

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Amendment and Restatement of By-Laws



AMENDED AND RESTATED
BY-LAWS

EEL CORPORATION

UNITED STATES ST

(herein)

[The remainder of the page contains extremely faint and illegible text, likely representing the body of the Amended and Restated By-Laws.]

postage prepaid, to the Secretary of the Federal Reserve Bank of New York, New York, New York, or to the principal executive offices of the corporation less than 90 days nor more than 120 days prior to the first anniversary of the preceding meeting.

Such notice shall be given by first-class mail, postage prepaid, and shall be accompanied by a copy of the minutes of the last meeting of the board of directors, which public announcement of the date of such meeting is first made.

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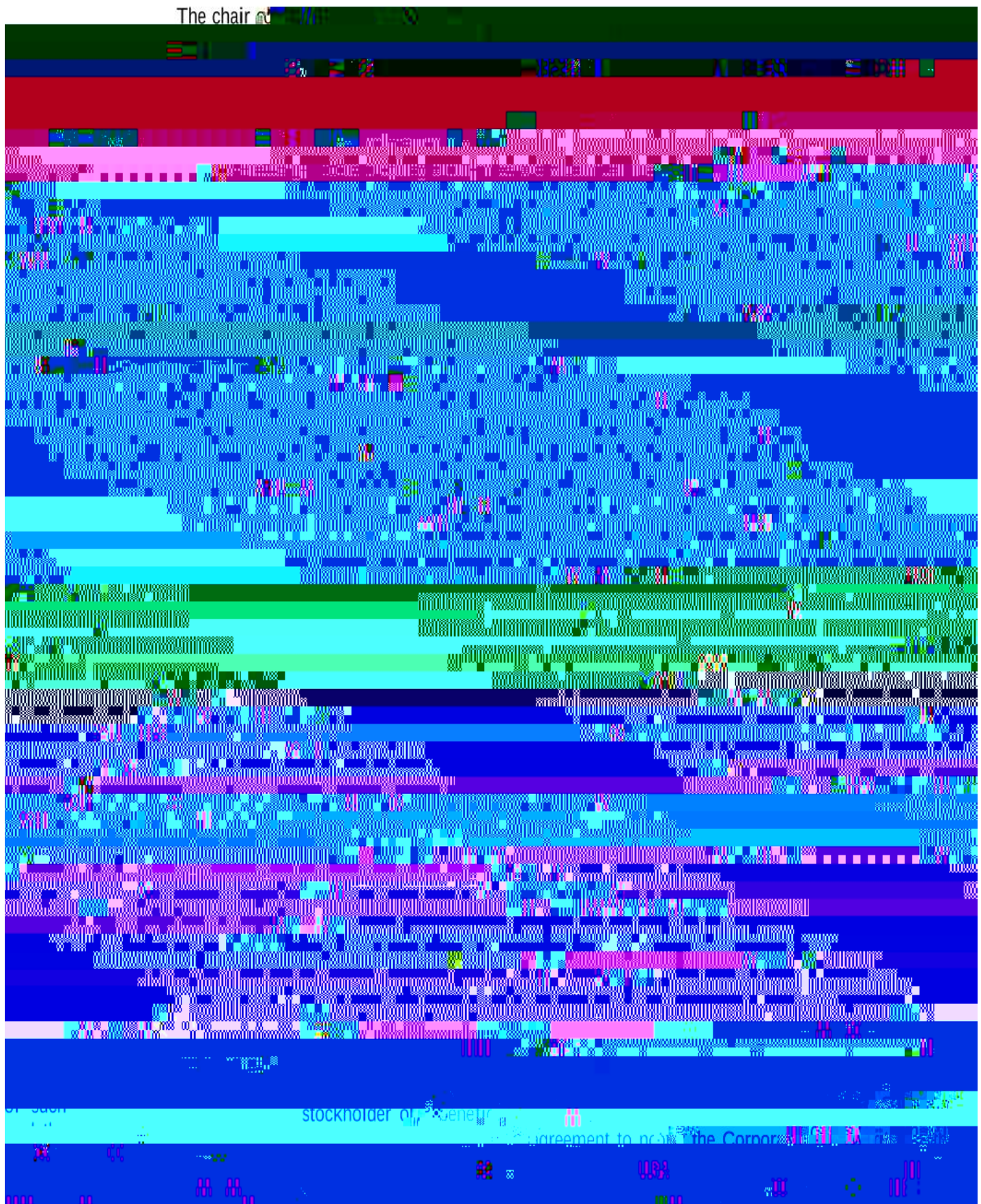
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agreement to

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trustee, which to the extent permitted in this section 14, the Corporation may omit from its proxy material any information or Statement that it, in good faith, believes would

vii. any other applicable law or regulation, including

any other applicable law or regulation, including

named in the Corporation's proxy statement as a nominee;

iii. a copy of the Schedule 14N that has been or concurrent and Exchange Commission under Rule 14c-19 under

filed with the Securities and Exchange Commission under Rule 14c-19 under the Securities Exchange Act of 1934, as amended, or any other applicable law or regulation, including

regated for purposes of constituting an Eligible Stockholder

the record holder and intermediaries as required under Section 14c-19 under the Securities Exchange Act of 1934, as amended, or any other applicable law or regulation, including

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2) has not nominated and will not nominate for election to the Board of Directors of the Corporation any individual who is being nominated pursuant to this

Section 10,

3) has not engaged and will not engage in a, and has not been and will not be a "participant" in another person's "solicitation" within the meaning of Rule 14d-1(f) and (j) under the Securities Exchange Act of 1934, as amended, in support of the election of any individual as a director of the annual meeting of stockholders other than its

liability stemming

from any communication or communications with the

shareholder proxy

and hold harmless the Corporation and each of its

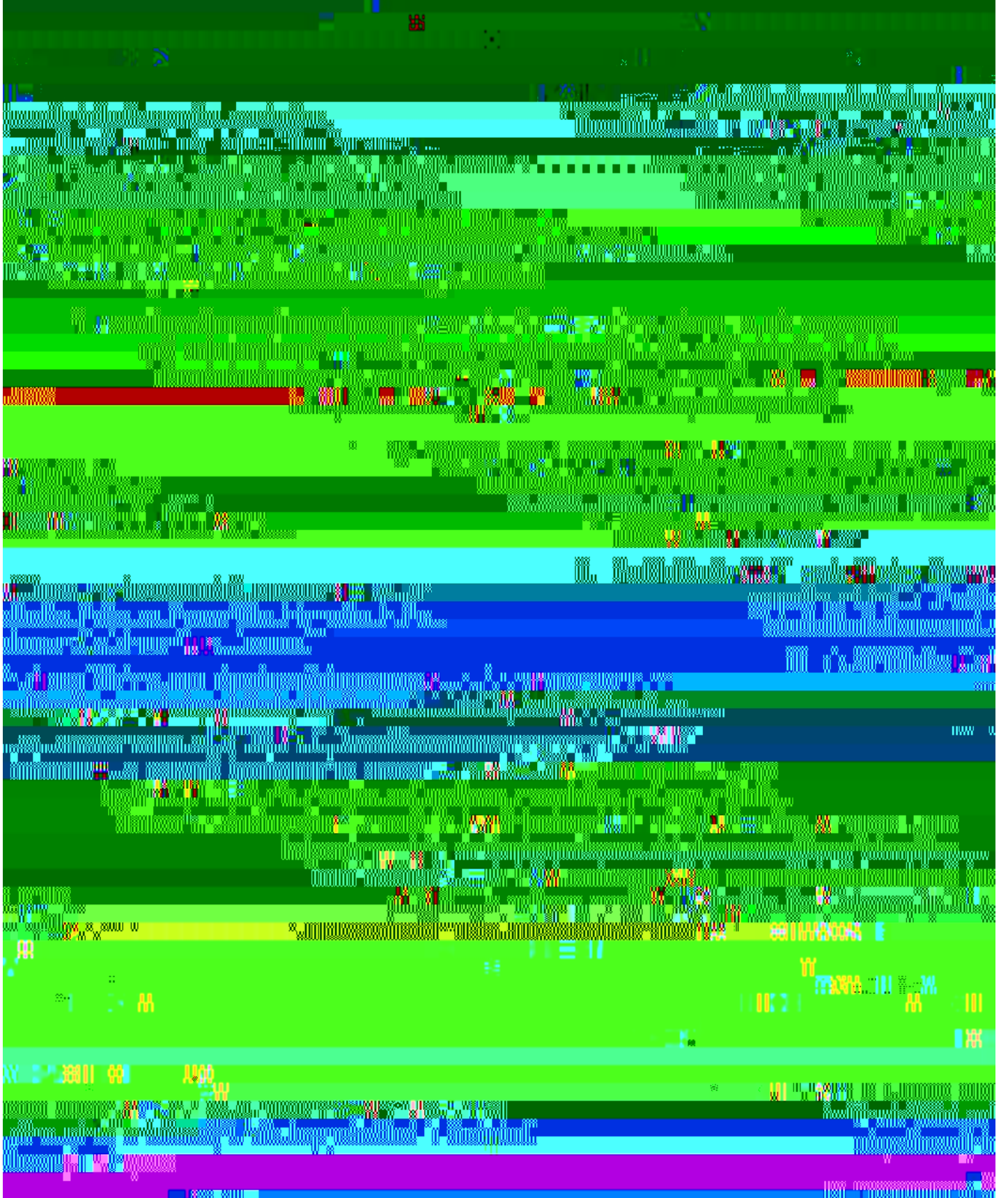
directors, officers, employees and agents and their respective

Corporation, will act or vote on a question that has

been referred to the Corporation,

b. is not and will not become a party to an agreement, an arrangement,

amended, or whether any exemption from filing is available for the filing.





name was submitted for inclusion in the Corporation's proxy materials but who is nominating

the Board of Directors

of Directors (as a nominee), together with any nominee who were previously elected

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



For any incumbent director, such director must tender an irrevocable offer to resign from the Board of Directors, contingent upon acceptance of such offer of resignation by the Board of Directors, if such director fails to receive a majority of the votes cast in an election that is not a Contested Election. If an incumbent director fails to receive a majority of the votes cast in an election that is not a Contested Election, the Corporate Governance & Sustainability Committee, an independent committee designated by the Board of Directors pursuant to applicable laws, shall make a recommendation to the Board of Directors as to whether to accept such offer of resignation.

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The Secretary shall give notice of each special meeting by mailing the same at least four days before the meeting, or by facsimile, telephone, or electronic transmission of the same at least one day before the meeting to each director, a

meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in

Directors.

Section 3 President, Executive Officer. The President shall

The President shall report and be responsible to the Chief Executive Officer and shall have the powers and perform such duties as from time to time may be assigned or delegated to him by the Board of Directors or the Chief Executive Officer.

Section 4 Chief Financial Officer. The Chief Financial Officer shall have the powers and perform such duties as from time to time may be assigned or delegated to him by the Board of Directors or the Chief Executive Officer.

Section 5 Chief Executive Officer. The Chief Executive Officer shall have the powers and perform such duties as from time to time may be assigned or delegated to him by the Board of Directors or the Chief Executive Officer.

Section 4

Chief Financial Officer. The Chief Financial Officer shall have the powers and perform such duties as from time to time may be assigned or delegated to him by the Board of Directors or the Chief Executive Officer.

Section 5 Chief Executive Officer. The Chief Executive Officer shall have the power to make and execute contracts on the Corporation's behalf and to delegate such power to others.

Section 5 Vice Presidents. Each Executive Vice President, Senior

ons of these By-Laws shall have charge of the books, records and papers of the Corporation and shall be responsible for the same. The books, records and papers of the Corporation shall be properly kept and preserved in accordance with the laws of the State of New York and the laws of the United States and shall be available for inspection and copying by any person who is entitled to inspect the same under the provisions of the Corporation Law of the State of New York and the laws of the United States.

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ARTICLE IV.
Capital and Social

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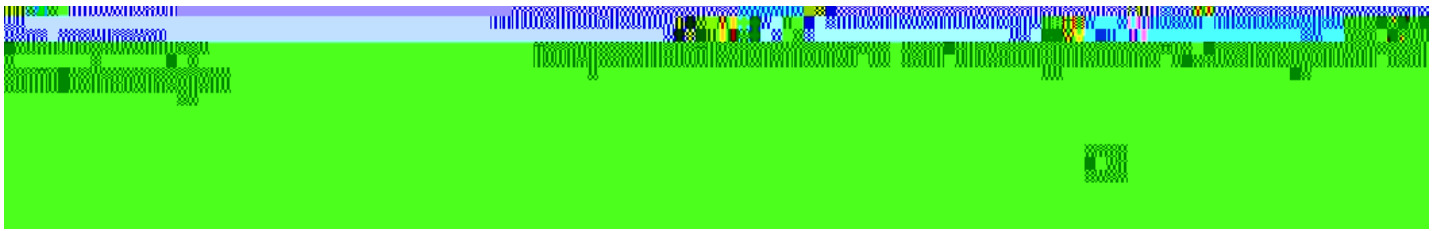
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and a registrar and transfers. The Board of Directors may at any time terminate the

and transfer agent or any assistant transfer agent.

of any meeting of stockholders, or the date of payment of

of any such dividend, for the determination of the list of the stockholders entitled to notice

only such stockholders as are registered as stockholders of the corporation on the date of such notice of, and to vote at, such meeting and any adjournment thereof.

such dividend.

Section 172. Payment of Expenses

(The Corporation shall pay the all

non-profit

entity) in advance of the final disposition of the proceeding shall be paid

in 2 to any person

director or an officer) or is or was serving in any capacity in the interest of the

of another corporation, partnership, joint venture, trust

Corporation as an employee.

