

**APPLICATION FOR CERTIFICATE TO BECOME A
TELECOMMUNICATIONS CARRIER**

ALARM ONE, INC.

EXHIBIT B

CORPORATE DOCUMENTS

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF INCORPORATION OF
ALARM ONE, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 20TH day of FEBRUARY A.D. 19 98 and of the Independence of the United States the two hundred and 22ND.



George H. Ryan

Secretary of State

Form **BCA-2.10** | **ARTICLES OF INCORPORATION**

PAID

FEB 20 1998

(Rev. Jan. 1995)

This space for use by Secretary of State

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756

FILED

FEB 20 1998

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE!

This space for use by Secretary of State

Date 2-20-98

Franchise Tax \$ 25.00
Filing Fee \$ 75.00
100.00

Approved: *[Signature]*

1. CORPORATE NAME: ALARM ONE, INC.

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent: DAVID J Hensley
First Name Middle Initial Last name
 Initial Registered Office: 1860 CHARLES LANE
Number Street Suite #
Aurora IL 60505 KANE
City Zip Code County

3. Purpose or purposes for which the corporation is organized:
 (If not sufficient space to cover this point, add one or more sheets of this size.)
the transaction of any or all lawful purposes for which corporations may be incorporated under the Illinois Business Corporation Act of 1983.

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$ 1.00	10,000	1,000	\$ 1,000.00
TOTAL = \$ 1,000.00				

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:
 (If not sufficient space to cover this point, add one or more sheets of this size.)

1-28 *2-19* *F-28* *f2-18*

5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: _____
 (b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:
 Name Residential Address City, State, ZIP

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
 (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
 (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
 (d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. **OPTIONAL: OTHER PROVISIONS**
 Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated January 20, 1998.

Signature and Name
1. <u>[Signature]</u> Signature <u>DAVID J. HENSLEY, CPA.</u> (Type or Print Name)
2. _____ Signature _____ (Type or Print Name)
3. _____ Signature _____ (Type or Print Name)

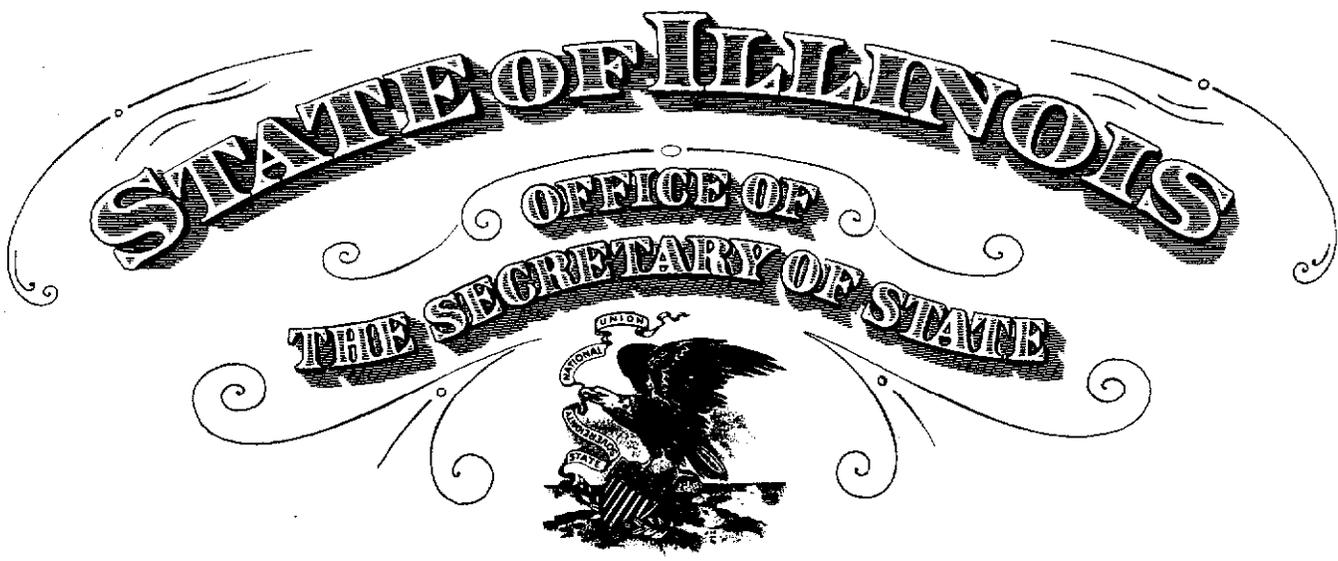
Address
1. <u>1860 CHARLES LANE</u> Street <u>Aurora IL 60505</u> City/Town State Zip Code
2. _____ Street _____ City/Town State Zip Code
3. _____ Street _____ City/Town State Zip Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
 - The filing fee is \$75.
 - The **minimum total due** (franchise tax + filing fee) is **\$100.**
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
 - The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
- Illinois Secretary of State Springfield, IL 62756
 Department of Business Services Telephone (217) 782-9522 or 782-9523



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

ALARM ONE, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE FEBRUARY 20, 1998, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS***



In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 1ST **day of** MAY **A.D.** 2000 .

Jesse White

SECRETARY OF STATE

Alarm One, Inc.

An Illinois Corporation

Bylaws

ARTICLE 1 – OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of its business is located in Orange County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the Corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

1601 E. Orangewood Avenue, Anaheim, CA 92805

Dated: January 1, 2000

Dated: _____, 2000

Dated: _____, 2000

SECTION 3. OTHER OFFICES

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

ARTICLE 2 -PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this Corporation shall include, but are not limited to, the installation, servicing and sales of residential alarm units.

In order to carry out these objectives, these Bylaws hereby authorize the Corporation to act in any way not contrary to the laws of the State of Illinois or the United States, nor affecting the Corporation's status as an Illinois Corporation.

ARTICLE 3 - DIRECTORS

SECTION 1. NUMBER

The Corporation shall have at least one (1) but no more than five (5) Directors until that number is changed by amendment to these Bylaws. The exact number to be fixed, within these limits, by a resolution adopted by the Board of Directors in the manner prescribed by these Bylaws. The Board of Directors (Board) shall consist of these voting Directors together with the President and the Secretary. These persons shall all be referred to as Members of the Board.

SECTION 2. POWERS

Subject to the provisions of the State of Illinois Corporation law 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.

SECTION 3. DUTIES

It shall be the duty of the Directors to

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents and employees of the Corporation;
3. Supervise all Officers, agents and employees of the Corporation to assure that their duties are performed properly;
4. Meet at such times and places as required by these Bylaws;
5. Register their postal addresses, voice and fax phone numbers, and email addresses with the Secretary so that notices of meetings mailed, telephoned, telegraphed, faxed or emailed to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

Each Director shall hold office until the next Annual Meeting of the Board as specified in these Bylaws, and until a new Board is elected and qualified.

SECTION 5. COMPENSATION

Directors shall serve without compensation for their services as Directors. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the Corporation in any other capacity unless such other compensation is reasonable.

SECTION 6. PLACE OF MEETINGS

Meetings shall be held at the Principal Office unless another place within or without the State of California has been designated by resolution of the Board. In the absence of such designation, any meeting not held at the principal office of the Corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary, or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by any means by which all participants can hear one another.

SECTION 7. REGULAR AND ANNUAL MEETINGS

At least once yearly, there shall be a regular meetings of the Board. A regular meeting specifically designated as the Annual Meeting shall be held on a date, to be announced later, at the Principal Office. The annual meeting shall actually consist of two meetings of the Board as follows:

1. Open first meeting;
2. Consider old business;
3. Elect new Directors;
4. Adjourn first meeting;
5. Open second meeting;
6. For this meeting only, all just relieved directors are also permitted to speak, but not to vote;
7. Consideration of new business;
8. Confirmation or election of Officers;
9. Schedule any regular meetings to be held before the next Annual Meeting;
10. Adjourn second meeting.

The new set of Directors shall be elected as follows:

1. Only current Directors are permitted to nominate or vote for director candidates;
2. Each current Director shall cast a number of votes equal to the number of directors to be elected, with voting being by ballot only;
3. Cumulative voting by Directors for the election of director candidates is not permitted;
4. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected;
5. The Secretary shall administer the election, count the ballot, announce the result, and reveal the votes;
6. Upon adjournment of the meeting at which new directors are elected, the old Directors are relieved of office and the elected director candidates become Directors.

SECTION 8. SPECIAL MEETINGS

Special meetings of the Board may be called by the Chairperson, the President, the Vice President, the Secretary, or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the Principal Office.

SECTION 9. - NOTICE OF MEETINGS

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally, by telephone, telegraph, fax, or email. If sent by mail or telegraph, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph company. If sent by email, such notice shall be deemed to be delivered if a copy is sent to and received by the sender(s) and no error messages are received. Such notices shall be addressed to each member of the Board at his or her address as shown on the books of the Corporation.

Notice of the time and place of resumption, if any, of an adjourned meeting need not be given to absent Board members if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such resumed meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any planned resumption of a regular or special meeting to Board members absent from the original meeting if the resumed meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 10. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

SECTION 11. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Directors if the number of Directors exceeds 3, otherwise, all Directors.

Except as otherwise provided in these Bylaws, in the Articles of Incorporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the chairperson shall entertain at such meeting is a motion to adjourn. However, by vote of a majority of the Directors present, such meeting may adjourn from time to time, to attempt to obtain a quorum, until the time fixed for the next regular meeting of the Board. When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the resumed meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by the Bylaws, the Articles of Incorporation, or by law.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless these Bylaws, the Articles of Incorporation, or provisions of the Illinois Corporation Law, particularly those provisions relating to appointment of committees, approval of contracts or transactions in which a Director has a material financial interest and indemnification of Directors, require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board shall be presided over by the Chairperson, or, if no such person has been so designated or, in his or her absence, the President 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 shall act as secretary of all meetings of the Board, provided that, in his or her absence, the chairperson shall appoint another person to act as Secretary of the meeting .

Meetings of the Board shall be governed by the president of Alarm One, Inc., Peter C. Maltby. Such rules may be revised from time to time, insofar as the revisions are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation, or any provisions of law.

SECTION 15. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all Directors then in office shall individually or collectively consent in writing to such action. For the purposes of this Section only, all Directors shall not include any interested Director. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board acting without a Meeting and that the Bylaws authorize the Directors to so act, and that such statement shall be prima facie evidence of such authority.

SECTION 16. VACANCIES

Vacancies on the Board shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under the law.

Directors may be removed without cause by a majority of the Directors then in office.

Any Director may resign effective upon giving written notice to the Chairperson, the President, the Secretary, or the Board, 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 Attorney General

Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by:

1. the unanimous written consent of the Directors then in office,
2. the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or
3. a sole remaining Director.

A person elected to fill a vacancy as provided by this Section shall hold office until the next Annual Meeting, or until his or her death, resignation or removal from office.

SECTION 17. NON-LIABILITY OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

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

SECTION 18. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

To the extent that a person who is, or was, a Director, Officer, employee, or agent of the Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of the Illinois Corporation Law.

SECTION 19. INSURANCE FOR CORPORATE AGENTS

The Board 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 any liability 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.

ARTICLE 4 - OFFICERS

SECTION 1. NUMBER OF OFFICERS

The Officers of the Corporation shall be a President, a Secretary, a Chief Financial Officer who shall be designated the Treasurer and a Chief Operating Officer. The Corporation may also have, as determined by the Board, a Chairperson, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other Officers. Any number of offices may be held by the same person.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as Officer of the Corporation. Officers shall be elected by the Board, at any time, 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 3. SUBORDINATE OFFICERS

The Board may appoint such other Officers or agents as it may deem desirable, and such Officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

SECTION 4. REMOVAL AND RESIGNATION

Any Officer may be removed, either with or without cause, by the Board, at any time. Any officer may resign at any time by giving written notice to the Board, President or Secretary. 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 relating to the employment of any Officer.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board. 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 6. DUTIES OF PRESIDENT

The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation and the activities of the Officers. He shall perform all duties incident to his office and such other duties as may be required these Bylaws or the Articles of Incorporation, be prescribed from time to time by the Board, or are required by law. The President shall be "ex officio" a member of the Board and of all committees of the Corporation. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board. Except as otherwise expressly provided by these Bylaws, the Articles of Incorporation, or by law, 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.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his 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 these Bylaws or the Articles of Incorporation, be assigned to him or her from time to time by the Board or the President, or are required by law.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall not be a Director, but shall:

- Be "ex officio" a member of the Board and of all committees of the Corporation;
- Certify and keep at the Principal Office the original, or a copy of these Bylaws as amended or otherwise altered to date;
- Keep at the Principal Office, or at such other place as the Board may determine, a book of minutes of all meetings of the Board, and, if applicable, meetings of committees of the Board, 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;
- See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- Be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these Bylaws;
- Exhibit at all reasonable times to any Director, or to his or her agent or attorney, on request therefor, the Bylaws, and the minutes of the proceedings of the Board and any committees of the Board;
- In general, perform all duties incident to the office of Secretary and such other duties as may be required by these Bylaws or the Articles of Incorporation, may be assigned to him or her from time to time by the Board or the President, or are required by law.

SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," 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;
- Receive, and give receipt for, moneys due, payable, or donated 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 or the President, 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 the President or any Director, 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 corporate financial transactions 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 these Bylaws or the Articles of Incorporation, may be assigned to him or her from time to time by the Board or the President, or are required by law.

SECTION 10 COMPENSATION

The salaries of the Officers, if any, shall be fixed from time to time by resolution of the Board, and no Officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the Corporation, provided, however, that such compensation paid a Director for serving as an Officer shall only be allowed if permitted under the provisions of Article 3, Section 6 of these Bylaws. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered to the Corporation.

ARTICLE 5 - COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of Directors, designate two (2) or more Directors (who may also be serving as Officers), one of whom shall be the President, to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

- The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the Board or a
- majority of all the Directors;
- The filling of vacancies on the Board or on any committee which has the authority of the Board;
- The fixing of compensation of the Directors for serving on the Board or on any committee;
- The amendment or repeal of Bylaws or the adoption of new Bylaws;
- The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable;
- The appointment of committees or sub-committees of the Board or of itself;

- The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;
- The approval of any transaction to which this Corporation is a party and in which one or more of the Directors has a material financial interest.

By a majority vote, the Board may at any time revoke or modify any or all of the authority delegated, increase or decrease, but not below two (2), the number of its members, and fill vacancies therein. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 2. OTHER COMMITTEES

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board. Such other committees may contain persons who are not Directors. These additional committees shall act as advisory committees to the Board and shall be clearly titled as such.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with, the provisions of these Bylaws 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 and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board or by the committee. The time for special meetings of committees may also be fixed by the Board. 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 Bylaws.

ARTICLE 6 - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board, except as otherwise provided in these Bylaws, 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 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board, 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 President, Treasurer or Chief Operating Officer.

SECTION 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 may select.

ARTICLE 7 - CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its Principal Office:

- Minutes of all meetings of the Board and committees of the Board 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;
- 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;
- A copy of the Articles of Incorporation and Bylaws as amended to date.

SECTION 2. CORPORATE SEAL

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

SECTION 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.

SECTION 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 includes the right to copy and make extracts.

SECTION 5. ANNUAL REPORT

The Board shall cause to be furnished to all Directors yearly before May 1, an annual report which shall contain the following information in appropriate detail:

1. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized Officer that such statements were prepared without audit from the books and records of the Corporation.

ARTICLE 8 - FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the Corporation shall begin on the 1st January and end on the 31st December in each year.

ARTICLE 9 - AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of Illinois Corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board.

ARTICLE 10 - AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Any amendment of the Articles of Incorporation may be adopted by approval of the Board.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, certify that on August 17, 2000, we are all of the persons elected as the Directors of Alarm One, Inc., an Illinois corporation, and, pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do adopt the foregoing Bylaws, consisting of 12 pages, as the Bylaws of this Corporation effective August 17, 2000.

Peter C. Maltby, President

David J. Hensley, Treasurer

Michael S. Page, Chief Operating Officer

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Corporation on August 17, 2000.

Peter C. Maltby, Secretary