directors or otherwise, both as to action in the
Indemnified Person's official capacity and as to action
in any other capacity while holding such office, and
will continue after the Indemnified Person ceases to
serve the Corporation as an Indemnified Person.

Section 11. Enforcement. (a) The Indemnified Per-
son's right to indemnification hereunder will be
enforceable by the Indemnified Person in any court
of competent jurisdiction and will be enforceable
notwithstanding that an adverse determination has
been made as provided in Paragraph 8 hereof.

(b) In the event that any action is instituted
by the Indemnified Person under these Bylaws, the
Indemnified Person will be entitled to be paid all
court costs and expenses, including reasonable at-
torneys' fees, incurred by the Indemnified Person
with respect to such action, unless the court deter-
mines that each of the material assertions made by
the Indemnified Person as a basis for such action
was not made in good faith or was frivolous.

Section 12. Severability. If any provision of this
Article is determined by a court to require the
Corporation to perform or to fail to perform an act
which is in violation of applicable law, this Article
shall be limited or modified in its application to
the minimum extent necessary to avoid a violation
of law, and, as so limited or modified, this Article
shall be enforceable in accordance with its terms.

Section 13. Successor and Assigns. The provisions
of this Article will be (a) binding upon all succes-
sors and assigns of the Corporation (including any
transferee of all or substantially all of its assets)
and (b) binding on and inure to the benefit of the
heirs, executors, administrators, and other personal
representatives of the Indemnified Person.

Amendment. No amendment or termination of this
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