

**CERTIFICATE OF INCORPORATION
OF
THE DELAWARE MET INC.**

FIRST: The name of this corporation is The Delaware MET Inc.

SECOND: The registered office of the corporation in the State of Delaware is to be located at 100 West Tenth Street, Suite 403, Wilmington, New Castle County, Delaware 19801, and the registered agent at such address shall be Danette O'Connell.

THIRD: This corporation is organized exclusively for religious, charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or in the corresponding provision of any subsequent law.

FOURTH: In furtherance of its exempt purposes and not in limitation of those general powers conferred on corporations by the laws of the State of Delaware, it is hereby expressly provided that this corporation shall also have the power and right to preserve, purchase, acquire, take or hold in fee or otherwise the title to any and every kind of property (real, personal, or mixed), wherever situated, that may be either purchased by this corporation or granted, bequeathed, or devised to it for the exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provision of any subsequent law, for which it is incorporated, without any limitation to the value of such property (either real, personal or mixed) so acquired; and this corporation further shall have the power and right, if for an exempt purpose within the meaning of Section 501(c)(3) of the code, or the corresponding provision of any subsequent law, to grant, bargain, deal in, sell lease, mortgage, exchange, transfer, lien, or in any other manner whatever dispose of property (real, personal, or mixed) or of any interest in property (real, personal, or mixed), within or without the State of Delaware, of which it may become seized and possessed; and this corporation shall further have the power and right, if for an exempt purpose within the meaning of Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent law, to enter into, make, and perform contracts of every kind and description and do any or all of the things herein set forth as fully and to the same extent as natural persons might or could do; and the corporation further has the power and right, if for any exempt purpose within the meaning of Section 501(c)(3) of the Code, or the corresponding provision of any subsequent law, to carry on any business in connection therewith that is not forbidden by the laws of the State of Delaware.

FIFTH: This corporation shall be a membership corporation without authority to issue capital stock, nor organized for profit, and no part of the net earnings, if any, of this corporation shall inure to the benefit of any member, member of the Board of Directors, officer,

or any other private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD. The conditions of and procedure for membership in this corporation shall be such as may be stated from time to time in the Bylaws of the corporation. The corporation shall have no members other than the Board of Directors.

SIXTH: (A) The business and affairs of this corporation shall be governed and managed by the Board of Directors in such manner as the Bylaws of this corporation shall provide.

(B) In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of this corporation is expressly authorized and empowered, if for an exempt purpose within the meaning of Section 501(c)(3) of the Code, or the corresponding provision of any subsequent law, to authorize and cause to be executed notes, bonds, mortgages, contracts, and liens upon or with respect to any property (real, personal, or mixed) or this corporation. This corporation may, by its Bylaws, confer such additional powers upon the Board of Directors, if for an exempt purpose within the meaning of Section 501(c)(3) of the Code, or the corresponding provision of any subsequent law, and as the laws of the State of Delaware may permit.

(C) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of any subsequent law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provision of any subsequent law.

(D) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as may be permitted under Section 501(h) of the Code, or under the corresponding provision of any subsequent law), and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

(E) In the event that the Internal Revenue Service ever determines that the corporation is a private foundation within the meaning of Section 509(a) of the Code, or a corresponding provision of any subsequent law, the following provisions shall apply while the corporation is such a private foundation:

(1) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provision of any subsequent law.

(2) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provision of any subsequent law.

(3) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provision of any subsequent law.

(4) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding provision of any subsequent law.

(5) The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Code, or the corresponding provision of any subsequent law.

SEVENTH: The name and mailing address of the sole incorporator is

Jennifer R. Fitzgerald
ATA Corporate Services, LLC
222 Delaware Avenue, Suite 1200
Wilmington, DE 19801

EIGHTH: The duration of this corporation's existence shall be perpetual.

NINTH: In liquidation, dissolution, or receivership or other termination of the existence of this corporation, either voluntary or involuntary, or by operation of law, the Board of Directors of this corporation shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the total net assets of the corporation to any nonprofit entity organized for exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provision of any subsequent law, to the federal government, to a state, or to a local government for a public purpose. In the event that any such assets are not so disposed, a court of competent jurisdiction of the county in which the principal office of the corporation is then located shall dispose of such assets to such organization or organizations which are organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provision of any subsequent law.

TENTH: The offices of this corporation shall be provided by the Bylaws of the corporation.

ELEVENTH: This corporation reserves the right, if for an exempt purpose within the meaning of Section 501(c)(3) of the Code, or the corresponding provision of any subsequent law, to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on the Board of Directors, officers, or members hereof are granted subject to this reservation, provided that any such amendment or other change is ratified by a majority of the members of the corporation.

TWELFTH: This private property of the incorporator, members, members of the Board of Directors, and officers of this corporation shall not be subject to the payment of corporate debts to any extent whatever.

THIRTEENTH: As to any act or omission occurring after this provision becomes effective, a director of this corporation shall have no personal liability to the corporation or its members for the monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law (the "DGCL") or (iv) for any transaction from which the director derived an improper personal benefit.

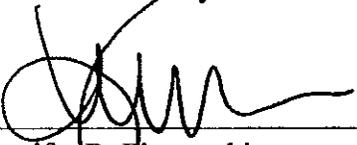
FOURTEENTH: The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, where civil, criminal, administrative or investigate (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonably cause to believe his or her conduct was unlawful. This indemnification shall be to the fullest extent authorized or permitted under the DGCL or other applicable law, and shall be subject to the limitations, restrictions, and conditions for indemnification set forth in the DGCL.

The indemnification provided by this section shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any bylaws, agreement, statute, court decision or otherwise, nor or hereafter in effect, both as to action in his or her official capacity, and as to action in another capacity which holding such office, and shall continue to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in this section may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Directors on receipt of an undertaking by or on behalf of the Director, an officer, an employee, or an agent to repay the amount unless it is ultimately determined that the party is entitled to be indemnified by the Corporation as authorized in this section.

FIFTEENTH: The Board of Directors shall have the power to make, adopt, alter, amend, and repeal the Bylaws of this corporation, including, without limitation, the power to fix, from time to time, the number of directors that shall constitute the whole board of directors of this corporation.

THE UNDERSIGNED, being the sole incorporator, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make and file this Certificate of Incorporation, hereby declaring and certifying that the facts stated herein are true and accordingly hereunto ha set my hand and seal this 22nd day of November, 2011.

 (Seal)
Jennifer R. Fitzgerald
Incorporator

BY LAWS
OF
The Delaware MET
UNANIMOUSLY ADOPTED November 19, 2012

ARTICLE I
CORPORATION

Section 1.1 Corporate Name. The name of the corporation shall be the ("The Delaware MET"), a Delaware non-stock, non-profit corporation.

Section 1.2 Principal Office. The principal office of the corporation shall be located in Wilmington, Delaware. The School may have such other offices, either within or without the City of Wilmington, as the Board of Directors may determine or as the affairs of The Delaware MET may require from time to time.

ARTICLE II
CORPORATE PURPOSE

Section 2.1 Purposes. The purposes of The Delaware MET are to operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as it may be amended from time to time, or any corresponding provision of any future Internal Revenue Code (the "Code"), including but not limited to:

The Delaware Met ignites the passions of high school students through the discovery and development of their unique interests. We empower students to develop self-confidence and create their own success through a personalized learning environment and purposeful internships of their choice. With the support of advisors and community partners, students graduate as confident and capable young adults, prepared to make their mark on the world.

ARTICLE III
CORPORATE POWERS

Section 3.1 The Delaware MET shall have the power to take any action permitted by the Delaware General Corporation Law (the "DGCL"), the Certificate of Incorporation, Section 501(c)(3) of the Code and these Bylaws, as they may be amended from time to time; Provided that any such action is taken in accordance with the Delaware Freedom of Information Act (FOIA).

Section 3.2 All of the assets and the earnings of The Delaware MET shall be used exclusively for scientific, educational or charitable purposes within the meaning of Section 501(c)(3) of Code, as set forth above, in the course of which operation:

(a) No part of the net earnings of The Delaware MET shall inure to the benefit of, or be distributable to, its members, directors, officers, or any interested persons, except that The Delaware MET shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;

(b) No substantial part of the activities of The Delaware MET shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and The Delaware MET shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office except as authorized under the Code;

(c) Notwithstanding any other provisions contained herein, The Delaware MET shall carry on only those other activities permitted to be carried on by a corporation exempt from tax under Section 501(c)(3) of the Code; and

(d) In furtherance of the stated goals, objectives and purposes of The Delaware MET, the School shall not base any decision, determine the course of conduct or discriminate in any way on the basis of age, race, gender, religion, or political affiliations or beliefs, provided that The Delaware MET may conduct school classes for children of certain specified ages only.

Section 3.3 The Applicant's business is restricted to the opening and operation of: Charter Schools, before school programs, after school programs and educationally related programs offered outside the traditional school year.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 General Powers. The business and affairs of The Delaware MET shall be managed by the Board of Directors (the "Board"). The focus of the Board shall be to, among other things, adopt policies that govern the implementation of the organization's purposes and mission through approved programs and services, ensuring the availability of adequate resources for that purpose. This role is separate and distinct from the role of the school principal (the "Principal"), who determines the means of implementation. In addition to the powers and authority expressly granted by these Bylaws, the Board may exercise all powers of the organization and do all acts that are not prohibited by applicable law, by the Certificate of Incorporation or by these Bylaws.

Section 4.2 Membership. The Board shall consist of at least one (1) person who is a parent or guardian of a The Delaware MET student and at least one person who is a certified teacher at The Delaware MET; further provided a single individual shall not represent both the certified teacher and parent role on the board. The President of the Parent Teacher Organization of The Delaware MET shall be an *ex officio*, voting member of the Board and shall count against the limit of members provided in Section 4.3, provided that if the President of the Parent Teacher Organization is an employee of The

Delaware MET, then such member of that organization who is not an employee of The Delaware MET and who is appointed by that organization shall serve instead of the President so long as the President remains an employee of The Delaware MET. The Principal shall be a non-voting member of the Board and shall not count against the limit of members provided in Section 4.3. Should a person who is an employee, officer, and/or honorary official of the State of Delaware be elected to the Board, that individual will have no fiduciary duties and/or responsibilities to The Delaware MET as it relates to matters between The Delaware MET and the State of Delaware and that individual is hereby prohibited from lobbying, advocating, influencing or furthering the mission and goals of The Delaware MET or otherwise representing The Delaware MET before any agency or department of the State of Delaware.

Section 4.3 Number and Election. The Board shall consist of such number of directors (each a “Director” and collectively “Directors”), at least seven (7) but not more than thirteen (13), as may be determined from time to time by resolution of the Board to ensure appropriate oversight of the organization's activities. To reach the requisite number of Directors as determined by resolution of the Board, Directors may be elected to the Board upon nomination by the Nominating Committee (appointed pursuant to Section 5.3 hereof) and approval by the vote of a majority of the Directors present at a meeting called for such purpose and at which a Quorum is present.

Section 4.4 Term of Office. Directors shall serve a term of two (2) years. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. If possible, terms shall be staggered so that approximately one-third (1/3) of the Board shall stand for nomination and election each year. Directors shall be limited to two consecutive terms of three years, plus any partial initial term that any such director might serve. Notwithstanding the foregoing, the term of the member serving *ex officio* pursuant to the second sentence of Section 4.2 shall be coterminous with the period of time that person holds such office.

Section 4.5 Resignation. A Director may resign at any time by delivering a written resignation to the Chairperson or Vice Chairperson of the Board. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make it effective.

Section 4.6 Vacancies. Vacancies on the Board may be filled by the remaining Directors at their discretion. A Director elected under this paragraph shall hold office for the remainder of the term of the Director who resigned that was vacated and shall sit until a successor has been elected and qualified.

Section 4.7 Annual Meeting of the Board. The annual organizational meeting of the Board for, among other purposes, the election of officers, shall be held each year on the fourth Wednesday of October, unless another date is adopted by a majority of the Board.

Section 4.8 Regular Meetings. The Board may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice to members of the board. Any business may be transacted at any regularly called meeting of the Board at which a quorum is declared present. The Board shall hold no less than one regular meeting each quarter including the Annual Meeting. Any business may be transacted at any regular meeting of the Board. Any annual, regular or special meetings shall be held in compliance with the State's Freedom of Information Act, 29 Del. C. Ch. 100 ("FOIA") and the school shall otherwise comply with FOIA.

Section 4.9 Special Meetings. Special meetings of the Board of Directors may be called by the President on twenty-four hours' notice to each Director, given either personally or by electronic transmission; special meetings shall be called by the President or the Secretary in like manner and on like notice on the written request of two Directors.

Section 4.10 Notice of Meetings. Notice of all Board meetings shall be provided to the public in compliance with FOIA and, except as herein otherwise provided, shall be delivered, mailed or sent electronically to each Director's residence or usual place of business at least five days before the meeting. Such notice may be waived by a Director. Each such notice shall state the general business to be transacted, the day, time and place of such a meeting, and, in the case of a special meeting, by whose request it was called. Notice to the public shall comply with the FOIA.

Section 4.11 Quorum. A simple majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. A Director may be considered present if attending any meeting of the Board of Directors by way of speaker telephone. If less than a majority of the Directors are present at a meeting, a majority of those Directors who are present may adjourn the meeting from time to time without notice (other than by announcement at the meeting, until a quorum shall be present.

Section 4.12 Voting. At all meetings of the Board at which a quorum is present, except as otherwise provided by law or by these Bylaws, all matters shall be decided by the majority of Directors present at the meeting.

Section 4.13 Organization. The Chairperson of the Board shall preside at all meetings of the Board and shall have such powers and duties not inconsistent with these Bylaws, as they may be amended from time to time by the Board. The Chairperson of the Board shall be elected each year by the Board at its annual meeting. The Board shall elect a Vice Chairperson who shall possess the powers and discharge the duties of the Chairperson in the latter's absence or disability, and have such powers and duties not inconsistent with these Bylaws, as may be amended from time to time by the Board.

Section 4.14 Manner of Acting. Any act of the majority of Directors present at any meeting at which there is a quorum shall be an act of the Board of Directors, unless the act of a greater number is required by the Certificate of Incorporation, the DGCL, or these Bylaws, as may be amended from time to time.

Section 4.15 Removal of a Director. Any Director may be removed by a majority vote of the Directors at a duly constituted meeting whenever a Board member fails to fulfill his/her duties or if in the judgment of the Board the best interests of the School are served.

Section 4.16 Advisory Board. The Board may appoint an Advisory Board. The Advisory Board shall consist of that number of individuals (determined by the Board from time to time) whose experience, knowledge and expertise make their participation and guidance valuable to the Board's consideration.

Section 4.17 Members of the Corporation. The Directors of the Corporation shall also be its Members. All actions by the Board shall also be considered actions by its Members.

ARTICLE V

OFFICERS

Section 5.1 Titles and Qualifications. The officers of The Delaware MET shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, and such other officers as the Board may from time to time designate. No two offices may be held by the same person.

Section 5.2 Election and Term of Office. The officers of The Delaware MET shall be elected each year by the Board at its regular annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. New officers may be created and filled at any meeting of the Board after notice has been given to other Directors.

Each officer shall hold office until his/her successor shall have been duly elected and qualified; or until his/her death, resignation or removal in the matter hereinafter provided. Election of an officer shall not of itself create contract rights.

Section 5.3 Nominating Committee. Not less than one (1) month prior to the annual meeting of the Board, the Chairperson shall appoint, with the approval of the Board, a Nominating Committee which shall consist of not less than three Directors. The Nominating Committee shall nominate at least one candidate for each office to be filled on the Board.

Section 5.4 Resignation. Any officer may resign at any time by delivering a written resignation to the Chairperson or Vice Chairperson of the Board. The acceptance of any resignation, unless required by the terms thereof, shall not be necessary to make it effective.

Section 5.5 Removal. Any officer elected by the Board may be removed by a majority vote of the Directors present at a duly constituted meeting whenever, in their judgment, the best interests of The Delaware MET would be served thereby.

Section 5.6 Vacancies. Any vacancy in an office shall be filled for the unexpired portion of the term by the Board.

Section 5.7 Chairperson. The Chairperson of the Board shall:

(a) serve as the chief volunteer officer of The Delaware MET and shall consult with the Principal in achieving The Delaware MET's mission;

(b) provide leadership to the Board in policy-making matters;

(c) chair meetings of the Board or make arrangements for the Vice-Chairperson to do so;

(d) appoint chairpersons of committees and serve *ex officio* as a member of committees and attends their meetings when possible;

(e) help guide and mediate Board actions with respect to organizational priorities and governance concerns; monitor financial planning and financial reports; communicate with the Principal and review with the Principal any issues of concern to the Board:

(f) play a leading role in fund raising activities;

(g) formally evaluate performance of the Principal and, informally, evaluate the effectiveness of Board members;

(h) evaluate the performance of the organization in achieving its mission and make an annual report thereof to the Board; and

(i) perform other responsibilities as assigned by the Board.

Section 5.8 Vice Chairperson. The Vice Chairperson shall act under the direction of the Chairperson and in their absence or disability and shall perform the duties and exercise the powers of the Chairperson. The Vice Chairman shall perform such other duties and have such other powers as the Chairperson or the Board may from time to time prescribe.

Section 5.9 Treasurer. The Treasurer shall have charge and custody of all funds of the corporation. The Treasurer shall adopt established generally accepted reasonable accounting and fiscal procedures necessary to assure fiscal stability of the corporation and maintain or cause to have maintained an accurate accounting system and shall present financial reports to the Board in such manner and form as the Board may from time to

time determine. The Treasurer shall have the primary oversight responsibility to monitor all financial transactions of the corporation and to ensure an annual financial audit by certified accountants. The Treasurer will work with appropriate Board members to designate Audit and Finance Committees to maximize Board involvement in the area of financial oversight while avoiding duplication of tasks. The Treasurer shall also recommend to the Board bonding or other appropriate forms of insurance for staff and volunteers who handle monies for the corporation.

Section 5.10 Secretary. The Secretary or duly designated individual shall keep or cause to be kept, the minutes of all meetings of the Board and shall have charge and custody of the Seal and records of the Board and The Delaware MET.

ARTICLE VI

COMMITTEES

Section 6.1 Executive Committee.

(a) The Board may, by resolution adopted by a majority of the Board, appoint from among its members an Executive Committee which shall serve at the pleasure of the Board and shall be subject to the control and direction of the Board. The Executive Committee shall consist of the Officers and the Chairperson(s) of one or more standing committees.

(b) The Executive Committee shall have the authority to act on behalf of The Delaware MET only to the extent such authority is provided in a resolution or in resolutions of the Board. Notwithstanding the foregoing, the Executive Committee shall not have the authority of the Board in reference to i) amending the Certificate of Incorporation; ii) amending, altering or repealing the Bylaws or adopting new bylaws; iii) filling vacancies in or removing members of the Board or of any committee appointed by the Board; iv) adopting a plan of merger or adopting a plan of consolidation with another corporation; v) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; vi) authorizing the voluntary dissolution of The Delaware MET or revoking proceedings therefor; vii) adopting a plan for the distribution of the assets of The Delaware MET; or viii) amending, altering or repealing any resolution of the Board.

(c) The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed on them by law.

(d) The Executive Committee shall report its activities at each Board meeting.

Section 6.2 Other Committees. The Board from time to time may establish other committees which shall have such duties and which shall consist of such a number of Directors as the Board may determine. Members of such committees shall be appointed by the Chairperson. Committee members shall not be required to be Directors of The Delaware MET.

Section 6.3 Term of Office. Each member of any committee established pursuant to these Bylaws shall serve until a successor is appointed, unless the committee shall be abolished, or until such member resigns. Any such committee may be abolished or any member removed, with or without cause, at any time by the Board.

Section 6.4 Vacancies. Vacancies on committees may be filled by the Chairperson.

Section 6.5 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6.6 Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

Section 6.7 Committees. The Board may organize and authorize anybody to act as a Committee under its authority and discretion for any chartered purpose in order to accomplish a specified task required, or necessary, in the sole discretion of the Board of Directors. The Committee shall operate in any manner permissible under the laws of the State of Delaware, the Certificate of Incorporation and these Bylaws. Committee meetings will be noticed and conducted in accordance with FOIA.

ARTICLE VII

COMPENSATION AND CONTRACTS WITH DIRECTORS AND OFFICERS

Section 7.1 Compensation Of Directors and Officers. Directors of The Delaware MET shall serve as such without salary, but the Board may authorize payment by The Delaware MET of reasonable expenses incurred by the Directors in the performance of their duties. Except as provided in this section, no Director of The Delaware MET shall receive, directly or indirectly, any salary, compensation or gift from The Delaware MET.

Section 7.2 Contracts with Directors and Officers. No Director or Officer of The Delaware MET shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless:

(a) Such contract shall be authorized by an absolute majority of Directors present and voting at a meeting at which the presence of such Director is not necessary for such authorizations; and

(b) The facts and nature of such interest shall have been fully disclosed or shown to the members of the Board present at the meeting at which such contract is so authorized.

ARTICLE VIII

INDEMNIFICATION

Section 8.1 Directors, Officers and Committee Members. The Delaware MET shall indemnify any Director, Officer or Committee member acting on behalf of The Delaware MET, in their official capacity or as member of any Committee, who serves at the request or subject to the discretion of the Board of Directors to the fullest extent permitted by law but only to the extent that indemnification does not result in the imposition of tax under

Section 4958 of the Code. No member of the Board of Directors shall be personally liable to The Delaware MET or to its members for monetary damages for breach of fiduciary duty as a Director or member, except 1) for any breach of the Director's duty of loyalty to the Corporation or its members, 2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or 3) for any transaction from which the Director derived an improper personal benefit.

Section 8.2. Advancement of Expenses. If expenses are incurred by a director, officer, employee or agent in defending a civil or criminal action, suit or proceeding, such expenses shall be paid by The Delaware MET in advance of the final disposition of such action, suit or proceeding in the specific case upon receipt of an undertaking by or in behalf of the Director, officer, employee or agent to repay such amount unless it ultimately shall be determined that such person is entitled to be indemnified by The Delaware MET as authorized in the Article.

Section 8.3. Insurance. The Delaware MET may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of The Delaware MET or is or was serving at the request of The Delaware MET as a director, member, manager, partner, officer, employee or agent of any partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any capacity, or arising out of such person's status as such.

Section 8.4. No Retroactive Application. No amendment to these bylaws shall operate retroactively to diminish or eliminate any right to indemnification or advancement of expenses.

**ARTICLE IX
AMENDMENTS TO BYLAWS**

Except as set forth in the DGCL, these Bylaws may be adopted, amended or repealed by the vote of a majority of Board members at a duly convened meeting of the Board at which a quorum is present and pursuant to written notice to the Board members of that purpose.

**ARTICLE X
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution or liquidation of The Delaware MET, the Board of Directors, after paying all or making provision for all liabilities of The Delaware MET shall transfer all the property and assets, of any nature, of The Delaware MET to such organization or organizations selected by a majority of the Board that are organized and operated exclusively for such educational or charitable purposes as shall at that time qualify as exempt from taxation under Section 501(c)(3) of the Code.

Any such property or assets not so disposed of in accordance with the aforementioned procedures shall be disposed of by a Court of competent jurisdiction in the County in which the principal office has been located, to such organization or organizations as such Court shall determine, which are organized and operated for such purposes as stated above.

**ARTICLE XI
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 11.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of The Delaware MET, in addition to the officers so authorized by these Corporate Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of The Delaware MET and such authority may be general or expressly limited to specific instances.

Section 11.2 Checks. Drafts. Except for those normally executed in the regular course of business, all checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of The Delaware MET, shall be signed by such officer or officers, agent or agents of The Delaware MET and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the Principal, Chairperson and countersigned by the Chairperson or Treasurer or Secretary of The Delaware MET.

Section 11.3 Deposits. All funds of The Delaware MET shall be deposited from time to time to the credit of The Delaware MET in such banks, trust companies or other depositories as the Board of Directors may select.

Section 11.4 Gifts. The Board may accept on behalf of The Delaware MET any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. Members of the Board may not accept gifts made personally to them as a result of or by virtue of their membership on the Board.

ARTICLE XII

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and Committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of The Delaware MET may be inspected by any Member or Director or such Member's or Director's agent or attorney for any proper purpose at any reasonable time.

ARTICLE XIII

FISCAL YEAR

The fiscal year of The Delaware MET shall be the calendar year, beginning on July 1st and end on June 30.

ARTICLE XIV

SEAL

The corporate seal shall have inscribed thereon the name of The Delaware MET and the words "Corporate Seal, Delaware".

ARTICLE XV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the DGCL or under the provisions of the Certificate of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitle to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.