

CODE OF BYLAWS  
OF  
LANGUAGE TRAINING CENTER, INC.  
(Existing Under the Indiana Business Corporation Law ("Law"))

ARTICLE 1

Shares

1.1. Issuance of Shares. The Corporation may issue shares for such consideration received or to be received as the Board of Directors determines to be adequate. When the Corporation receives the consideration for which the Board of Directors authorized the issuance of shares, the shares issued therefor are fully paid and nonassessable.

1.2. Certificates for Shares. Shares may but need not be represented by certificates. Share certificates shall be signed either manually or in facsimile by the President or a Vice-President and the Secretary or an Assistant Secretary, of the Corporation stating the name of the Corporation and that it is organized under the law of the State of Indiana, the name of the person to whom issued, and the number and class of shares the certificate represents.

1.3. Transfer of Shares. Shares of the Corporation shall be transferable only on the books of the Corporation upon surrender of the certificate, properly endorsed and duly witnessed.

1.4. Lost, Stolen or Destroyed Certificates. The Corporation may issue a new certificate for shares of the Corporation in the place of any certificate theretofore issued where the holder of record of the certificate makes proof in affidavit form that it has been lost, destroyed, or wrongfully taken, and in the Corporation's discretion, gives a bond in such form, and with such surety or sureties, with fixed or open penalty, as the Corporation may direct, to indemnify the Corporation against any claim that may be made on account of the alleged loss, destruction, or theft of the certificates.

## ARTICLE 2

### Meetings of Shareholders

2.1. Place of Meetings. All meetings of Shareholders of the Corporation shall be held at such place, within or without the State of Indiana, as shall be specified in the respective calls and notices or waivers of notice thereof.

2.2. Annual Meeting. The annual meeting of the Shareholders shall be on or before the first Monday of June each year, at such hour and at such place as shall be designated by the President or the Board of Directors of the Corporation, and specified in the notice of said meeting. The failure to hold an annual meeting at the designated time does not affect the validity of any corporate action.

2.3. Special Meetings. The Corporation must hold a special meeting of Shareholders on call of the Board of Directors, the President or by the holders of at least twenty-five percent (25%) of all of the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting. The appropriate number of Shareholders, in order to call a special meeting of the Shareholders, must sign, date, and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

2.4. Notice of Meetings. The Corporation shall notify Shareholders, orally or in writing, of the date, time and place of each annual and special Shareholders' meeting, and in the case of a special Shareholders' meeting, or when required by any other provision of the Law, the purpose or purposes for which the meeting is called, no fewer than ten (10) nor more than sixty (60) days before the meeting date. Notice of any Shareholders' meeting may be waived in writing by a Shareholder entitled to notice either before or after the date and time stated in the notice. Such waiver shall be filed with the minutes or other corporate records.

2.5. Voting at Meetings. Each outstanding common share is entitled to one vote on each matter voted on at a Shareholders' meeting. Only whole shares are entitled to vote.

2.6. Voting Lists. After fixing a record date for a meeting, the Corporation shall prepare an alphabetical list with the names of all Shareholders who are entitled to notice of a Shareholders' meeting. The Shareholders' list must be available for inspection by any Shareholder entitled to vote at the meeting, beginning five (5) business days before the date of the meeting for which the list was prepared and continuing through the meeting.

2.7. Quorum. Shares entitled to vote may take action on a matter at a meeting only if a quorum of those shares exist with respect to that matter. A majority of the votes entitled to be cast by the voting group constitutes a quorum of that group. Once a share is present for any purpose at a meeting it is deemed present for all quorum purposes for the remainder of the meeting, unless a new record date is set for an adjourned meeting.

2.8. Other Means of Participation in Meetings. Any or all Shareholders may participate in any Shareholders' meeting by, or through the use of, any means of communication by which all Shareholders participating may simultaneously hear each other during the meeting.

2.9. Shareholder Action. If a quorum exists, action on a matter (other than the election of Directors which is decided by plurality vote) is approved if the votes cast favoring the action exceed the votes cast opposing the action. Only business within the purpose or purposes described in the meeting notice may be conducted at a special Shareholders' meeting.

2.10. Fixing of Record Date. The Board of Directors shall fix a future date, not more than seventy (70) days before the meeting or action requiring a determination of Shareholders, as the record date in order to determine the Shareholders entitled to notice of a Shareholders' meeting, to demand a special meeting, to vote or to take any other action.

2.11. Action by Consent. Any action required or permitted to be taken at a Shareholders' meeting may be taken without a meeting if the action is taken by all the Shareholders entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all the Shareholders entitled to vote on the action, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. The consent is effective when the last Shareholder signs the consent, unless the consent specifies a different prior or subsequent effective date.

### ARTICLE 3

#### The Board of Directors

3.1. Powers of Board. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, a Board of Directors. The Board of Directors may fix, from time to time, the compensation of Directors.

3.2. Election and Qualification. The Board shall consist of no more than three (3) but not less than one (1) Director. A Director need not be a resident of Indiana or a Shareholder of the Corporation. The number of Directors may be increased or decreased from time to time by amendment to the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. Directors are elected at the first annual Shareholders' meeting and at each annual meeting thereafter. Directors shall be elected to serve for a term which shall expire at the next annual meeting of the Shareholders and thereafter may continue to serve until a successor is elected and qualifies, until there is a decrease in the number of Directors or until such Director's earlier resignation or removal from office.

3.3. Vacancies. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, the Board of Directors may fill the vacancy or if the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by an affirmative vote by the majority of all the Directors remaining in office. If such vacancy or vacancies leaves the Board of Directors with no members or if the vote of the remaining members of the Board shall result in a tie, such vacancy may be filled by a vote of the Shareholders at a special meeting called or noticed for that purpose.

3.4. Annual Meeting. The Board of Directors shall meet each year as soon as reasonably possible after the annual meeting of the Shareholders, at the place where such meeting of the Shareholders has been held. Annual meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting.

3.5. Regular Meetings. Regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. Such meetings shall be held at such place (either within or without the State of Indiana) and time as may be fixed from time to time by resolution of the Board of Directors.

3.6. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or upon written request of a majority of the Directors. Notice of the date, time and place, either within or without the State of Indiana and as specified in the respective notices or waivers of any such meetings, of such a special meeting shall be given either orally or in writing to each Director at the Director's residence or usual place of business to be effective not later than during the day immediately preceding the day of the meeting.

3.7. Effectiveness of Notice. Transmission of notice, for purposes of this Article 3, is effective: (i) if in writing, at the earliest of the following: (a) when received; (b) five (5) days after its mailing, as evidenced by the postmark or private carrier receipt, if

correctly addressed to the address listed in the most current records of the Corporation; or (c) on the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (ii) if orally, when communicated.

3.8. Waiver of Notice. A Director, in writing, may waive any required notice either before or after the date and time stated in the notice. Such waiver must be filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting or promptly upon the Director's arrival objects to holding a meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

3.9. Quorum and Actions of Board. A quorum of the Board of Directors consists of a majority of the Directors except as provided in Section 3.3. A quorum of the Board of Directors must be present at the time an action is taken for the action to be validly adopted; if a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors.

3.10. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if the action is taken by all members of the Board or committee. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. The consent is effective when the last Director signs the consent, unless the consent specifies a different prior or subsequent effective date.

3.11. Participation in Meetings When Not in Attendance. Any or all Directors may participate in a regular or special meeting by, or conduct a meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

3.12. Designation of Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. The Board of Directors may specify the extent of the authority of any committee it designates and may grant the committee as much authority as the Board has in managing the business and affairs of the Corporation subject to the limitations on committee powers in the Law.

## ARTICLE 4

### The Officers

4.1. Number. The officers of the Corporation shall consist of the President, the Treasurer, the Secretary, and such other officers, including vice presidents and assistants, as the Board of Directors may elect from time to time. The same individual may simultaneously hold more than one office in the Corporation.

4.2. Election, Term of Office, and Qualification. The officers shall be elected at the annual meeting of the Board of Directors, or at a subsequent meeting of the Board as provided in these Bylaws. Each officer shall hold office until the next annual meeting of the Board and until the officer's successor is elected and qualified, or until the officer's death, resignation, or removal from office.

4.3. Removal. The Board of Directors may remove any officer at any time with or without cause.

4.4. Salaries. The salaries of the officers shall be fixed, from time to time, by the Board of Directors at its discretion.

4.5. The President. The President shall be the chief executive, operating and administrative officer of the Corporation. The President shall preside at all meetings of the Shareholders and at meetings of the Board of Directors. The President shall exercise such duties as customarily pertain to the office of the President and shall have general and active supervision over the property, business and affairs of the Corporation and over its several officers. The President may appoint officers, agents or employees other than those appointed by the Board of Directors and shall perform such other duties as may be prescribed from time to time by the Board of Directors or by these Bylaws.

4.6. The Vice-President. The Vice-President shall perform the duties the President may prescribe.

4.7. The Secretary. The Secretary shall have the custody and care of the corporate seal, records, minutes and share books of the Corporation. The Secretary shall attend all meetings of the Shareholders and of the Board of Directors, and shall prepare and keep, or cause to be kept in a book provided for that purpose, true and complete minutes of the proceedings of such meetings, and shall perform a like duty for all standing committees appointed by the Board of Directors, when required. The Secretary shall be responsible for authenticating records, attending to the giving and serving of all notices of the Corporation,

filing and taking charge of all papers and documents belonging to the Corporation and performing such other duties as these Bylaws may require or the Board of Directors may prescribe or as are usual to such office.

4.8. The Treasurer. The Treasurer shall be the financial officer of the Corporation and shall perform all duties customary to that office; shall have charge and custody of, and be responsible for, all funds of the Corporation, and deposit all such monies in the name of the Corporation in such banks, trust companies and other depositories as shall be selected by the Board of Directors; shall receive, and give receipts for, monies due and payable to the Corporation from any source whatsoever; and, in general, shall perform all the duties as, from time to time, may be assigned by the Board of Directors or by the President. The Treasurer shall render to the President and the Board of Directors, at the annual meeting of the Board and whenever the same otherwise shall be required, an account of all of the Treasurer's transactions and the financial condition of the Corporation.

4.9. Delegation of Authority. In case of the absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may, and in the case of the office of Secretary, shall delegate the powers or duties of such officer to any other officer or to any Director, for the time being, provided a majority of the entire Board of Directors concurs therein.

## ARTICLE 5

### Miscellaneous

5.1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and shall end on the last day of December in each year.

5.2. Execution of Documents. All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation; all deeds, mortgages, and other written contracts and agreements to which the Corporation shall be a party; and all assignments or endorsements of share certificates, registered bonds, or other securities owned by the Corporation, shall, unless otherwise duly directed by the Board of Directors or the President, or unless otherwise required by law, be signed by any one of the following officers: President, Vice-President, Treasurer or Secretary.

## ARTICLE 6

### Indemnification

#### 6.1. General.

6.1.1 Every person who is or was a director of the Corporation shall be indemnified by the Corporation against all liability and reasonable expenses (as such terms are defined in Ind. Code §§23-1-37-3 and -4) incurred by such person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, because such person is or was a director (as defined in Ind. Code §32-1-37-2) (a "Director") of the Corporation, provided that such person is determined in the manner specified in Ind. Code §23-1-37-12 to have met the standard of conduct specified in Ind. Code §23-1-37-8. The Corporation shall advance to such person the reasonable expenses incurred by him or her in connection with any such action, suit or proceeding, subject to the requirements of Ind. Code §23-1-37-10. Upon demand for indemnification or advancement of expenses, as the case may be, the Corporation shall proceed as provided in Ind. Code §23-1-37-12 to determine whether such person is entitled thereto. Every person who is an officer of the Corporation shall be indemnified, and shall be entitled to an advancement of expenses, to the same extent as if such person were a Director.

6.1.2 Nothing contained in this Article 6 shall limit or preclude the exercise of any right under the Law or otherwise relating to indemnification of or the advancement of expenses to any director, officer or employee of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any director, officer or employee.

6.2. Insurance. The Corporation shall purchase and maintain insurance on behalf of an individual who is or was a Director or officer of the Corporation, or who, while a Director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee or employee of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a Director or officer whether or not the Corporation would have power to indemnify the individual against the same liability under Section 6.1, provided that such insurance is available on acceptable terms, which determination shall be made by a vote of a majority of the entire Board of Directors.



Adopted as of July 17, 1997

6.3. Applicability. The right to be indemnified or to the reimbursement or advancement of expenses pursuant to this Article 6 (i) is intended to be retroactive and shall be available with respect to events occurring prior to the adoption hereof, and (ii) shall continue to exist after the rescission or restrictive modification hereof with respect to events occurring prior thereto.

## ARTICLE 7

### Amendments

The power to make, alter, amend or repeal these Bylaws is vested in the Board of Directors, but the affirmative vote of a majority of the actual number of Directors elected and qualified at the time, shall be necessary to effect any alteration, amendment or repeal of these Bylaws; provided, however, that the affirmative vote of at least two-thirds (2/3) of the entire Board of Directors shall be required to amend, alter, change or repeal the provisions of Article 6 of these Bylaws.

### Record of Adoption and Amendments

Adoption

July 17, 1997