled by, the Board of Directors. The Board of Directors shall have the power to select and remove all officers, agents, employees and contractors, and to fix reasonable compensation therefor, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of this corporation, and to appoint and delegate responsibilities and authority to committees, officers and agents.

5.2 Number of Directors. The authorized number of Directors shall be not less than three (3) and not more than nine (9) until changed by amendment of this section of these Bylaws in accordance with Section 9.2.a below. Initially, the number of Directors is hereby fixed at seven (7).

5.3 Election of Directors; Terms. The term of office for Directors shall be two (2) years. All Directors shall hold office until their respective successors are elected. There shall be no prohibition on reelection of a Director following the completion of that Director's term of office.

5.4 Vacancies. Vacancies in the Board of Directors may be filled by a majority of the remaining Directors then in office, though less than a quorum. Each Director elected shall hold office until his or her successor is elected. A vacancy or vacancies shall be deemed to exist (i) in the case of the death, resignation or removal of any Director, or (ii) if the authorized number of Directors is increased without election of the additional Directors so provided for, or (iii) in case of failure at any time to elect the full number of authorized Directors, or (iv) if any Director fails to attend three (3) consecutive meetings of the Board without a reasonable excuse. If any Director tenders his or her resignation to the Board of Directors, then the Board shall have the power to elect a successor to take office at such time as the resignation shall become effective. No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

5.5 Place of Meeting. All meetings of the Board of Directors may be held at any place that has been designated from time to time by resolution of the Board or by the written notice of the President.

5.6 Organization Meetings. Immediately following a election cycle where new Directors have been elected, the Directors shall hold a regular meeting for the purpose of organizing the Board, electing officers, and transacting such business as may come before the meeting. Pending such organization meeting, all officers and Directors of this corporation shall hold over, except any Director who ceases to qualify as a Director. A Director elected at such meeting, if any, shall forthwith become a member of the Board of Directors for purposes of such organization, in lieu of the predecessor

member, even though the meeting is held prior to the commencement of the regular calendar year term for a new Director.

5.7 Other Regular Meetings. Other regular meetings of the Board of Directors shall be held from time to time as the Board of Directors may fix, as may be specified and noticed by the Board of Directors or by the President of this corporation.

5.8 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, the Secretary or by any two (2) of the Directors.

5.9 Notice of Meetings; Attendance. Notice of the time and place of each meeting of the Board of Directors not fixed by an express provision of the Bylaws or by a standing Resolution of the Board of Directors shall be given to each Director not less than forty-eight (48) hours before the date of the meeting if given personally, by telephone or by electronic means including e-mail, and not less than four (4) days before the date of the meeting if given by first-class mail.

5.10 Consent to Meetings. The transactions of the Board of Directors at any meeting however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after call and notice if a quorum be present and if either before or after the meeting each Director not present (i) signs a written waiver of notice, or (ii) signs a consent to the holding of such meeting, or (iii) approves the minutes thereof. Each Director who attends the meeting without protesting, prior thereto or at its commencement, shall be deemed conclusively to have consented to the holding of the meeting and to have waived the lack of notice to such Director. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

5.11 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of the California Nonprofit Corporation Law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. Any certificate or other document filed under any provision of the California Nonprofit Corporation Law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Bylaws authorize the Directors to so act. For the purposes of this section only, "all members of the Board" shall not include any "Interested Director" as defined in Section 5.18.

5.12 Telephonic Meetings. Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting through use of telephone or similar communications equipment shall constitute presence in person at such meeting.

5.13 Quorum. A majority of the Directors in office from time to time shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided in

Section 5.14. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number be required by law, or by the Articles of Incorporation, or by these Bylaws.

5.14 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to meet again at another time or place. In the event a meeting of the Board of Directors is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time set for the rescheduled meeting to the Directors who were not present at the time of the adjournment.

5.15 Fees and Compensation. Directors shall serve without compensation, but by resolution of the Board of Directors, a fixed fee may be allowed for attendance at each meeting. Directors may be reimbursed in such amounts as may be determined from time to time by the Board of Directors for expenses paid while acting on behalf of the corporation and/or expenses incurred in attending meetings of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore so long as such compensation is approved by a majority of disinterested Directors.

5.16 Indemnity for Litigation. This corporation hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director or officer of this corporation, to the full extent allowed under the provisions of Section 7237 of the California Nonprofit Corporation Law relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Directors determines and finds to be reasonable, or, if required by said Section 7237, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

5.17 Standard of Conduct. Pursuant to Section 7231 of the California Nonprofit Corporation Law, a Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- a. One or more officers or employees of this corporation whom the Director believes to be reliable and competent in the matters presented;
- b. Legal counsel, independent accountants or other professionals as to matters which the Director believes to be within such person's professional or expert competence; or

c. A committee of the Board upon which the Director does not serve, as to matters within the committee's designated authority, which committee the Director believes to merit confidence. Provided, that in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

5.18 Self-Dealing Transactions. As used in this section, a "self-dealing contract" is any contract or transaction (i) between this corporation and one or more of its Directors, or between this corporation and any corporation, firm or association in which one or more of the Directors has a material financial interest, or (ii) between this corporation and a corporation, firm or association of which one or more of its directors are Directors of this corporation (collectively, "Interested Director(s)"). Pursuant to Section 7233 of the California Nonprofit Corporation Law, no self-dealing contract shall be void or voidable because such Interested Director(s) or corporation, firm or association are parties or because such Interested Director(s) are present at the meeting of the Board or committee which authorizes, approves or ratifies the self-dealing contract, if:

a. Membership Approval. All material facts are fully disclosed to or otherwise known by the members and the self-dealing contract is approved by the members in good faith including the abstention from voting by any membership owned by such Interested Director(s); or

b. Board or Committee Approval. All material facts are fully disclosed to or otherwise known by the Board or committee and the Board or committee authorizes, approves, or ratifies the self-dealing contract in good faith (including the abstention from voting by the Interested Director(s)), and, in the case of a self-dealing contract described above, the Board or committee resolves and finds that the contract is just and reasonable at the time it is authorized, approved or ratified; or

c. Just and Reasonable Contract. The person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the corporation at the time it was authorized, approved or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof which authorizes, approves or ratifies a contract or transaction as provided in this Section 5.18.

5.19 Resignation and Removal.

a. Any Director may resign at any time by giving written notice to the Board of Directors, to the President or to the Secretary of this corporation.

b. Any Director may be removed at any time without cause by a majority vote of the Full Members of this corporation.

5.20 Advisory Board. The Board of Directors may, at its sole discretion, appoint a board of advisors ("Advisory Board") with which the Board of Directors shall consult on matters relating to the operation of the corporation. The Advisory Board shall be comprised of (i) one representative from a Full Member, (ii) an officer or Director of corporation and (iii) one or more individuals chosen from among the Associate or Participant Members by the Board of Directors. The Board of Directors shall give due deference to the recommendations of the Advisory Board, provided that the Board of Directors shall not be bound by any advice or decision of the Advisory Board. The members of the Advisory Board shall not have the rights or privileges of directors or members as set forth in Sections 5047 and 5056 of the Nonprofit Public Benefit Law of the State of California and shall have no power or authority over the operation of the corporation. A member of the Advisory Board may be removed at any time by the Board of Directors.

6.

Officers

6.1 Officers. The principal officers of this corporation shall be a President, Vice President, Chief Financial Officer or Treasurer, and Secretary and such other officers as the Board of Directors may appoint. One person may hold two or more offices.

6.2 Election. The officers of this corporation, except such officers as may be appointed in accordance with the provisions of Section 6.3 or Section 6.4, shall be elected by the Board of Directors in accordance with this Article 6, and each officer shall hold his or her office for a term of two (2) years, or until he or she shall resign or shall be removed or his or her successor shall be elected and qualified.

6.3 Removal and Resignation.

a. Any officer may be removed, either with or without cause, by the Board of Directors at any regular or special meeting thereof, or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors (subject, in each case, to the rights, if any, of an officer under any contract of employment).

b. Any officer may resign at any time by giving written notice to the Board of Directors, or to any officer of this corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall not prejudice the rights of the corporation under any contract to which the officer is a party.

6.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

6.5 President. The President shall serve as the Chief Executive Officer of this corporation. Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of this corporation. The President shall serve as an ex officio voting member of all committees, and shall have such other powers and duties as may be designated from time to time by the Board of Directors. The President shall be a member of the Board of Directors and preside at all meetings of the Board of Directors.

6.6 Vice President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have such other powers and duties as may be designated from time to time by the Board of Directors. There shall be no limit on the number of Vice Presidents that may be appointed by the Board of Directors.

6.7 Chief Financial Officer/Treasurer. The Chief Financial Officer shall oversee the financial and accounting matters of this corporation with respect to the receipt and deposit of funds. The Chief Financial Officer shall have such other powers and duties as may be designated from time to time by the Board of Directors.

6.8 Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of this corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of this corporation, and shall deliver the Annual Statement required by Section 8.6 to the Directors. The Secretary shall have such other powers and duties as may be designated from time to time by the Board of Directors.

7.

Committees

7.1 Appointment of Committees. The Board of Directors may appoint such committees as the Board from time to time deems necessary or appropriate to conduct the business and further the objectives of this corporation. The appointment by the Board of any other committee having the authority of the Board shall be by resolution adopted by a majority of Directors then in office.

7.2 Powers and Authority of Committees. The Board of Directors may delegate to any committee having the authority of the Board, any of the powers and authority of the Board of Directors in the management of the business and affairs of this corporation, except the following:

- a. The approval of any action for which the California Nonprofit Corporation Law also requires the approval of members of a corporation.

- b. The filling of vacancies on the Board or in any committee that has the authority of the Board.
- c. The fixing of compensation of the Directors for serving on the Board or on any committee.
- d. The amendment or repeal of Bylaws or the adoption of new Bylaws.
- e. The amendment or repeal of any resolution of the Board, which by its express terms is not so amendable or repealable.
- f. The appointment of committees of the Board or the members thereof.
- g. The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

8.

Miscellaneous

8.1 Fiscal Year. The fiscal year of this corporation shall end on the last day of December of each year.

8.2 Inspection of Corporate Records. The books of account and minutes of the proceedings of the Board of Directors, and of any committees of the Board of Directors, shall be open to inspection at the principal office of this corporation by each Director at any reasonable time upon the written demand of any Director. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts at the requesting Director's expense.

8.3 Representation of Shares of Other corporations. Any officer of this corporation is authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted to said officers may be exercised by such officers in person or by other persons authorized to do so by proxy duly executed by such officers.

8.4 Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to this corporation and any and all securities owned by or held by this corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

8.5 Execution of Contracts. The Board of Directors may authorize any officer, employee, or agent to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of this corporation and such authority may be general or confirmed to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind this corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount. Provided, that pursuant to Section 7214 of the California Nonprofit Corporation Law, any such contract or instrument between this corporation and any third person, when signed by (i) the President or Vice President, and (ii) the Secretary or Chief Financial Officer of this corporation, shall be valid and binding upon this corporation in the absence of actual knowledge on the part of said third person that the signing officers had no authority to execute the same.

8.6 Annual Statement of Certain Transactions and Indemnifications. Pursuant to Section 8322 of the California Nonprofit Corporation Law, the Board of Directors shall cause an annual statement of certain transactions and indemnifications to be delivered to the Board of Directors not later than one hundred twenty (120) days after the close of the fiscal year. If this corporation issues an annual report, this requirement shall be satisfied by including the required information, as set forth below, in said annual report. Such annual statement shall describe:

a. The amount and circumstances of any loans, guarantees, indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year of this corporation to any officer or Director of this corporation; provided, that no such report need be made in the case of any loan, guarantee, indemnification or advance approved by the members; and

b. Any "covered transaction" (defined below) during the previous fiscal year of this corporation involving (1) more than Fifty Thousand Dollars (\$50,000) or, (2) which was one of a number of "covered transactions" in which the same "interested person" (defined below) had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000). The statement shall describe the names of any "interested persons" involved in such covered transactions, including such "interested person's" relationship to the transaction, and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which the interested person is only a partner, only the interest of the partnership need be stated. For the purposes of this section, a "covered transaction" is a transaction in which this corporation, or its parent or subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

i. Any Director or officer of this corporation, or its parent or subsidiary; or

ii. Any holder of more than ten percent (10%) of the voting power of this corporation, or of its parent or subsidiary.

For purposes of this section, any person described in either subparagraph (i) or (ii) above is an "interested person "

8.7 Corporate Loans, Guarantees and Advances. This corporation shall not make any advances or make any loan of money or property to or guarantee the obligation of any director or officer, except as is expressly allowed under Section 7235 of the California Nonprofit Corporation Law.

8.8 Public Inspection and Disclosure. The corporation shall have available for public inspection at its principal office a copy of its three (3) most recent annual exempt organization information returns and a copy of its application for recognition of exemption and determination letter. In addition, in the event that the corporation provides services or information to the public for a fee, and such services or information are available from the federal government free of charge or for a nominal cost, such availability shall be conspicuously disclosed in an easily recognizable format in any solicitation or offer by the corporation.

8.9 Political Activities. The corporation shall not make any political expenditure or lobbying expenditure, which will result in the loss of, or otherwise adversely affect, its status as a tax-exempt organization under the Internal Revenue Code of 1986, as amended.

9.

Effective Date and Amendments

9.1 Effective Date. These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors of this corporation in adopting them provide that they are to become effective at a later date.

9.2 Amendments. These Bylaws may be amended or repealed and new Bylaws adopted by the vote of the majority of the members of the Board of Directors then in office upon proper notice, unless the action would (i) materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer; (ii) increase or decrease the number of members authorized in total or for any class; (iii) effect an exchange, reclassification or cancellation of all or a part of the memberships; or (iv) authorize a new class of membership. Bylaws affecting the following may be adopted, amended or repealed only by the affirmative vote of a majority of the votes represented and voting at a duly held meeting of members at which a quorum is present, or by written ballot pursuant to Section 4.8:

- a. A Bylaw specifying or changing the maximum or minimum number of Directors;
- b. A Bylaw increasing the term of office of Directors;
- c. A Bylaw increasing the quorum of members; and
- d. A Bylaw repealing, restricting, creating or expanding proxy rights.

- e. A Bylaw repealing or amending the right to cumulative voting.

CERTIFICATE OF INCORPORATOR

I, the undersigned, do hereby certify:

1. That I am the incorporator of PayCircle.
2. That the foregoing Bylaws constitute the Bylaws of the said corporation adopted by me.

DATED: _____, 200__

Jeffrey Burke, Incorporator

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