

BYLAWS
OF
UNIVERSAL FLASH STORAGE ASSOCIATION, Inc.

a California Nonprofit Mutual Benefit Corporation

ARTICLE I. MISSION. GOALS. OFFICES.

Section 1. MISSION

The mission of the corporation is to facilitate the development of Universal Flash Storage (UFS) Standards and actively promote the development, manufacture, and use of UFS standard memory, and industry awareness and acceptance of UFS standard memory.

The corporation and its Members are committed to foster open competition in the development of products and services based upon Open Industry Standards or other activities which the corporation may undertake.

The Members (particularly where they are direct competitors in certain lines of business, and including their employees and representatives), shall, when engaged in the activities and affairs of the corporation, act in a manner which does not violate any state, federal or international antitrust laws or regulations.

Without limiting the generality of the foregoing, the corporation prohibits any discussion on costs, prices, quantity or quality of production levels, methods or channels of distribution, markets, customers or any other topic, or any conduct, which may be construed as a violation of antitrust laws. Each respective Member shall advise its respective participant representatives and employees on the importance of compliance with applicable state, federal or international antitrust laws or regulations and require the scope of any discussions or exchanges amongst representatives of Members and/or the corporation, be limited to the mission and goals of the corporation stated above.

Section 2. PRINCIPAL EXECUTIVE OFFICE.

The principal executive office for the transaction of the business of the corporation is hereby fixed and located at 7111 Destiny Hills Dr, Austin, TX 78738.

Section 3. CHANGE OF LOCATION.

The board of directors is hereby granted full power and authority to change said principal executive office from one location to another and to fix the location of the principal executive office of the corporation at any place within or outside the State of California. Any such change shall be noted on these bylaws by the secretary, opposite this section, or this section may be amended to state the new location.

ARTICLE II. MEMBERS.

Section 1. MEMBERSHIP.

UFSA shall have four (4) types of Members (hereinafter referred to as a “Member” individually, and “Members” collectively), designated as follows. Any member, in good standing and not delinquent on membership dues, may participate in UFSA activities and exercise its rights to the extent indicated by the type of membership. To preserve the “one-company one-vote” concept within UFSA, wholly-owned or majority-owned subsidiaries shall not be granted separate voting privileges.

(A) Board of Directors

The governing body of UFSA is the Board of Directors (Board) which is comprised of individual Directors (or their alternates) appointed by UFSA Board Member companies.

(a) Eligibility. The initial Board is comprised of Board Members at the founding of the UFSA. Subsequent to the formation of the initial Board of Directors, new Board Members may be elected to the Board by a two-thirds majority of the Board Members. Contributor Members in good standing may apply for membership as Board Members. Board membership shall be subject to (1) the agreement of the applicant to actively support and participate in the efforts of the corporation, (2) payment in full of all membership dues, fees and assessments invoiced upon acceptance into membership no later than the date of acceptance into membership, and (3) the agreement (in such written or other form as specified by the Board) by the applicant to abide by the terms and conditions of these bylaws as amended from time to time during such applicant’s membership in the corporation in accordance with the terms hereof and applicable laws.

(b) Rights. A Board Member maintains its position until the seat is voluntarily relinquished or forfeited due to other events as outlined in Section 5. Mergers, divestitures, acquisitions and other corporate changes that do not substantially alter the nature of a member company will not be grounds to forfeit a seat on the Board so long as the new entity continues to meet all Board Eligibility Requirements.

A Board Member who is in good standing and has not been suspended, shall until the effective date of expiration or termination of its Board Membership, have the right to designate one (1) director to the board of directors, and four alternates and shall be entitled to one (1) vote on all matters at Board meetings and one vote at the Committee meetings. Board meetings may address such matters as, including without limitation, the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, each Board Member shall constitute a “member” within the meaning of Section 5056 of the California Corporations Code. If the corporation is dissolved, then at the date of dissolution, each then active Board Member who is in good standing shall share with all then active Board Members and Contributor Members in good standing, in such proportion as such Board Member’s total contributions (in membership fees and dues) paid to the corporation bears to the total contributions (in membership fees and dues) paid to the corporation by all of the other then active Board Members and Contributor Members in good standing, in a distribution of all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligations and debts of the corporation and provision for any other payment required under applicable law.

(c) Initial Membership Fee. The initial membership fee for a Board Member, is US\$40,000.00, which shall be due and payable no later than the date of acceptance into membership as a Board Member by the board of directors and is non-refundable. The annual renewal fee will also be US\$40,000.00. The amount or payment terms of the initial membership fee may be changed at any time by a majority vote of a quorum of the board of directors at a meeting of the board of directors held in accordance with these bylaws.

(B) Contributors.

(a) Eligibility. For-profit or non-profit business entities who are interested in actively supporting and promoting the development, manufacture and use of Standard universal flash storage devices may apply for membership as Contributor Members. Contributor Membership shall be subject to (1) the agreement of the applicant to actively support and participate in the efforts of the corporation, (2) payment in full of all membership dues, fees and assessments invoiced upon acceptance into membership no later than the date of acceptance into membership as an Contributor Member, and (3) the agreement (in such written or other form as specified by the board of directors) by the applicant to abide by the terms and conditions of these bylaws as amended from time to time in accordance with the terms hereof and applicable laws during such applicant's membership in the corporation.

(b) Rights. A Contributor Member who is in good standing and has not been suspended, shall until the effective date of expiration or termination of its Contributor Membership, have the right to designate one (1) member to the Contributor Committee meeting, and four alternates and shall be entitled to one (1) vote on all matters of the Contributor Committee meetings. Contributor Members are such affiliated persons as are contemplated by Section 7333 of the California Corporations Code. The corporation and these bylaws may refer to Contributor Members as "members" or "Members" and no such reference shall constitute such Contributor Member a member within the meaning of Section 5056 of the California Corporations Code. However if the corporation is dissolved, Contributor Members in good standing shall share with the then active Board Members in such proportion as such Contributor Member's total contributions (in membership fees and dues) paid to the corporation bears to the total contributions (in membership fees and dues) paid to the corporation by all of the other then active Board Member and Contributor Members in good standing, in a distribution of all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligations and debts of the corporation and provision for any other payment required under applicable law.

(c) Initial Membership Fee. The initial membership fee for a Contributor Member, shall be US\$ 10,000.00, which is due and payable no later than the date of acceptance into membership as an Contributor Member by the board of directors and is non-refundable. The annual renewal fee will also be US\$10,000.00. The amount or payment terms of the initial membership fee may be changed at any time by a majority vote of a quorum of the board of directors at a meeting of the board of directors held in accordance with these bylaws.

(C) Adopter.

(a) Eligibility. For-profit or non-profit business entities interested in actively supporting and promoting the development, manufacture and use of Standard universal flash storage devices may apply for membership as Adopter Members. Adopter Membership shall be subject to (1) the agreement of the applicant to actively support and participate in the efforts

of the corporation, (2) payment in full of all membership dues, fees and assessments invoiced upon acceptance into membership no later than the date of acceptance into membership as an Adopter Member, and (3) the agreement (in such written or other form as specified by the board of directors) by the applicant to abide by the terms and conditions of these bylaws as amended from time to time in accordance with the terms hereof and applicable laws during such applicant's membership in the corporation.

(b) Rights. An Adopter Member who is in good standing and has not been suspended, shall until the effective date of expiration or termination of its Adopter Membership, have the right to use the UFSA logo for qualified products, participate in UFSA qualification and verification activities, and other such rights as specified by the Board of Director. Adopter Members are such affiliated persons as are contemplated by Section 7333 of the California Corporations Code. The corporation and these bylaws may refer to Adopter Members as "members" or "Members" and no such reference shall constitute such Adopter Member a member within the meaning of Section 5056 of the California Corporations Code. If the corporation is dissolved, Adopter Members shall have not be entitled to share with the then active Board Members and Contributor Members in a distribution of all assets, including those held in charitable trust, remaining after payment or provision for payment of the obligations and debts of the corporation and provision for any other payment required under applicable law.

(c) Initial Membership Fee. The initial membership fee for a Adopter Member, shall be US\$2,500.00, which is due and payable no later than the date of acceptance into membership as an Adopter Member by the board of directors and is non-refundable. The annual renewal fee will also be US\$2,500.00. The amount or payment terms of the initial membership fee may be changed at any time by a majority vote of a quorum of the board of directors at a meeting of the board of directors held in accordance with these bylaws.

(D) Honorary Member.

(a) Eligibility. Government entities interested in actively supporting and promoting the development, manufacture and use of Universal Flash Storage devices may apply for membership as Honorary Members. Granting of membership as an Honorary Member requires approval of the Board of Directors by a two-thirds vote and is subject to (1) the agreement of the applicant to actively support and participate in the efforts of the corporation, and (2) the agreement (in such written or other form as specified by the board of directors) by the applicant to abide by the terms and conditions of these bylaws as amended from time to time in accordance with the terms hereof and applicable laws during such applicant's membership in the corporation. Honorary Membership is subject to review and re-approval by the Board at the anniversary date of the Honorary Membership grant.

(b) An Honorary Member may participate in Board and Contributor committee meetings but shall not have the right to vote and shall not constitute a "member" within the meaning of Section 5056 of the California Corporations Code. Rather, Honorary Members are such affiliated persons as are contemplated by Section 7333 of the California Corporations Code. The corporation and these bylaws may refer to Honorary Members as "members" or "Members" and no such reference shall constitute such Honorary Member a member within the meaning of Section 5056 of the California Corporations Code.

Section 2. MEMBERSHIP BOOK.

The corporation shall keep in written form, or in any form capable of being converted into written form, a membership book containing the name, address (for purposes of mail, notices, and contact), and membership type of each Member. The book shall also contain the fact of transfers, expiration or termination and the date on which such membership began and ceased. Such book shall be kept at the principal office of the corporation and shall be subject to the rights of inspection required by law as set forth in Section 3 of Article VIII of these bylaws. Each Member shall be responsible for providing (and updating) the records of the corporation with respect to names, addresses, contacts.

Upon any termination of membership, the corporation may require return to the corporation of membership certificates or identity cards.

Section 3. CERTIFICATES OF MEMBERSHIP.

The board of directors shall decide whether the corporation shall issue membership certificates, identity cards or similar devices to identify or certify membership. The corporation is not required to issue membership certificates, or other identity cards or similar devices to Members to identify Members and type of membership.

Section 4. TRANSFER OF MEMBERSHIP.

All transfers of Board Memberships and Contributor Memberships and Honorary Memberships shall be subject to the prior authorization and approval of the board of directors, including without limitation transfers to an Affiliate or on dissolution, merger, sale of assets or business, or reorganization, of a Member. The board of directors may refuse its consent to transfer or impose conditions upon the transfer of any membership, in its discretion. The board of directors may at any time declare Board Memberships and/or Contributor Memberships or Honorary memberships unconditionally non-transferable. Any unauthorized transfer of any Membership shall result in cancellation and forfeiture of such Membership.

The board of directors may, in connection with any proposed transfer of membership, require (and in turn approve or deny) an application for membership of the proposed transferee, in its discretion.

Section 5. TERMINATION OF MEMBERSHIP.

(A) Causes of Termination or Suspension. Unless otherwise determined by the board of directors with respect to special circumstances surrounding such particular Member, membership of a Member shall terminate on occurrence of any of the following events:

--Resignation of such Member pursuant to subsection (C) of this Section 5;

--Where the membership was issued for a determined period of time, upon the expiration of such time period, unless the membership is renewed on the renewal terms fixed by the board;

--Failure of a Member to pay dues, fees or assessments as set by the board within 90 days after they become due and payable;

--Occurrence of any event that renders such Member ineligible for membership or continuation of its membership, or such Member failing or ceasing to satisfy membership qualifications and conditions; membership of a Member may be suspended and/or the Member expelled where a Member has committed a material breach of its agreement under Article II Section 1 (A)(a) first paragraph (3) or Article II Section 1(B) (a) first paragraph (3).

--A Member may be expelled, based on the good faith determination by the board of directors that such Member has failed in a material and serious degree to observe the rules of conduct of the corporation or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation;

--The dissolution of such corporate Member or where such non-corporate Member ceases to exist or do business.

A Member may be suspended based on the good faith determination by the board of directors or a committee or person authorized by the board of directors to make such a determination, that the Member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. A person whose membership is suspended shall not be a Member during the period of suspension.

(B) Expulsion/Suspension Procedure. If grounds appear to exist for expulsion or suspension of a Member, the procedure set forth below shall be followed:

The Member shall be given fifteen (15) days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first class or registered mail to the Member's last known address as shown on the corporation's records.

The Member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered by the board or by a committee or person authorized by the board of directors to determine and/or advise the board of directors whether the expulsion or suspension should take place.

Unless otherwise directed by the board of directors, the board of directors shall decide whether or not the Member should be expelled, suspended, or sanctioned in some other way. The decision and determination of the board of directors shall be final.

Any objection must be raised and any action challenging an expulsion, suspension, or sanction, including any claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or sanction or such right of action is forever waived by Member.

(C) Resignation. Unless otherwise agreed by the board of directors and such Member, the membership of any Member of the corporation shall automatically terminate on receipt by the corporation of such Member's written request for such termination; such request shall be addressed to the president or secretary of the corporation, and shall be sent by mail, postage prepaid first class, delivered personally in hand, or sent by overnight international courier service.

(D) Effect of suspension or termination. Excepting such rights and licenses otherwise provided for under the terms of Article XI of these bylaws, all rights of Member, as a Member, in the corporation and in its property shall cease on the suspension or termination of such Member's membership. Suspension or termination shall not relieve such Member (or its Affiliates) from any debts, liabilities or obligations for charges incurred, services or benefits actually received or rendered, fees (including without limitation any initial membership fees or annual membership fees), whether arising from a contract, while a Member or by reason of membership, or otherwise. The corporation shall retain the right to enforce any such debt, liability, contract or obligation, as well as its rights, and seek such remedies and relief as may exist at law, in equity, or otherwise, to obtain damages and such other remedy or relief, for breach or otherwise. Upon termination or suspension the director designated by the terminated or suspended Member, if any, shall be immediately and automatically removed from office.

Section 6. DISCLOSURE/USE OF MEMBER NAMES.

(A) The corporation may disclose and list the names and roles of the various Members of the corporation in corporation rolls, rosters, or listings of existing Members, or in corporation announcements regarding new Members.

(B) No use of any Member's (or its Affiliate's) respective trade name, trademark or logo, or name of any Member's (or its Affiliate's) respective officers or employees, may be made by or on behalf of the corporation on any letterhead, business card, packaging, products, services, signage or otherwise, without such Member's (and its Affiliate's, if applicable) respective prior written consent and such Member (or such Affiliate) having had reasonable opportunity to review, object to, or comment on any proposed use.

Section 7. USE OF THE CORPORATION'S TRADENAME. TRADEMARK.

(A) No use of the corporation's trade name, trademark or logo, may be made on any letterhead, business card, packaging, products, services, signage or otherwise, without the corporation's prior written consent in each instance and the corporation having had an opportunity to review, object to, or comment on any proposed use.

(B) From time to time the corporation, by its board of directors, may establish criteria and grant to qualified persons a license to use particular trademarks and logos of the corporation in conjunction with products which meet such criteria. All such licensing of trademark and or logo symbols shall be subject to scrutiny of compliance with UFS standards by the corporation.

ARTICLE III. DIRECTORS.

Section 1. POWERS.

Subject to the provisions of California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation and the bylaws of this corporation relating to actions required to be approved by the Members or a majority of all the Members, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the board of directors.

The board of directors may designate one or more persons to conduct the day-to-day operation of the business of the corporation under the supervision of the Chairman of the Board of Directors, provided that the activities and affairs of the corporation shall be exercised under the ultimate direction of the board of directors.

Section 2. NUMBER AND QUALIFICATION OF DIRECTORS.

The authorized number of directors of the corporation shall not be less than one (1) nor more than thirty (30) with the exact number of directors to be fixed, within the limits specified, by approval of the board or the Members in the manner provided in these bylaws. Initially, the authorized number of directors of the corporation shall be thirty (30). Subject to the provisions of Section 1(A)(b) and 1(D) of Article II, each Board Member in good standing shall be entitled to designate one director to the board of directors of the corporation as per Section 3 below. A person designated by a Board Member to be a director shall become a director upon the receipt by the secretary of the corporation of a written designation. Authorized but vacant director positions shall remain vacant to the extent such positions are not filled by Board Members entitled to designate directors to fill such positions, and to the extent that the authorized number of directors exceeds the number of Board Members entitled to designate directors. A bylaw specifying or changing a fixed number of directors or the maximum or minimum number or changing from a fixed to a variable board or vice versa may only be adopted by approval of a majority of the Board Members in good standing.

Section 3. DESIGNATION AND TERM OF OFFICE.

Subject to Section 2 of this Article III and Section 1 of Article II, at each annual meeting of the Members, each Board Member shall designate a director to serve on the board of directors.

Candidates for the chief executive officer (president) of the corporation and chairman of the board may be selected from the members of the board of directors or the president may be a paid employee not a member of the board.

Each director, including a director designated to fill a vacancy, shall hold office until the expiration of his or her annual term, unless a successor has been designated and qualified.

Section 4. VACANCIES.

A vacancy in the board of directors may only be filled by the same Board Member (or Corporate Group) entitled to designate a director to fill such position. Each director so designated shall hold office until his or her successor is designated (at the next annual meeting of Board Members) by the Board Member entitled to fill such board member position.

A vacancy in the board of directors shall be deemed to exist in case of the death, resignation, expiration of the term of, or removal of a director, or if the board of directors by resolution, declares vacant the office of a director who has been declared of unsound mind by an order of court or convicted of a felony; a vacancy shall also be deemed to exist if an Board Member (or Corporate Group) fails to designate a member to (or to fill a vacancy in) a position on the board of directors which it is entitled to fill.

If a Board Member (or Corporate Group) fails to designate a person to fill a vacancy, the vacancy shall continue vacant until a person is designated by such Board Member (or Corporate Group) entitled to fill such position.

If the board of directors accepts the resignation of a director tendered to take effect at a future time, the Board Member (or Corporate Group) who designated that particular director shall have (and the board and other Members shall not have) the power to designate a successor to take office when the resignation becomes effective.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's annual term of office.

Section 5. REMOVAL OF DIRECTORS BY MEMBERS

The director, if any, designated by a Member shall be removed automatically from office in accordance with Article II Section 5(D) of these bylaws if the Member's membership is terminated or suspended. Any director may be removed without cause (i) by the Board Member (or Corporate Group) who designated the particular director, or (ii) if any such removal is approved by a majority of the Board Members; provided, however, that a director may only be removed pursuant to the foregoing with the written consent of the Board Member (or Corporate Group) who designated the particular director.

Section 6. RESIGNATION OF DIRECTOR.

Any director may resign effective upon giving written notice to the chairman of the board, the president, the secretary, or the board of directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future date, a successor may be designated as provided in these bylaws to fill such vacancy and take office when the resignation becomes effective.

Section 7. PLACE OF MEETING.

Regular meetings of the board of directors shall be held at any place within or outside the State of California which has been designated from time to time by resolution of the board of directors or in the notice of the meeting or, if not so designated, at the principal executive office of the corporation.

Special meetings of the board may be held either at a place within or outside the State of California which has been designated by resolution of the board of directors or as set forth in a notice of the meeting. If no such location is set forth in a resolution or in the notice of the meeting, the meeting shall be held at the principal executive office of the corporation.

Members of the board of directors may participate in a meeting through use of a conference telephone or similar communication equipment, or as otherwise provided under the California Nonprofit Mutual Benefit Corporation Law, so long as all members participating in such meeting can hear one another and be heard. Participation in a meeting by means of the above-described procedure shall constitute presence in person at such meeting.

Section 8. ANNUAL MEETING.

Immediately following each annual meeting of Members, the board of directors shall hold a regular meeting for the purpose of organization, appointment of officers and the transaction of other business. Notice of such meeting is hereby dispensed with.

Section 9. SPECIAL MEETING.

Special meetings of the board of directors for any purpose or purposes may be called at any time by the chairman of the board of directors or the president.

Notice of the date, time and place of special meetings shall be delivered personally to each director or sent to each director by first class mail, by telephone, including a voice messaging system or other system or technology designated to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director, by telegraph, by facsimile, electronic mail, or other electronic means. The notice need not state the purpose for the meeting. In case such notice is mailed, it shall be deposited in the United States mail at least seven (7) days prior to the time of the meeting. In case such notice is delivered personally, transmitted by telephone, facsimile or other electronic means, or telegraphed, it shall be so delivered, deposited with the telegraph company or electronically transmitted at least seven (7) days prior to the time of the meeting. Such delivery, mailing, telegraphing, or transmitting as above provided, shall be due, legal and personal notice to such director. Notice of a meeting need not be given, to any director who signs a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director.

Section 10. ADJOURNMENT.

A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place.

Section 11. NOTICE OF ADJOURNMENT.

If a meeting of the board of directors is adjourned for more than twenty-four hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who are not present at the time of adjournment.

Section 12. WAIVER OF NOTICE.

The transactions at any meeting of the board of directors, however called and noticed, or wherever held, shall be as valid as though such transactions had occurred at a meeting duly held after regular call and notice if a quorum be present and if, either before or after the meeting, each of the directors not present, signs a written waiver of notice of or consent to holding the meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. The waiver of notice need not state the purpose for which the meeting is or was held.

Section 13. QUORUM AND VOTING.

Presence of at least fifty-one percent of the number of directors of the corporation then in office (without regard to vacancies), shall be necessary to constitute a quorum for the transaction of business, except to adjourn as herein above provided. In no event shall a quorum be less than two (2) unless the number of directors is one (1) in which case one (1) director shall constitute a quorum. Every act or decision done or made by two-thirds of the directors present at a meeting duly held at which a quorum is present, shall be regarded as an act of the board of directors subject to the

provisions of Section 7233 of the California Corporations Code requiring member approval of a contract or other transaction in which a director has a direct or indirect financial interest, Section 7212 of that Code as to appointment of committees and Section 7237(e) of that Code requiring member approval of indemnification of directors, officers, employees or other agents of the corporation. However, a meeting at which such a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least two thirds of the required quorum for such meeting.

Section 14. FEES AND COMPENSATION.

Directors shall not receive any stated salary for their services as directors, but by resolution of the board, a fixed fee, with or without expenses of attendance, may be allowed to directors for attendance at each meeting. 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, or from receiving compensation therefore, subject however to Section 11 of Article IV.

Section 15. ACTION WITHOUT MEETING.

Any action required or permitted to be taken by the board of directors under the California Nonprofit Mutual Benefit Corporation Law may be taken without a meeting if all members of the board (who are then serving (without regard to vacancies)) individually or collectively consent in writing to such action. Such consent or consents shall be filed with the minutes of the meetings 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 the provisions of the California Nonprofit Mutual Benefit Corporation Law which relates to action so taken shall state that the action was taken by unanimous consent of the board of directors without a meeting and that the bylaws authorized the directors to so do.

ARTICLE IV. OFFICERS.

Section 1. OFFICERS.

The officers of the corporation shall be a chairman of the board, a president who shall also be the chief executive officer, a secretary, a chief financial officer (treasurer), and such other officers with such titles and duties as may be appointed in accordance with the provisions of Section 3 of this Article. Any number of offices may be held by the same person.

Officers of the corporation may be but need not be Members or employees of Members or members of the board of directors.

Section 2. ELECTION.

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen bi-annually by the board of directors, and each shall hold his or her office at the pleasure of the board of directors until he or she shall resign or shall be removed or otherwise disqualified to serve or until his or her successor shall be elected and qualified.

Section 3. SUBORDINATE OFFICERS.

The board of directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the bylaws or as the board of directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION.

Any officer may be removed, either with or without cause, by a two thirds majority of the directors at the time in office (without regard to vacancies), at any regular or special meeting of the board, 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.

Any officer may resign at any time by giving written notice to the board of directors or to the president or to the secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. 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.

Section 6. CHAIRMAN OF THE BOARD.

The chairman of the board of directors shall preside at all meetings of the board of directors and Members and exercise and perform all such other powers and duties as may from time to time be assigned to him by the board of directors or prescribed by the bylaws.

Section 7. PRESIDENT.

The president shall be the general manager and chief executive officer of the corporation and shall, subject to the Chairman of the Board of Director's general supervision, direct and control the business and other officers and employees of the corporation. He shall be an ex officio member of all working and standing committees, including the executive committee, patent committee, and any design services committee, if any, and shall have general powers and duties of management usually vested in the office of the president of a corporation, and shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

Section 8. VICE PRESIDENTS.

In the absence or disability of the president (and chairman of the board), the vice presidents, if any, in order of their rank as fixed by the board of directors or, if not ranked, the vice president designated by the board of directors shall perform all the duties of the president (and chairman of the board) and when so acting shall have all the powers of and be subject to all the restrictions upon the president (and chairman of the board). Each vice president shall have such other powers and shall perform such other duties as from time to time may be prescribed for him by the board of directors or the bylaws, and the president (and chairman of the board).

Section 9. SECRETARY.

The secretary shall keep or cause to be kept at the principal executive office, or such other place as the board of directors may order, a book of minutes of all board meetings, with the time and place of the meeting, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present, the Members present or represented, and the proceedings thereof.

The secretary shall keep or cause to be kept at the principal executive office the names, addresses, and classes of membership of all Members.

The secretary shall give, or cause to be given, notice of all the meetings of the Members and of the board of directors required by the bylaws or by law to be given, shall keep the seal of the corporation in safe custody and shall have such other powers and shall perform such other duties as from time to time may be prescribed by the board of directors or the bylaws.

Section 10. CHIEF FINANCIAL OFFICER (TREASURER).

The chief financial officer shall be the treasurer. The treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The chief financial officer shall send or cause to be given to the Chairman of the Board such financial statements and reports as are required by law, by these bylaws, or by the board of directors to be given, including without limitation those financial statements and reports required by Sections 8321 - 8322 of the California Corporations Code. The books of account shall be open to inspection by any director at all reasonable times.

The treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Chairman of the

Board of Directors. He shall be responsible for the proper disbursement of the funds of the corporation as may be ordered by the Chairman of the Board of Directors and shall render to the president or board of directors, whenever they request it, an account of all of his transactions as treasurer and of the financial condition of the corporation. The treasurer shall prepare a proper annual budget of income and expenses for each calendar year, revised quarterly, of finances in connection therewith. He shall have such other powers and shall perform such other duties as may be prescribed by the board of directors. He shall see that all officers signing checks are bonded in such amounts as may be fixed from time to time by the board of directors.

Section 11. SALARIES.

Salaries of employees, officers or board members employed by the corporation shall be fixed periodically by the board of directors or established under agreements with such employees, officers or board members approved by the board of directors. No officer or employee shall be prevented from receiving this salary because he is also a director of the corporation. The corporation shall not pay or offer any salary, bonus, gift, or other remuneration, or benefit to or for the benefit of any employee, agent, director, officer or other individual employed by, representing, or influencing any Member (or any such individual's family member) without first obtaining such Member's consent.

ARTICLE V. INDEMNIFICATION OF
DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Section 1. AGENTS, PROCEEDINGS AND EXPENSES.

For purposes of this Article V, "agent," "proceeding," and "expenses" shall have the same meanings as in Section 7237(a) of the California Corporations Code.

Section 2. INDEMNIFICATION.

To the fullest extent permitted by law, the corporation shall indemnify its agents against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding, including an action by or in the right of the corporation, by reason of the fact that the person is an agent of the corporation.

On written request to the board of directors by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) of the California Corporations Code has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of Board Members. At that meeting, the Board Members shall determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) of the California

Corporations Code has been met and, if so, the Board Members present at the meeting in person or by proxy shall authorize indemnification. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Section 7237(b) or Section 7237(c) of the California Corporations Code or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

The corporation shall to the maximum extent permitted by California law and except as otherwise determined by the board of directors in a specific instance, have the power to advance to each such current or former agent expenses incurred in defending any such proceeding, on receipt by the corporation of an undertaking by or on behalf of that current or former agent that the advance will be repaid unless it is ultimately determined that the current or former agent is entitled to be indemnified by the corporation for those expenses.

Section 3. INSURANCE.

The corporation may, upon the resolution of the directors, purchase and maintain insurance on behalf of the corporation or any agent of the corporation against any liability asserted against or incurred by such agent in such capacity or arising out of such agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article V.

ARTICLE VI. RECORDS AND REPORTS.

Section 1. MEMBER INSPECTION OF ARTICLES AND BYLAWS.

The corporation shall keep at its principal executive office, or if its principal executive office is not in California, at its principal business office in California, the original or a copy of its articles of incorporation and bylaws and any amendments thereto, certified by the secretary, which shall be open to inspection by Members at all reasonable time during regular business hours.

If the principal executive office of the corporation is outside California and the corporation has no principal business office in California, it shall provide on written request of any Member a copy of its articles of incorporation and bylaws and any amendments thereto.

Section 2. MAINTENANCE OF RECORDS OF MEMBERS.

(A) The corporation shall keep at its principal executive office a record of its Members giving the names and addresses of all Members and the type of memberships held, the fact of any termination, and the date of such termination. A Member may inspect and copy the aforementioned record of all the Members, at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested.

The rights set forth in this paragraph may be exercised by any Member, for a purpose reasonably related to such person's interest as a Member. When the corporation reasonably believes that the information will be used for another purpose, or when it provides a reasonable alternative pursuant to this paragraph, it may deny the Member access to the list.

(B) Pursuant to Section 8331 of the California Corporations Code, the corporation may petition the superior court of the proper county for an order setting aside any demand for a membership list.

Section 3. MEMBER INSPECTION OF CORPORATE RECORDS.

The accounting books and records and minutes of proceedings of the Members and the board of directors and any committee or committees of the board of directors shall be kept at such place or places designated by the board of directors, or in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written form, and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form. The minutes and accounting books and records shall be open to inspection upon the written demand on the corporation of any Member at any reasonable time during normal business hours, for a purpose reasonably related to the Member's interests as a Member. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts.

Section 4. INSPECTION BY DIRECTORS.

Every director serving on the board shall have the absolute right at any reasonable time during normal business hours to inspect all books, records, and documents of every kind and to inspect the physical properties of the corporation and each of its subsidiary corporations, domestic or foreign. This inspection by a director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 5. ANNUAL REPORT.

(A) The corporation shall notify each Member yearly of the Member's right to receive a financial report pursuant to this subdivision. Upon written request of a Member, the board shall promptly cause the most recent annual report to be sent to the requesting Member

Section 6. ANNUAL STATEMENT OF GENERAL INFORMATION.

The corporation shall each year, where and as required by the California Corporations Code, during the calendar month in which its articles of incorporation originally were filed with the California Secretary of State, or during the preceding five (5) calendar months, file with the Secretary of State, on the prescribed form, a statement setting forth the authorized number of directors, the names and complete business or residence addresses of the chief executive officer, secretary and chief financial officer, the street address of its principal executive office or principal business office in California, together with a designation of the agent of the corporation for the purpose of service of process, together with such other information which shall be required, all in compliance with Section 8210 of the California Corporations Code.

ARTICLE VII. MISCELLANEOUS

Section 1. CHECKS, DRAFTS, EVIDENCES OF INDEBTEDNESS.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or

persons and in such manner as from time to time shall be determined by resolution of the board of directors.

Section 2. CONTRACTS, ETC. HOW EXECUTED.

Except as otherwise provided in these bylaws, the board of directors may by written consent or by vote and consent of the members of the board of directors in accordance with the provisions of Article III authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, such authority may be general or confined to specific instances, and unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

Section 3. MANNER OF GIVING NOTICE. AFFIDAVIT OF NOTICE.

Notice of any Members' meeting or any distribution of reports required by law to be given to Members shall be given to Members either personally or by first-class mail, or by overnight courier service or facsimile (with written confirmation of receipt), at the last address of that Member appearing on the books of the corporation given by the Member to the corporation for the purpose of notice. If no such address appears on the corporation's books or has been so given, notice shall be deemed to have been given if sent to that Member or delivered to that board of directors member designated by such Member, by first-class mail, overnight courier service, facsimile (with written confirmation of receipt), or delivered personally in hand at the Member's principal executive offices addressed to the attention of the President and General Manager, or if published at least once in a newspaper of general circulation in the county (or metropolitan area) where that Member's office is or was last known to be located. Notice shall be deemed to have been given at the time when delivered personally in hand, deposited in the mail with first-class postage prepaid, delivered to an overnight courier, transmitted by facsimile (with written confirmation of receipt) to the recipient by the person giving the notice, or published, in accordance with the foregoing.

ARTICLE VIII. AMENDMENTS TO BYLAWS.

Section 1. AMENDMENT OF BYLAWS BY BOARD MEMBERS.

Except as provided in these bylaws with respect to Article XI and the rights and licenses thereunder, new bylaws may be adopted or these bylaws may be amended or repealed by the vote or written consent of two-thirds of the Board Members entitled to vote and to have their vote counted. Any provision of these bylaws that requires the vote of a larger proportion of the Executive Sponsor Members than otherwise is required by law may not be altered, amended, or repealed except by vote of that greater number.

ARTICLE IX

CONTRIBUTOR COMMITTEES

Section. 1 FORMATION AND COMPOSITION.

- (a) Formation of Committees. The Board shall have the authority to establish one or more Contributor Committees as necessary to conduct the business and achieve the purpose of the corporation. Any Board Member or Contributor Member may propose the establishment of a Committee. Such proposal shall include the proposed charter of such committee. The Board shall: 1) approve or disapprove the formation of each committee; and 2) approve or disapprove the charter of such committee.
- (b) Composition. The Contributor Committees shall consist of Contributor Members and Board Members, who shall elect a Committee Chair for each committee for a period of two years. Each Committee will work on technical and non-technical proposals within the scope of the committee, and with a two-thirds approval, make recommendations of said proposals for final approval by the Board of Directors. When a Contributor committee finds it necessary to divide its work into parts, subcommittees may be formed under the scope of the Contributor committee. Subcommittees shall have all the same authority and responsibilities as committees herein defined, except that a subcommittee scope shall be a subset of a committee scope, to be authorized, reviewed, and approved by the Board of Directors.
- (c) Record of Activities. Each committee shall elect a secretary or other person to document and record the committee's activities and make records available to committee members.

Section. 2 COMMITTEE RULES.

The Committee (or Sub-Committee) Chair may set meeting dates and locations, and establish rules and procedures for the operation of the committee (or sub-committee) within the guidelines set forth.

- (a) Meeting Notification. Notification for a face-to-face meeting shall be distributed to the active committee member list no less than 30 days in advance of the meeting. Notification for teleconference meeting shall be distributed no less than 72 hours in advance of the meeting.
- (b) Meeting Attendance. Only Contributor Members and Board Members may join Contributor Committees and Sub-Committees and attend meetings. The Committee Chair may extend invitation to guest attendees on a case-by-case basis. Non-committee members cannot vote on committee issues but are subject to the same IP disclosure rules as all committee members. An attendee list shall be recorded and maintained for each committee meeting.
- (c) Quorum. All committee member companies present at a meeting are counted toward quorum requirement. The quorum is declared when 50% or more by count of a committee's active member list, or 15 or more member companies are present at a meeting regardless of committee size. A quorum is verified at the start of a meeting and is considered valid through the end of the meeting.
- (d) Committee Vote. A committee vote is considered valid in a meeting where a quorum has been declared. For electronic voting, a voting period of ten (10) business days minimum is required. Only votes cast during the voting period shall be recorded as valid. A two-thirds majority of the votes is required for a decision. Abstain votes are not counted towards a vote decision.

- (e) Record of Activities. Each committee shall elect a secretary or other person to document and record the committee's activities and make records available to committee members.

ARTICLE X

COMPLIANCE WITH LAWS

Section 1. RESTRICTIONS

Each Member shall, in its sole discretion, determine whether it elects to adopt, implement or use any particular standard, technical specification or technology, in its sole discretion, whether promoted by the corporation or otherwise. No Member, as a fact of membership in the corporation, is restricted in its design, development, production, marketing, and/or procurement of hardware, software, technology or services or in engaging in open competition in the development of any product, technology or business.

See also Article I Section 1 above.

Section 2. TAX AND LEGAL MATTERS

The corporation shall comply with all federal, state and other laws applicable to the business of the corporation. The board of directors shall cause the corporation to obtain and retain tax and legal counsel as necessary to comply with all applicable laws, prepare and file such reports (or returns) as may be required by law.

ARTICLE XI

INTELLECTUAL PROPERTY

Section 1. CONFIDENTIAL INFORMATION - NON DISCLOSURE OBLIGATIONS.

(A) Member Disclosed Confidential Information.

Confidentiality. All information (oral or written, tangible or intangible, and regardless of form or media) disclosed by a Member or its Affiliate ("discloser-Member") in the course of participation in any meetings, committees or projects of the corporation, to the corporation, other Members, or their Affiliates, or members of the board of directors (whether at a meeting, in the course of participation in a corporation project, meeting or otherwise), shall be deemed non-confidential information unless identified by the discloser-Member in writing as being "confidential information" of the discloser-Member, as follows: (a) if disclosed in writing, the information shall be marked "confidential", and (b) if disclosed orally, or in any other intangible manner, the information shall be identified as "confidential" at the time of disclosure. The secretary of the corporation shall keep a copy of such notice or writing with the records of the corporation. Unless the corporation agrees in writing to a different period of confidentiality, all Confidential Information shall be received and maintained in confidence by the corporation and other participants in the corporation's activities (including any other persons to whom such information

is disclosed by the corporation) for a period no less than three (3) years after the first date of such disclosure by the discloser-Member to the corporation.

Use. Subject to the foregoing, Confidential Information shall be used in accordance with the rights and licenses granted and applicable with respect thereto.

(B) Confidential Information Retained in Human Memory

Confidential Information to which a recipient Member or its Affiliates has had access through the participation of its employees or representatives as a member of the board of directors, employee, or officer of the corporation, or a member of any Committee, activities or projects of the corporation, may be used strictly from human memory by such recipient Member or its recipient Affiliates internally, except where such Confidential Information was deliberately committed to memory for use outside the scope of the activities and projects of the corporation. No rights or licenses under any patents or copyrights are included or granted to any person(s) by the corporation or any Member under this paragraph; any and all patent and copyright licenses are expressly excluded from this paragraph. Rights held pursuant to this paragraph may not be sublicensed, assigned or transferred by Member, its Affiliates, or any other person(s), in whole or in part, without the express written consent and agreement of the corporation.

Section 2. OTHER TERMS AND CONDITIONS

(A) NO REPRESENTATIONS OR WARRANTIES.

Any and all Member Intellectual Property disclosed and delivered by any Member and any and all Corporation Intellectual Property disclosed and delivered by the corporation, for use by the Members and the corporation in the projects and activities of the corporation, on a royalty-free basis, is disclosed and delivered “as is”, subject to such errors, defects, inaccuracies, deficiencies or omissions as may be contained therein. Unless otherwise agreed in writing by a particular Member or the corporation in an agreement separate and apart from these bylaws, there is no representation or warranty, or liability or obligation, express or implied, with respect to the same or the condition thereof, including any damages or losses resulting from the condition thereof, and the same are expressly excluded.

Neither corporation nor any Member (nor any of its Affiliates) makes any representation or warranty to the other with respect to any patents or copyrights licensed (or agreed to be licensed) royalty-free by it to the other pursuant to these bylaws; Such respective licensor or owner thereof shall have no obligation with respect to any error or omission relating to, or any decision to discontinue or abandon, any patents, statutory rights, or copyrights or any application for patents, statutory rights, or copyrights, or to defend, renew or maintain any rights relating to patents, statutory rights or copyrights.

(B) LIMITATION OR RIGHTS AND REMEDIES.

Neither corporation nor any Member shall seek or have the right to recover from the other under any royalty-free license granted (or agreed to be granted) by either to the other pursuant to these bylaws, nor shall any of them be liable thereunder to the other for, any consequential, incidental, punitive and exemplary damages including any damages for lost revenue, lost opportunities, or

lost profits, even if advised of the possibility of such and regardless of the theory of liability for such, whether arising in contract, tort, or otherwise.

ARTICLE XII

DEFINITIONS

Unless the provisions where the following terms are used indicate otherwise, the following capitalized terms shall have the following meanings wherever used in these bylaws:

Section 1. “Affiliate” (singular or plural) wherever used in these bylaws with respect to any Member, means any company, corporation or other business entity:

(A) (a) more than fifty (50) percent of whose outstanding shares or securities (representing the right to vote for the election of directors or other managing authority) are now or hereafter owned or controlled by such Member, but only for so long as such ownership or control exists; or (b) which owns or controls directly or indirectly more than fifty (50) percent of the outstanding shares or securities (representing the right to vote for the election of directors or other managing authority) of such Member, but only for as long as such ownership or control exists, or (c) more than fifty (50) percent of whose outstanding shares or securities (representing the right to vote for the election of directors or other managing authority) are, now or hereafter, owned or controlled, directly or indirectly, by a corporation referred to in (b) above, but only for as long as such ownership or control exists, or

(B) which does not have outstanding shares or securities, as may be the case in a partnership, joint venture, limited liability company or unincorporated association, but (a) more than fifty (50) percent of whose ownership interest representing the right to appoint or designate the management and direct the management and affairs of such company, unincorporated association, or other entity is now or hereafter, owned or controlled, directly or indirectly by such Member, but only for so long as such ownership or control exists, or (b) which owns or controls directly or indirectly more than fifty (50) percent of the ownership interest in Member representing such right to appoint or designate the management and direct the management and affairs of Member, but only for as long as such ownership or control exists, or (c) more than fifty (50) percent of whose ownership interest representing such right to appoint or designate the management and direct the management and affairs, is owned or controlled, now or hereafter, directly or indirectly by a business entity described in (b), but only for as long as such ownership or control exists.

Section 2. “Intellectual Property” means all discoveries, improvements, inventions, works of authorship, or other technology relating to or arising out of efforts to implement open memory Standards, whether or not patentable or subject to other statutory protections comparable thereto. Intellectual Property includes proprietary technical or functional specifications, information and data, designs, drawings, process and methods information, computer programming techniques, source code, methods, formulas and algorithms (excluding computer interfaces), whether oral or written, in tangible or intangible form, including confidential information and trade secrets, all of which relate to or arise out of efforts to implement open memory Standards. Intellectual Property shall include Patents.

Section 3. “Patents” means patents, patent applications, including all divisions, continuations, continuations-in-part, reissues and reexaminations of the foregoing, corresponding patent applications and patents, and any statutory protections comparable thereto obtained with respect to Intellectual Property.

Last revised: November 30, 2010

- Section 4. “Copyrights” means any copyright rights including common law copyright rights, copyright registrations, mask work rights, and any statutory protections comparable thereto obtained with respect to Intellectual Property.
- Section 5 “Member Intellectual Property” means any Intellectual Property created or conceived and first reduced to practice by a Member or by such Member’s employees, without creative or inventive contribution from either the corporation (or any corporation employee or consultant or adviser hired and remunerated by the corporation) or from any other Member (or its employee or respective consultant or adviser hired and remunerated by it). Member Intellectual Property shall include, without limitation, any Intellectual Property created or conceived and first reduced to practice by two or more persons (where one (or more) is a Member or employed or hired by a Member) while acting independently and completely outside the scope of participation in the projects or activities of the corporation (regardless of whether one (or more) of such persons holds a membership and is a Member at any time), without inventive contribution from the corporation or any corporation employee, consultant or adviser hired and remunerated by the corporation. Member Intellectual Property shall not include Corporation Intellectual Property. Member Intellectual Property shall not include any process technology or information.
- Section 6 “memory Standards” means those standardized memory computer interfaces implemented and promoted by the corporation from time to time.
- Section 7 “UFS Products” means any product which implements a UFS Standard.
- Section 8 Wherever used in these bylaws, “includes”, “including”, “include” are terms of inclusion and not exclusion and shall be interpreted as though followed by the words “but not limited to”.