

SOKS BYLAWS

ARTICLE XVII

CONFLICT OF INTEREST

A Director shall be considered to have a conflict of interest if (a) such Director has existing or potential financial or other interests which impair or might reasonably appear to impair such member's responsibilities to SOKS, Inc., or (b) such Director is aware that a member of his or her family (which for purposes of this paragraph shall be a spouse, parents, siblings, children, and any other relative if the latter reside in the same household as the Director), or any organization in which such Director (or member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interests.

All Directors shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Director shall vote on any matter, under consideration at a Board or Committee meeting, in which such Director has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Director having a conflict of interest abstained from voting. Any Director who is uncertain whether a conflict of interest may exist in any matter may request the Board or Committee to resolve the questions by majority vote.