

**United States Industry Coalition, Inc. (USIC)
AMENDED BY-LAWS**

ARTICLE I NAME and OBJECTIVES

1.1 Name

The name of this Corporation is United States Industry Coalition, Inc. (the "Corporation)."

1.2 Objectives

The specific purpose of this Corporation is as follows:

(a) To receive and administer funds exclusively for educational, scientific, charitable, and public welfare purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States Internal Revenue Law), including but not limited to, the following:

(i) To facilitate scientific and industrial research through contracts and agreements with research and educational institutions for the purpose of aiding the geographic areas constituting the United States of America by attracting new industry to the area or by encouraging the development of, or retention, industry in the aforementioned area;

(ii) To establish a center for the accumulation of information useful to scientific and industrial research; to foster the exchange of scientific and technical information with other research and educational institutions and to publish and disseminate such of its findings as may be deemed of general public interest;

(iii) To promote and foster the application of industrial research in the development of commerce, trade, and industry, the discovery and development of methods for the beneficial utilization of human and natural resources, and the improvement of the general standard of living and the peace and prosperity of mankind; and

(iv) To seek and accept gifts, grants, and other support from individuals, corporations, organizations, foundations, and others and to charge fees for carrying out the express purposes of this Corporation as herein defined.

(b) No substantial part of the activities of the Corporation shall be to carry on propaganda or otherwise attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

1.3 Not-for-Profit Status

Notwithstanding any other provision of these Bylaws, this Corporation shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws); or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

ARTICLE II MEMBERSHIP

2.1 Eligibility

(a) GIPP Membership is open to universities, consortia, and business entities and their divisions domiciled, and if a corporation, incorporated in the United States, who are interested in promoting scientific, technological, and commercial relationships between United States businesses and entities of the former Soviet Union.

(b) General Membership is open to universities, consortia, and business entities and their divisions domiciled, and if a corporation, incorporated in or outside of the United States, who wish to join USIC. These entities may but do not have to have an interest in supporting the objectives of the Department of Energy's Initiative for Proliferation Prevention (IPP) program.

2.2 Annual Membership Fees

A GIPP Member or General Member shall become a member of the Corporation upon payment of the annual membership fee, submission of an application for membership, and approval of the application by the President. The annual membership fee shall be fixed at such amounts as the Board of Directors shall determine prior to the beginning of any membership period. Payment of a membership fee for subsequent years shall be in annual installments made prior to the anniversary date of the membership. Small businesses may pay the annual membership fee in semi-annual payments. A GIPP Member or General Member who fails to pay the membership fee within thirty (30) days from the time the same became due, may by vote of the Board of Directors be dropped from the rolls and shall forfeit all rights and privileges. Annual membership fees shall be used only for corporate purposes.

2.3 Transfer of Membership

Membership of a GIPP Member or a General Member may be transferred to the GIPP Member's or the General Member's parent company or another subsidiary or division of the Member's same corporate entity without approval of the Corporation's Board of Directors or its Members. Membership of a GIPP Member or a General Member may be transferred to a successor of the business or educational activities of a GIPP Member or a General Member provided that such successor entity meets the eligibility requirement of

Section 2.1 above, and only upon approval of such transfer by the Board of Directors of the Corporation.

2.4 Corporations

A GIPP Member or a General Member that is part of the corporate entity is free to discuss all activities, information, and findings of the Corporation with other companies within that GIPP Member's or General Member's corporate entity that meet the eligibility of 2.1 above, provided a non-disclosure agreement acceptable to the Corporation has been executed by each company receiving such information.

ARTICLE III CORPORATION

3.1 Board of Directors

The Board of Directors shall be elected annually by the majority vote of the GIPP Members of the Corporation in accordance with these Bylaws. The Board of Directors shall have full power to act on behalf of the Corporation as permitted by the statutes of the State of Delaware, the Certificate of Incorporation, as amended or restated, and these Bylaws as amended or restated.

3.2 Election

The Board of Directors will consist of not less than nine (9) members, and up to fifteen (15) members with the approval of the Board. The Directors shall be classified with respect only to the time for which they shall severally hold office, by dividing the number of directors into three equal classes, known as classes "A," "B," and "C" which shall be elected in successive years. One of the class "A" Directors shall be a representative of a large business or consortia composed of for-profit businesses paying full membership dues. One of the class "B" Directors shall be a representative of a university or other institution of higher learning. One of the class "C" Directors shall be a representative of a small business member defined as a business with annual revenues of Twelve Million (12,000,000) Dollars or less. At each annual election, the successors to the class of Directors whose terms shall expire in that year shall be elected to hold office for the term of three (3) years, so that the term of office of one class of Directors shall expire in each year; provided, however, that the term of office of the Directors of each class shall continue until the election and qualification of the successors to the Directors of each class.

Prior to the annual meeting, the Nominating Corporate/Governance Committee will recommend a slate of Director nominees equal to the number of Directors that the Board has decided will be elected at the annual meeting. Other persons may be nominated for the open Director positions at the annual meeting by any GIPP Member. Each GIPP Member will be allowed to vote for candidates up to the number of Directors to be elected, except cumulative voting will not be allowed. The qualified candidates receiving the highest vote totals will be elected to fill the open Director positions.

3.3 Resignation; Removal; Vacancies

Any Director may resign at any time upon written notice to the Corporation. Any vacancy occurring in the Board of Directors for any cause may be filled by a majority of the remaining Members of the Board of Directors, although such majority is less than a quorum, and each Director so elected shall hold office until the expiration of the term of office of the Director who has been replaced, until he or she is removed by the GIPP Members, or until a successor is elected and qualified.

A Director who misses two consecutive meetings of the Board, without approval of the Chairman of the Board, or President, shall be deemed to have resigned from the Board unless, at such second meeting the Directors then present shall determine by majority vote of the Directors present that the two absences are excused.

3.4 Duties of the Chairman

The Chairman elected annually by the Board of Directors at the Annual Meeting thereof shall hold that office until the next Annual Meeting or until a successor shall be elected and shall qualify. In the event of the incapacity of the Chairman of the Board, the Board of Directors, shall by a majority vote of the Board of Directors, designate an Acting Chairman who shall, during the incapacity of the Chairman assume and perform all functions and duties which the Chairman is authorized or required by law to do. The Chairman is authorized or has the power to call special meetings of the Directors for any purpose or purposes. The Chairman shall preside at all meetings of the Board of Directors unless the Chairman shall be absent or incapacitated. The Chairman of the Board, subject to the authority of the Board, shall generally do and perform all acts incident to the office of the Chairman of the Board and which are authorized or required by law. The Chairman of the Board of Directors may be designated as the Chief Executive Officer of the Corporation and, if so designated, shall have the power to hire and discharge employees of the Corporation, engage consultants and agents, fix the compensation and benefits of the employees of the Corporation, agree upon the compensation and other terms and conditions of the Corporation's consultants and agents, make and sign contracts and agreements in the name and on behalf of the Corporation, fulfill the duties of the program manager under the Financial Assistance Agreement between the Corporation and Department of Energy, and generally direct the general management in control of the business and affairs of the Corporation.

3.5 Regular Meetings

Regular meetings of the Board of Directors may be established by resolution of the Board of Directors and, if so established, may be held at such places within or without the State of Delaware, and at such times as the Board of Directors may from time-to-time determine, and, if so determined, notice of regular meetings need not be given.

3.6 Annual Meetings

The Annual Meeting of the Board of Directors of the Corporation shall be held in the month of March, or as soon thereafter as may be convenient, for the purpose of electing

the Chairman of the Board of Directors, the President of the Corporation, and for the purpose of transacting such business as may come before the meeting.

3.7 Special Meetings

Special meetings of the Board of Directors may be any time or place within or without the State of Delaware whenever called by the Chairman, or by the written request of at least three (3) Members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, convenient to the Board as a whole, either within or without the State of Delaware as the place of the special meeting. Notice of a special meeting of the Board of Directors shall be given by the person or persons calling the meeting at least three (3) days before the special meeting, and such notice shall state the purpose of the special meeting.

3.8 Telephonic Meetings Permitted

Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting thereof, regular, annual and special, by means of which all persons participating in a meeting can hear each other, and participation in a meeting pursuant to these Bylaws shall constitute presence in person at such meeting.

3.9 Quorum; Vote Required for Action

At all meetings of the Board of Directors a majority of the whole Board of Directors shall constitute a quorum for the transaction of business. A quorum once attained at a meeting shall be deemed to continue until adjournment notwithstanding the voluntary withdrawal of enough Directors to leave less than a quorum. Except in cases in which the Certificate of Incorporation, as amended or restated, or the Bylaws otherwise provide, the vote of a majority of the Directors present at meeting at which a quorum is present shall be the act of the Board of Directors.

3.10 Organization

Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or if absent by the acting Chairman. The Secretary of the Corporation shall act as Secretary of the meetings, but if absent, the Chairman may appoint any person to act as Secretary of the meeting.

3.11 Action by Directors without a Meeting

Unless otherwise restricted by the Certificate of Incorporation, as amended or restated, or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all Members of the Board of Directors or such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or such committee.

3.12 Officers

The Officers of the Corporation shall consist of a President, Vice President (if appointed), Secretary, and Treasurer, and other officers as the Board may determine are required.

3.12.1 President's Responsibilities

The President shall not be a member of the Board of Directors, however, he or she shall attend all meetings (except such meetings or portion, thereof, as the Chairman shall close) and shall be responsible for preparing agendas, arranging for meeting facilities, and preparing minutes of the meeting. The President will appoint the other Officers of the Corporation, subject to the approval of the Board of Directors. The President may appoint individuals to such task force or committees as deemed appropriate, and may invite GIPP Members to furnish individuals to serve on such task forces and committees. The President shall also perform all duties incident to the Office of President and such other duties as the Board of Directors may assign.

3.12.2 Vice President's Responsibilities

A Vice President, if appointed, will be responsible to perform the duties of the President in the President's absence and within the authority delegated to him or her. The Vice President shall also perform all duties incident to the office and such duties as the President may assign.

3.12.3 Secretary's Responsibilities

The Secretary shall give notices as required and maintain the minutes, records, and files of the Corporation. The Secretary shall also perform all duties incident of the Office of Secretary and such duties as the President may assign. The Secretary, or in the Secretary's absence, a person appointed by the President, shall take minutes of each meeting of the GIPP Members of the Corporation and its Board of Directors and minutes shall be maintained in a minute book, which shall be available for review by any GIPP Member upon reasonable request.

3.12.4 Treasurer's Responsibilities

The Treasurer shall be responsible for deposit of and withdrawal of funds and establishment of accounts in banks selected by the Board of Directors, pay routine and authorized expenses by check drawn on the account of the Corporation, and furnish at least an annual accounting statement to the membership. The Treasurer shall also perform all duties incident to the Office of the Treasurer and such duties as the President may assign.

3.12.5 Term of Office

The President and Officers of the Corporation serve at the discretion of the Board of Directors.

3.13 Advisory Board

The President may appoint, with the approval of the Board of Directors, an Advisory Board. The President shall serve as an *ex officio* member of said Advisory Board if it is appointed. The Advisory Board, if appointed, will serve only in an advisory capacity to the Board of Directors and Officers of the Corporation. Each member of the Advisory Board shall serve for a three (3) years, with the initial members being appointed for terms of either one (1), two (2) or three (3) years at the discretion of the President.

3.14 Committees

The Board of Directors may from time-to-time appoint such Committees from among its Members or otherwise as it may deem desirable and shall provide for their powers and duties. Each Committee Chairman shall, to the extent not otherwise provided by the Board of Directors or by these Bylaws, elect its own Chairman, determine its rules, and shall submit to the Board of Directors at each meeting thereof a report of the actions, if any, which such Committee may have taken since the previous meeting of the Board of Directors, which actions shall be subject to revision or alteration by the Board of Directors; provided, however, that no rights of third parties shall be affected adversely by any such revision or alteration.

ARTICLE IV FUNDING

4.1 Funding Source

Funds may be derived by lawful means approved by the President of the Corporation or by the Board of Directors. The Corporation shall not accept funds that violate the requirements for exemption under Section 501(c)(3) of the Code and its regulations.

4.2 Use of Funds

The Corporation's funds may be used for any lawful purpose including reimbursement of reasonable expenses that the Officers, Board of Directors, or the Advisory Board incur in performing the Corporation's functions and duties.

ARTICLE V MEETINGS OF MEMBERS

5.1 Annual Meetings

An annual meeting of GIPP Members shall be held in the month of March, or as soon thereafter as may be convenient, for the election of Directors. At the annual meeting, a written report shall be presented covering the prior fiscal year's research activities and financial status of the Corporation. Any other proper business may be transacted at the annual meeting. All GIPP Members in good standing as validated by the Treasurer will be invited to participate in the annual meeting. General Members in good standing as validated by the Treasurer will be invited to participate in the open sessions of the annual meeting and permitted to participate in open discussions. General Members may not vote at the meeting.

5.2 Special Meetings

Special meetings of GIPP Members for any purpose or purposes may be called at any time upon written request of at least three (3) of the Board of Directors, or by a committee of the Board of Directors, which has been duly designated by the Board of Directors and whose powers and authority, as expressly provided in a resolution of the Board of Directors, include the power to call such meetings, or upon the written request of at least one-third (1/3) or more, of the GIPP Members of the Corporation. Special meetings of the GIPP Members of the Corporation may not be called by any other person or persons.

5.3 Notice of Meetings of GIPP Members

Whenever GIPP Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the Certificate of Incorporation, as amended or restated, or these Bylaws, the written notice of any meeting shall be given to less than ten (10) nor more than sixty (60) days before the date of the meeting to each GIPP Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the mail postage prepaid, directed to the GIPP Member at the Member's address as it appears on the records of the Corporation.

5.4 Adjournments

Any meeting of GIPP Members, annual or special, may adjourn from time-to-time to reconvene at the same or some other place, and notice need not be given of any such adjournment meeting, if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the GIPP Members may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each GIPP Member of record entitled to vote at the meeting.

5.5 Quorum

Except as otherwise provided by law, the Certificate of Incorporation, as amended or restated, or these Bylaws, at each meeting of GIPP Members the presence in person or by proxy of the GIPP Members having one-third (1/3) of the votes that could be cast by the GIPP Members entitled by vote at the meeting shall be necessary and sufficient to constitute a quorum. A quorum, once attained at a meeting, shall be deemed to continue until adjournment notwithstanding the voluntary withdrawal of enough GIPP Members to leave less than a quorum.

5.6 Organization

Meetings of GIPP Members shall be presided over by the President of the Corporation, or if absent by his or her designated alternate. The Secretary of the Corporation shall act as Secretary of the meeting, but if absent the President may appoint any person to act as Secretary of the meeting.

5.7 Voting; Proxies

Except as otherwise provided by the Certificate of Incorporation, as amended or restated, each GIPP Member is entitled to one (1) vote at any meeting of the GIPP Members. Universities and consortia shall have the option to be non-voting members on all matters. Regarding the election of Directors of the Corporation by GIPP Members, cumulative voting is not authorized.

If a quorum is present, the affirmative vote of the majority of the GIPP Members represented at the meeting entitled to vote on the subject matter shall be the act of the GIPP Members unless the vote of a greater number if required by law, the Certificate of Incorporation, as amended or restated, or these Bylaws. Voting at meetings of GIPP Members need not be by written ballot and need not be conducted by inspectors of election unless so determined by a majority of GIPP Members present.

Each GIPP Member entitled to vote at a meeting may authorize another person or persons to act as him or her by proxy. A GIPP Member may revoke any proxy by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with the Secretary of the Corporation.

5.8 Additional Member Attendees

Membership meetings may be attended by (i) non-voting representatives of GIPP Members or General Members or (ii) non-voting representatives of companies employed by the GIPP Member or General Member.

5.9 Additional Non-Member Attendees

Non-members can attend meetings if invited by an Officer of the Corporation. Any non-member attending shall be required to execute an appropriate non-disclosure agreement if the subject matter to be discussed is deemed by the President to warrant non-disclosure protection. Non-member attendees will not be permitted to participate in open discussions unless recognized for that purpose by the presiding officer.

ARTICLE VI CONDUCT OF BUSINESS

6.1 Fiscal Year

The fiscal year of the Corporation shall end on September 30 or such other fiscal year as may be determined by the Board of Directors.

6.2 Contacts with other Entities

The Corporation may conduct research activities in conjunction with other organizations, universities, institutions, the Federal Government, and entities in the former Soviet Union.

6.3 Budget

Under no circumstances shall the Corporation adopt a budget that provides for expenditures in excess of the allocated funds identified and/or appropriated at the beginning of the fiscal year plus anticipated revenue of annual membership fees.

6.4 Extended Research Activities

All contracts for research activities conducted on behalf of the Corporation whose duration extends beyond the end of the current fiscal year shall include a provision for orderly transition at the end of the fiscal year. This includes reviewing for funding approval based on progress.

6.5 Attorneys at Meetings

An attorney representing the Corporation may attend meetings of the GIPP Members of the Corporation and its Board of Directors as directed by the President.

ARTICLE VII RIGHTS OF MEMBERS

7.1 Individual Action

The right of each GIPP Member or General Member of the Corporation to act individually and independently, or with any other GIPP Member or General Member, concerning any matter within the scope of the Corporation's activities shall not be impaired or restrict the action of the Corporation. Each individual GIPP Member or General Member shall have the right to take such action as is deemed advisable, whether or not such action conflicts with the action of the Corporation. Such individual action shall not purport to represent action of the Corporation.

7.2 Corporate Records

At reasonable times and upon reasonable notice to the Secretary, each GIPP Member or General Member shall have access to and the right to inspect for any proper purpose, the books and all records of the Corporation and to make copies or extracts thereof.

7.3 Withdrawal

Any GIPP Member or General Member may withdraw from the Corporation subject to the provision of Article VIII.

ARTICLE VIII WITHDRAWAL

8.1 Withdrawal

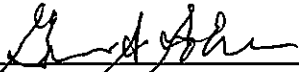
Any GIPP Member or General Member may withdraw from the Corporation by providing thirty (30) day written notice thereof to the Secretary of the Corporation. Dues will not be returned to the GIPP Member or General Member.

ARTICLE IX AMENDMENT

9.1 Amendment of By-Laws

These Bylaws may be altered or repealed, and new Bylaws made, by majority vote of the Board of Directors.

It is hereby certified that the foregoing is a true and correct copy of the Corporation's Bylaws as amended 17 July 1996, 16 October 1998, 14 January 2000, 1 April 2004 and on 15 January, 2009.



Gerson S. Sher, Ph.D., President & CEO

ATTEST:

Signed and sealed before me this 17th
day of September, 2009.



Notary Public

MY COMMISSION EXPIRES: 4/14/2012

