EXHIBIT A

BYLAWS

OF

MAINE ROBOTICS

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ARTICLE I

Name, Location and Corporate Seal

Section 1.1 Name. The name of this Corporation shall be Maine Robotics, and it shall be located in Orono, County of Penobscot, State of Maine.

Section 1.2 Seal. The corporate seal shall be the common wafer seal unless otherwise determined by the Board of Directors.

ARTICLE II

Purpose

Section 2.1 Purpose. The purposes of this Corporation shall be as set forth in the Articles of Incorporation, as the same may be amended from time to time, which purposes shall include conducting educational activities such as summer camps, school-based programs and teacher workshops that use robotics as a multi-disciplinary approach to educating children in the areas of engineering, basic science, computers, programming, mathematics, problem solving, and project design and management.

Section 2.2 Powers. This Corporation shall have all the powers, rights and duties normally incident to such corporations and all other rights granted to corporations organized under the Maine Nonprofit Corporation Act, but shall engage only in such activities as are permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III

Membership

The Corporation shall have no members and shall be governed by its Board of Directors.

ARTICLE IV

Board of Directors

Section 4.1 General Powers. The affairs of the Corporation shall be governed by a Board of Directors, consisting of no less than three (3) nor more than nine (9) members. The initial Board of Directors shall be appointed by the sole incorporator, and shall consist of three (3) members.

Section 4.2 Qualification and Term. Directors shall be elected by a majority of the other Directors at the Annual Meeting of the Corporation. Directors need not be residents of the State of Maine nor Members of the Corporation. Directors shall serve indefinite terms until the earlier of their resignation or removal from office. Upon the voluntary resignation of any Director, the resigning Director shall appoint his or her successor, subject to approval by a majority of the remaining Directors.

Section 4.3 Vacancies, Resignation and Removal. Newly created directorships created by increasing the number of Directors shall be filled by the affirmative vote of a majority of the Board, although less than a quorum of the Board of Directors. Any vacancy occurring in the Board of Directors by reason of a Director's resignation or removal from office may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected to fill the unexpired term of his or her predecessor in office. Any Director may resign his or her office by delivering a written resignation to any other Board member. Directors may be removed from office in the manner prescribed by the Maine Nonprofit Corporation Act.

Section 4.4 Committees. The Board of Directors may designate such committees as it deems necessary consisting of members of the Board of the Directors and such other persons as may be designated by the resolution authorizing the committee. So far as is applicable, the provisions of law and of these bylaws governing the conduct of meetings of the Board of Directors shall govern all committee meetings.

Section 4.5 Regular Meetings. Meetings of the Board of Directors, regular or special, may be held at any location within or without the State of Maine. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board of Directors without necessity for notice other than such resolution.

Section 4.6 Special Meetings. Special meetings of the Board of Directors may be called by the President of the Corporation, or by any two Directors.

Section 4.7 Annual Meeting. The Annual Meeting shall be held during the month of January at such time and place as shall be set by the Board of Directors.

Section 4.8 Notice. Except as otherwise provided in Section 4.5 above, notice of any regular meeting of the Board of Directors shall be given at least three (3) business days prior thereto and notice of any special meeting of the Board of Directors shall be given at least three (3) business days prior thereto by written notice, such written notices to be delivered personally or sent by mail, electronic mail, or fax to each Director at his or her address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends the meeting for the express purpose of objecting to the transaction of any business because a meeting is not lawfully called or convened. Neither the

business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless the applicable provisions of the Maine Nonprofit Corporation Act so require.

Section 4.9 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 4.10 Action of Directors By Unanimous Written Consent. Any action which may be taken or which may be required by Maine law to be taken at a meeting of Directors may be taken without a meeting if all the Directors sign a written consent setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consent shall be filed with the minutes of the Board of Directors meetings and shall have the same effect as a unanimous vote of the Board of Directors.

Section 4.11 Meetings by Conference Telephone. Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and such participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

ARTICLE V

Officers

Section 5.1 Election and Term. The Officers of this Corporation shall consist of a President, a Treasurer, a Secretary and such other officers as the Board deems necessary. All Officers shall be elected or appointed annually by the Board of Directors immediately following the Annual Meeting. Any two or more offices may be held by the same person. New offices

may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until such Officer's successor shall have been duly elected.

Section 5.2 Removal. Any Officer may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby.

Section 5.3 Vacancies. A vacancy, however occurring, in any office may be filled by the Board of Directors.

Section 5.4 President. The President shall have general supervision of the affairs of the Corporation, shall preside at all meetings of the Board of Directors when present, and generally shall perform the duties usually incident to their offices or prescribed by law or vote of the Board of Directors.

Section 5.5 Secretary. To the extent required by these bylaws, the Secretary shall notify all Directors of all regular and any duly called special meetings of the Board of Directors. Notice shall be furnished in the manner provided by these bylaws. The Secretary shall faithfully and impartially record the actions taken at each meeting of the Board of Directors.

Section 5.6 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; shall receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and shall deposit all such monies in the name of the Corporation and such banks, trust companies or other depositories as shall be selected and approved by the Board of Directors; and in general shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

ARTICLE VI

Contracts, Checks, Deposits and Funds

Section 6.1 Contracts. The Board of Directors may authorize any Officer(s) or agent(s) of the Corporation, in addition to the Officers so authorized by law or these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.2 Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by a resolution of the Board of Directors. In the absence of such determination by the Board of Directors, any such instrument with an aggregate value of Five Hundred Dollars ($500) or less may be signed by the President or Treasurer, acting singly. For any such instrument with an aggregate value of greater than Five Hundred Dollars ($500), such instrument shall be signed by the Treasurer, and countersigned by the President.

Section 6.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6.4 Gifts. The Board of Directors may solicit and/or accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII

Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors. All books and records of this Corporation may be inspected by any Officer or Director, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII

Fiscal Year

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

ARTICLE IX

Prohibition Against Sharing in Corporate Earnings

Section 9.1 Prohibition Against Sharing in Corporate Earnings. No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in carrying out one or more of its purposes), and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 9.2 Distribution of Assets Upon Dissolution. Upon any dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations, to be identified by the Board of Directors in its sole and absolute discretion, that are organized and operated exclusively for such purposes as shall then qualify such organization or organizations

for the exemption from federal income taxation provided for in Section 501(a) of the Internal Revenue Code of 1986, as amended, by virtue of being described in Section 501(c)(3) of the Code.

ARTICLE X

Investments

The Corporation shall have the right to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, provided that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction, or would result in the loss, or in any manner impair, the tax exempt status of the Corporation.

ARTICLE XI

Exempt Activities

Notwithstanding any other provision of these bylaws, no Director, Officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XII

Seal

The seal of the Corporation may, but need not, be affixed to any properly executed document, and its absence therefrom shall not impair the validity of the document or any action taken in pursuance thereof or in reliance thereon. The presence of the corporate seal and a document purporting to be executed by authority of a domestic or foreign corporation shall be prima facie evidence of the document so executed.

ARTICLE XIII

Amendments to Bylaws

These bylaws may be amended by a majority of the Directors present at any regular meeting or at any special meeting, if the written notice for such meeting states that one of the proposed actions is the amendment of these bylaws.

ARTICLE XIV

Indemnification

The Corporation shall have the power to indemnify and, without formal action by the Directors or other persons, shall indemnify any Officer or Director, in respect of any and all matters or actions for which indemnification is permitted by the laws of the State of Maine, including without limitation, liability for expenses incurred in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative. Indemnification under the preceding sentence with respect to persons other than Officers and Directors, such as employees, agents or other persons acting for or in behalf of the Corporation may be made only upon the affirmative vote of the Board of Directors in specific instances. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any of the above-stated capacities, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person.

Date Adopted: _____

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, Secretary