against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of having been directors or officers or a director of officer of the corporation, except in such cases wherein the director or officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which those indemnified may be entitled under any law, by-law, agreement, vote of members or otherwise.

Robert M. Quetall

Marsha Moore

Declaration of Condominium (Master Deed) recorded Sept. 25, 1972 4:53 P.M. # 9097