

Amended and Restated

BY-LAWS OF

HomePNA, Inc.

ARTICLE 1: DEFINITIONS

SECTION 1.1 “Corporation” shall mean **HomePNA, Inc.**

SECTION 1.2 “Member” shall mean all Members of the Corporation who so qualify in accordance with the provisions of Section 12.2.

ARTICLE 2: OFFICES

SECTION 2.1 PRINCIPAL OFFICE

The principal office of the Corporation is located in Contra Costa County, State of California, USA.

SECTION 2.2 CHANGE OF ADDRESS

The designation of the county or state of the Corporation’s principal office may be changed by the Board of Directors.

SECTION 2.3 OTHER OFFICES

The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of Directors may, from time to time, designate.

ARTICLE 3: NONPROFIT PURPOSES

SECTION 3.1 IRC SECTION 501 (c) (6) PURPOSES

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (6) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (6) of the Internal Revenue Code.

SECTION 3.2 SPECIFIC OBJECTIVES AND PURPOSES

HomePNA, Inc. is a non-profit corporation formed to provide a forum for the creation of an open standard and specification for home networking products and services and to accelerate the demand for products based on these standards worldwide through the sponsorship of market and user education programs

The purposes for which the Corporation is organized are:

(1) To define, establish and support a home networking specification which provides the basic networking capability but is also compatible with other uses of the home telephone lines, and foster the rapid adoption of these specifications and standards by developers of related products and services.

(2) To provide a forum and environment whereby the Corporation's Members may meet to approve suggested revisions and enhancements that evolve the initial specification; to make appropriate submissions to established agencies and bodies with the purpose of ratifying these specifications as an international standard; and, to provide a forum whereby users may meet with developers and providers of home networking products and services to identify requirements for interoperability and general usability.

(3) To educate the business and consumer communities as of the value, benefits and applications for home networking products and services through public statements, publications, trade shows demonstrations, seminar sponsorships and other programs established by the Corporation.

(4) To protect the needs of consumers and increase competition among vendors by supporting the creation and implementation of uniform, industry-standard conformance test procedures and processes which assure the interoperability of home networking products and services.

(5) To maintain relationships and liaison with educational institutions, government research institutes, other technology consortia, and other organizations that support and contribute to the development of specifications and standards for home networking.

(6) To foster competition in the development of new products and services based on specifications developed by the Corporation in conformance with all applicable antitrust laws and regulations.

ARTICLE 4: DIRECTORS

SECTION 4.1 NUMBER

The Corporation shall have a minimum of Five (5) and a maximum of Eleven (11) Directors provided however that if there are less than Five (5) Promoter Members, the minimum number of Directors shall be the total number of Promoter Members in good standing. Collectively, the Directors shall be known as the Board of Directors. The exact number of

Directors shall be eleven until changed by the Board of Directors. The maximum number of Directors of the Corporation may be changed by unanimous approval of the Board of Directors.

SECTION 4.2 POWERS

Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these By-laws relating to action required or permitted to be taken or approved by the Members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4.3 DUTIES

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these By-laws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these By-laws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- (c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these By-laws;
- (e) Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof;
- (f) Elect annually a President from the Corporation's Membership or from the general public who shall be the Chief Executive Officer of the Corporation and shall perform all duties as required by these By-laws;
- (g) Establish and disband other committees as appropriate to conduct the work of the Corporation;
- (h) Approve the Corporation's annual budget. If the annual budget is not approved at the start of each calendar year, the Corporation shall operate based on the prior yearly budget, to the extent practical, until an annual budget is approved;
- (i) Establish annual dues for all Member classes, and establish privileges and benefits for all classes of Members.
- (j) Administer and establish policies consistent with the Promoter's, Adopter's, and Participant's Agreements referenced in Section 12.3

SECTION 4.4 ELECTION OF DIRECTORS

Directors must be employees or duly appointed representatives of a Promoter Member of the organization. A person shall be accepted as a Director upon submission of the name and title of an employee or duly appointed representative by the Promoter Member to the Secretary. A Promoter member may hold one seat on the Board of Directors at any time.

Except as otherwise provided herein or below, each Director shall serve for a term of two (2) years. The term of office of all directors shall begin immediately after their acceptance.

SECTION 4.5 TERM OF OFFICE

Except as set forth herein, the Directors of the Corporation shall elect all of the Directors. All Directors shall be elected for two-year terms. Directors shall be confirmed at the annual meeting of Directors.

SECTION 4.6 COMPENSATION

Directors shall serve without compensation.

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, and receiving compensation therefor so long as such compensation is approved by a majority of disinterested Directors.

SECTION 4.7 PLACE OF MEETINGS

Meetings shall be held at mutually agreed place and times. Meetings may be held in person or by any combination of audio, document or video conferencing techniques.

SECTION 4.8 ANNUAL MEETINGS

Annual meetings of Directors shall be held in conjunction with the annual meeting of Members.

SECTION 4.9 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by any three Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board.

SECTION 4.10 NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these By-laws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

(a) Annual Meetings. At least 30 days prior notice shall be given by the Secretary of the Corporation to each Director.

(b) Special Meetings. At least one week prior notice shall be given by the Secretary of the Corporation to each Director of each special meeting of the Board.

Such notice may be oral or written, may be given personally, by mail, by telephone, by facsimile machine, or by electronic message, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification or electronic message, the Director to be contacted shall acknowledge personal receipt of the facsimile notice or electronic message by a return facsimile, or electronic message or telephone call within three (3) working days of the first notification.

SECTION 4.11 QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Members of the Board of Directors.

In the absence of a quorum at any meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting

SECTION 4.12 BOARD ACTION

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 is the act of the Board of Directors, unless the Promoter's Agreement as from time to time adopted, the Articles of Incorporation, these By-laws, or provisions of law require a greater voting percentage or different rules for approval of a matter by the Board.

SECTION 4.13 CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

To the extent permitted by applicable law, a Director may designate an alternate representative from the same organization to attend a Board of Directors meeting when that Director is unable to attend a meeting and act in his/her capacity, including the right to vote. A Director must be present in person at any meeting to vote.

Meetings shall be governed by such procedures as may be approved from time to time by the Board, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these By-laws, or with provisions of law.

Directors may participate in a regular or special meeting through use of conference telephone, videoconference, or similar communications, so long as all people participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

SECTION 4.14 VACANCIES, RESIGNATIONS

Vacancies on the Board of Directors shall exist, (1) whenever the number of authorized Directors is increased, and (2) whenever a Director's employer terminates its Promoter membership in the Corporation.

Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state. The Promoter member employing the resigning Director may replace that Director with another employee or duly appointed representative.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the state of California.

When a vacancy exists as a result of the provisions of this section, the Promoter Member employing the vacating Director may replace that Director with another employee or duly appointed representative.

If the number of Directors then in office is less than the minimum required by Section 4.1, and if the Promoter Member or Members who have the right hereunder to appoint a Director or Directors to the Board of Directors fails to appoint such Director or Directors, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 4.15 NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 4.16 INDEMNIFICATION BY THE CORPORATION OF DIRECTORS AND OFFICERS

The Directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

SECTION 4.17 INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these By-laws or provisions of law.

SECTION 4.18 BOARD ACTION WITHOUT A MEETING

Any Action that the Board of Directors is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE 5: OFFICERS

SECTION 5.1 DESIGNATION OF OFFICERS

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and an Executive Director. The Corporation may also have one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors. With the exception of the Executive Director it shall be required for employers of the officers to maintain Promoter membership in the Corporation. With the exception of the Executive Director, officers must be employees or duly appointed representatives of a Promoter member.

SECTION 5.2 ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors, at each annual meeting of the Board of Directors, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 5.3 REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

SECTION 5.4 VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the Board shall determine.

SECTION 5.5 DUTIES OF PRESIDENT

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these By-laws, or which may be prescribed from time to time by the Board of Directors, including presiding as chairperson at all meetings of the Board of Directors and at all meetings of the Members.

Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these By-laws, the President shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 5.6 DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these By-laws, or as may be prescribed by the Board of Directors.

SECTION 5.7 DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the Corporation the original, or a copy, of these By-laws as amended or otherwise altered to date.

Keep at the principal office of the Corporation or at such other place as the board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof, including all ballots and proxies.

See that all notices are duly given in accordance with the provisions of these By-laws or as required by law. Advise the Members in writing of all results of any election of Directors.

Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these By-laws, to duly executed documents of the Corporation.

Keep at the principal office of the Corporation a membership book containing the name and address of each and any Members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable time to any Director of the Corporation, or to his or her agent or attorney, on request therefor, the By-laws, the membership book, and the minutes of the proceedings of the Directors of the Corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these By-laws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 5.8 DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefor.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these By-laws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 5.9 COMPENSATION

The officers shall serve without compensation, unless compensation is authorized by the Board of Directors.

Nothing herein contained shall be construed to preclude any officer from serving the Corporation in any other capacity as an agent, employee, or otherwise, and receiving compensation therefore as long as such compensation is approved by a majority of disinterested Directors.

ARTICLE 6: COMMITTEES

SECTION 6.1 COMMITTEES

The Corporation shall have such committees as may from time to time be designated upon vote of the Board of Directors. These committees may consist of persons who are not also Members of the board and shall act in an advisory capacity to the board. The Chair of each committee shall be an employer or duly appointed representative of a Member of the Corporation, subject to approval by the Board of Directors.

SECTION 6.2 MEETINGS AND ACTION OF COMMITTEES

Meetings and action of the committees shall be governed by, noticed, held and taken in accordance with the provisions of these By-laws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its Members for the Board of Directors, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the

committee. The Board of Directors may also adopt rules and regulations, of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these By-laws.

ARTICLE 7: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 7.1 EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these By-laws, may by resolution authorize any officer or agent of the Corporation 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. Unless so authorized, 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 or to render it liable monetarily for any purpose or in any amount.

SECTION 7.2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and approved by the President of the Corporation, except in cases where the amount exceeds a pre-determined threshold set by the Board; in such cases a check shall require a second signature by an officer of the Corporation.

SECTION 7.3 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 7.4 GIFTS

The Board of Directors may accept on behalf, and for the benefit, of the Corporation any contribution, gift, bequest, or device for the nonprofit purposes of this Corporation.

ARTICLE 8: CORPORATE RECORDS, REPORTS AND SEAL

SECTION 8.1 MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office:

(a) Minutes of all meetings of Directors, committees of the board and, all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof including all proxies;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its Members, if any, indicating their names and addresses and, if applicable, the class of membership held by each Member and the termination date of any membership;

(d) A copy of the Corporation's Articles of Incorporation and By-laws as amended to date, which shall be open to inspection by the Members, if any, of the Corporation at all reasonable times during office hours.

SECTION 8.2 CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 8.3 DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these By-laws, and provisions of law.

SECTION 8.4 RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 8.5 PERIODIC REPORT

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the Members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 9: IRS 501 (c) (6) TAX EXEMPTION PROVISIONS

SECTION 9.1 LIMITATION ON ACTIVITIES

Notwithstanding any other provisions of these By-laws, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501 (c) (6) of the Internal Revenue Code.

SECTION 9.2 PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors or trustees, officers, or other private persons, 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 of the Corporation.

SECTION 9.3 DISTRIBUTION OF ASSETS

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (6) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE 10: AMENDMENT OF BY-LAWS

These By-laws, or any of them, may be altered, amended, or repealed and new By-laws adopted by approval of two-thirds (2/3) of the Promoter Members of the Corporation except as to any provision requiring a greater number.

ARTICLE 11: CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these By-laws and the Articles of Incorporation of the Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these By-laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-laws shall be unaffected by such holdings.

All references in these By-laws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter,

Corporate Charter, or other founding document of the Corporation filed with an office of this state and used to establish the legal existence of the Corporation.

All references in these By-laws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 12: MEMBERSHIP PROVISIONS

SECTION 12.1 DETERMINATION AND RIGHTS OF MEMBERS

The Corporation shall have Promoter Members, Adopter Members, and Participant Members. Promoter Members only shall have voting rights in the corporation. Except as expressly provided in or authorized by the applicable Member Agreements, the Articles of Incorporation, the By-laws of this Corporation, or provisions of law, all Members shall have the rights, privileges, restrictions and conditions established by resolution of the Board of Directors.

No Member shall hold more than one membership in the Corporation. Where it appears that an organization is, via related, partially owned, or subsidiary entities, seeking membership in the Corporation for such entities, the Board of Directors shall determine the suitability of these memberships by considering written guidelines and the best interests of the Corporation.

SECTION 12.2 QUALIFICATIONS FOR MEMBERSHIP

The qualifications for membership in this Corporation are as follows:

Any Profit Corporation, Nonprofit Corporation, Government Organization, Educational Institution or other enterprise supportive of this Corporation's goals, policies and procedures is qualified to become a Member of the Corporation. Adopter and Participant Members must be sponsored by a Promoter member. An entity may become a Promoter Member upon unanimous approval of the Promoter Members at the time such application is submitted.

SECTION 12.3 ADMISSION TO MEMBERSHIP

Applicants shall be admitted to membership upon completion of a Promoter's Agreement or Adopter's Agreement or Participant's Agreement; a Registration Form; and, payment of the applicable annual dues fee as specified on the Registration Form

SECTION 12.4 FEES AND DUES

The annual dues payable to the Corporation by each class of Members shall be established and may be changed from time to time by resolution of the Board of Directors. Dues shall be due and payable upon written commitment to join the Corporation. Dues shall be for the twelve months from the date of the applicant's written commitment to join and shall be due and payable each successive year on that same date provided membership is retained by the Member. If any Member is delinquent in the payment of dues, such Member's rights, including

all Promoter rights, shall be deemed revoked upon written notice from the Corporation until all delinquent dues are paid.

SECTION 12.5 NUMBER OF MEMBERS

There is no limit on the number of Members the Corporation may admit.

SECTION 12.6 MEMBERSHIP BOOK

The Corporation shall keep a membership book containing the name and address of each Member, the date upon which the applicant became a Member, and the name of one individual from each Member organization who shall serve as a primary contact for the Corporation, receive all correspondence and information, distribute this information within his/her organization, and in the case of Promoter Members vote on all issues submitted to a vote of the Promoter members. Termination of the membership of any Member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the Corporation's principal office.

SECTION 12.7 NON LIABILITY OF MEMBERS

No Member of this Corporation is, as such, individually liable for the debts, liabilities, or obligations of the Corporation.

SECTION 12.8 NON TRANSFERABILITY OF MEMBERSHIPS

No Promoter Member may transfer a membership or any right arising therefrom unless approved by unanimous vote of the remaining Promoter Members. All rights of membership cease upon the Member's dissolution.

SECTION 12.9 TERMINATION OF MEMBERSHIP

The membership of a Member shall terminate upon the occurrence of any of the following events:

(1) Upon a failure to initiate or renew membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such Member by the Secretary of the Corporation. A Member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the Member's receipt of the written notification delinquency.

(2) Upon written notice from the Member.

(3) After providing the Member with reasonable written notice, in no event less than fifteen (15) days, and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the Member is in default of the applicable Member Agreement referenced in Section 12.3 of these By-laws.

All rights of a Member in the Corporation shall cease on termination of membership as herein provided. A member expelled from the corporation shall not receive a pro-rated refund of dues already paid for the current dues period.

ARTICLE 13: MEETINGS OF MEMBERS

SECTION 13.1 PLACE OF MEETINGS

Meetings of Members shall be designated from time to time by resolution of the Board of Directors and be held at places and times reflecting the global nature of the Corporation and to encourage maximum participation. Meetings may be held in person or by any combination of audio, document or video teleconferencing techniques.

SECTION 13.2 REGULAR MEETINGS

The Annual Meetings of Members shall be held for the purpose of announcing the Directors and transacting other business as may come before the meeting. The Annual Meeting of Members shall be deemed a regular meeting.

Other regular meetings of the Members shall be held on dates and at times to be determined by the Board of Directors, with the expectation that there will be at least one additional meeting of Members each year.

SECTION 13.3 SPECIAL MEETINGS OF MEMBERS

Special meetings of the Members for any purpose shall be called by the Board of Directors, or by written request of two-thirds (2/3) of the Promoter Members.

SECTION 13.4 NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these By-laws, or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fifteen (15) days before the date of the meeting, at the direction of the President, or the Secretary, or the persons calling the meeting, by postal mail, electronic mail, or by facsimile transmission or other electronic means to each Member. If mailed, such notice shall be deemed to be delivered when deposited in the mail addressed to the Member's prime contact at his or her address as it appears on the records of the Corporation, with postage prepaid. Personal notification includes notification by telephone, electronic mail, facsimile, or other electronic means provided

however, in the case of facsimile notification or electronic mail, the Member to be contacted shall acknowledge personal receipt of the facsimile notice or electronic message by a return facsimile or electronic message or telephone call within three (3) working days of the first notification.

The notice of any meeting of Members at which Directors are to be elected shall also state the names of all those who are nominees or candidates for election to the Board at the time notice is given or as soon thereafter as such information is known.

Whenever any notice of a meeting is required to be given to any Member of this Corporation under provisions of the Articles of Incorporation, these By-laws, or the law of this state, a waiver of notice in writing signed by the Member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 13.5 QUORUM FOR MEETINGS

A quorum shall consist of two-thirds of the Promoter Members of the Corporation.

Except as otherwise provided under the Articles of Incorporation, these By-laws, provisions of law, or instructions issued by the Board of Directors, no business shall be considered by the Members at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

SECTION 13.6 MEMBERSHIP ACTION

Every act or decision done or made by two-thirds of Promoter Members present in person or by proxy at a duly held meeting at which a quorum is required is the act of the Members, unless the Articles of Incorporation, these By-laws, or provisions of law require a greater number.

SECTION 13.7 PROMOTER MEMBER RIGHTS

Each Promoter Member shall have one vote on each matter submitted to a vote by the Promoter Members. Voting at meetings shall be by a show of hands if held in person, or by voice ballot if held by audio, video or document teleconferencing, unless otherwise required. Results of all ballots shall duly be distributed to all Members within 30 days of each ballot.

SECTION 13.8 ACTION BY WRITTEN BALLOT

Except as otherwise provided under the Articles of Incorporation, these By-laws, or provisions of law, any action which may be taken at any regular or special meeting of Members may be taken without a meeting if the Corporation distributes a written ballot to each Promoter Member.

The ballot shall:

1. Set forth the proposed action;
2. Provide an opportunity to specify approval or disapproval of each proposal;
3. Indicate the number of responses needed to meet the quorum requirement and state the percentage of approvals necessary to pass the measure submitted; and
4. Shall specify the date by which the ballot must be received by the Corporation in order to be counted. The date set shall afford Members a reasonable time within which to return the ballots to the Corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these By-laws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum, if required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

SECTION 13.9 CONDUCT OF MEETINGS

Meetings of Members shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President of the Corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the Promoter Members, present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of Members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be conducted so as to allow for active, fair and open participation by all Members attending the meeting. All participants shall have the right to express opinions on the subject matter, whether or not these opinions dissent with that of the majority. Where a decision is called for it shall be effected by voice vote and each Promoter Member shall have the opportunity to vote on the outcome. Meetings may not be adjourned until questions, opinions and comments from all participating Members are voiced and duly recorded by the presiding person.

SECTION 13.10 PROXIES

Every Promoter Member shall have the right to vote either in person or by one or more agents authorized by a proxy validly executed by the Promoter Member. A proxy may be executed by written authorization signed, or by electronic transmission authorized, by the Promoter Member, giving the proxy holder(s) the power, to vote the vote. A proxy shall be deemed signed if the Promoter Member's name or other authorization is placed on the proxy (whether by manual signature, typewriting, telegraphic or electronic transmission or otherwise) by the Promoter Member. A proxy may only be held by a Promoter Member of the Corporation.

A validly executed proxy which does not state that it is irrevocable shall continue in full force and effect unless revoked by the person executing it, prior to the vote pursuant thereto, by a writing delivered to the cooperation stating that the proxy is revoked or by a subsequent proxy executed by, or attendance at the meeting by the person executing the proxy; provided, however, that no such proxy shall be valid after the expiration, of eleven, (11) months from the date of such a proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of California Corporations Code Section 705 (e) and (f).

CERTIFICATE OF SECRETARY

I hereby certify:

That I am the duly elected and acting Secretary of HomePNA, Inc., a California Corporation; and

The foregoing By-laws comprising nineteen (19) pages, constitute the original By-laws of the Corporation as duly adopted by the sole incorporator of said Corporation.

IN WITNESS WHEREOF, I have hereunder subscribed my name this _____ day of _____, 2001.

Name

Signature