

AMENDED AND RESTATED BYLAWS
**COMMUNITY OF EXPERTS OF DASSAULT SYSTEMES
SOLUTIONS**

Article 1

THE CORPORATION

Section 1.1 Name. The name of the incorporated business as stated in the Articles of Incorporation is COMMUNITY OF EXPERTS OF DASSAULT SYSTEMES SOLUTIONS.

Section 1.2 Period of Duration. The period of duration of the Corporation shall be perpetual.

Section 1.3 Liability. The liability for debts of the Corporation shall be limited to property of the Corporation.

Section 1.4 Powers. Without limiting the generality of any other provisions of these Bylaws, the Corporation, acting by and through its Board of Directors (the “Board”) is authorized to do all acts permitted by the Texas Non-Profit Corporation Act as the same shall be amended from time to time; provided, however, the Corporation, except to an insubstantial degree, shall not engage in any activities or exercise any powers that are not in furtherance of the purpose of the Corporation.

Article 2

OFFICES

Section 2.1 Permanent Address. The initial registered office of the Corporation shall be at the place designated in the Articles of Incorporation. Thereafter, the permanent address shall be at such other place as the Board may from time to time designate by resolution.

Section 2.2 Other Offices. The Corporation may have other offices at such places, within or without the State of Texas, as the Board from time to time may determine or the business of the Corporation may require.

Article 3

DIRECTORS

Section 3.1 Board of Directors. The business and affairs of the Corporation shall be managed by its Board of Directors (the “Board”), which may exercise all such powers of

the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws prohibited. Continuing and exclusive authority to fix, supervise, and control the professional, business, and other affairs of the Corporation shall be wholly vested in the Board.

Section 3.2 Number of Directors and Term of Office. The number of directors constituting the Board shall consist of eight members. The number of directors may be increased or decreased by amendment of the Bylaws, but in no case shall the number of directors be less than three. No decrease in the number of directors shall shorten the term of any incumbent director. Each director shall hold office for three successive years following his or her election or until a successor shall have been elected and qualified or until death, resignation or removal. Seven of these directors shall be employees of the voting member companies, and one member will be a representative of Dassault Systèmes or one of its subsidiaries

Section 3.3 Election of Directors. At each annual meeting of the members of the Corporation, the voting members shall elect the number of new directors equal to the number of directors whose terms expire as of the end of the fiscal year for which such annual meeting is held. To provide concurrent terms for the directors, at the annual meeting of the members for the year 1984, five directors were elected with the two elected directors receiving the most votes being elected for a three-year term of office, the two elected directors receiving the third and fourth largest number of votes being elected for a two-year term of office, and the elected director receiving the smallest number of votes being elected for a one-year term of office. At each meeting of members for the election of a director or directors, the person or persons chosen shall be elected by a plurality of the votes cast at such election where a quorum is present.

Section 3.3.1 Election of Dassault Systèmes Director. At each annual meeting of the Board of Directors immediately prior to the annual meeting of the members, the Board shall elect the Dassault Systèmes Director should the director's term have expired or for any other reason have vacated that position.

Section 3.4 Removal of Directors. Whenever in their judgment the best interest of the Corporation will be served thereby, any director may be removed by a vote of the members entitled to cast a majority of the total number of votes.

Section 3.5 Resignations. Any director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.6 Vacancy. Any vacancy occurring in the Board shall be filled by the Board at the annual meeting or at a special meeting of the Board called for that purpose. Each director appointed to fill a vacancy shall hold office for the unexpired term of his predecessor, and each director elected by reason of an increase in the number of directors

shall be elected to hold office for a term, not to exceed three years as specified in the election, or until his successor shall have been elected and shall have qualified, or until his death, resignation or removal.

Section 3.7 Meetings. Regular meetings of the Board may be held without notice at such time and place as shall from time to time be determined by resolution of the Board; provided, however, at least one regular meeting of the Board shall be held each year. Special meetings of the Board shall only be called by the President or Secretary on the written request of at least three directors. Notice of a special meeting of the Board must be given to each director personally or by mail, telecopy or telegram at least 24 hours before such special meeting. The purpose of any special meeting shall be specified in the notice or any waiver of notice.

Section 3.8 Quorum. At all meetings of the Board the presence of a majority of the directors then in office shall be a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws. If a quorum shall not be present at any meeting of the Board, the directors present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

Section 3.8.1 Board Ties. In the event of a tie vote on any issue or motion placed in front of the Board, the Previous Past President shall be the deciding vote. If the Previous Past President is not available, a tie is considered a failure of the motion. A failed motion due to a tie may be brought back to committee and reworked and brought before the Board for approval at a later date.

Section 3.9 Unanimous Consent in Lieu of Meeting. Any action required or permitted to be taken at a meeting of the Board or any executive committee may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors or executive committee, as the case may be, and such unanimous consent shall have the same force and effect as a unanimous vote at a meeting.

Section 3.10 Telephone Meetings. Directors or members of any committee designated by the Board may participate in and hold a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

Section 3.11 Management Committee. The Board, by resolution passed by a majority of the directors in office, may designate a Management Committee, consisting of two or more persons, which shall have and exercise the authority of the Board in the management of the Corporation, as provided in such resolution. The Management Committee, if any, may include persons who are not directors of the Corporation so long as a majority of the Management Committee members are directors of the Corporation. The designation of and the delegation to the Management Committee of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed upon it or him by law. Any non-director who becomes a member of the Management Committee shall have the same responsibility with respect to the Management Committee

as a director who is a member thereof. The Management Committee, if any, shall keep regular minutes of its proceedings and report the same to the Board when required.

Section 3.12 Other Committees. The Board, by resolution passed by a majority of the directors at a meeting at which a quorum is present, may designate committees other than the Management Committee, having such power and authority in performing non-management functions as may be provided in such resolution. Such committee may consist solely of persons who are not directors of the Corporation. Each such committee shall have such name as may be designated by the Board and shall keep regular minutes of its proceedings and report the same to the Board when required.

Section 3.13 Advisory Board. The Board may designate an Advisory Board of Directors which shall consist of such members as the Board designates by resolution. Such Advisory Board shall serve at the pleasure of the Board and shall perform such functions as may be designated by the Board.

Section 3.14 Compensation of Directors. No director or member of any committee of the Board may be paid compensation for his services as a director or member of any such committee. Such person, however, shall be entitled to reimbursement for any reasonable expenses incurred in attending the meetings of the Board and such committee. The reimbursement of directors may be on such basis as is determined in resolution of the Board. Any director shall not be barred from serving the Corporation in any other capacity and receiving reasonable compensation for such other services.

Article 4

MEMBERSHIP

Section 4.1 Members. The granting of membership to any individual or entity must be approved by the Board. Membership classifications are described in detail in the Community of Experts of Dassault Systèmes Solutions Operating Guidelines (the “Operating Guidelines”), which are incorporated herein by this reference.

Section 4.2 Dues. The Corporation shall levy any dues, fees, or assessments against any member as determined from time to time by resolution of the Board. Payment of dues shall be made by the member within 30 days of his receipt of the invoice.

Section 4.3 Meetings. The annual meetings of the members shall be held at such place in the United States and at such times as may be specified by resolution of the Board and designated in the notice of the meeting. Special meetings of the members may be held at any time on the call of the President or at the request of a majority of the Board or of the members representing 70 percent of the voting power of the Corporation, and shall be held at such place as may be specified in the notice of the meeting.

Section 4.4 Notice of Meetings of Members. Except as otherwise provided by statute, written or printed notice stating the place, day and hour of the meeting, and in the case of a special meeting, stating the purpose or purposes for which the meeting is called, shall be delivered not less than 20 nor more than 40 days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, to each member of record entitled to vote at such meeting. Notice of any meeting may be waived by a writing filed by the member entitled to such notice, and presence of a member in person or by proxy at any meeting of the members shall be deemed to be the equivalent of such waiver.

Section 4.5 Voting. Each voting member shall be entitled to one vote upon each matter submitted to a vote at a meeting of members; provided, however, a voting member may have as many votes as license agreements under which it has a right to use CATIA and/or related Dassault Systemes products if it shall pay the initiation and membership fees and annual dues for each license agreement. A voting member may designate by notice to the Secretary one person to act as its representative or by proxy executed in writing by its representative or its duly authorized attorney-in-fact. No division of a corporation, partnership or other entity that is a voting member may have more than 10% of the total voting power in the Community of Experts of Dassault Systèmes Solutions.

Section 4.6 Quorum. Members holding 20% of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum for the transaction of business, but less than a quorum may adjourn any meeting to a day certain, and the Secretary shall give all absent members five days notice of such adjourned date. On such adjourned date, members holding 20% of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum for the transaction of business.

Section 4.7 Manner of Acting. If a quorum is present, the affirmative vote of the members entitled to cast a majority of the votes represented at the meeting shall be the act of the members, unless the vote of a greater number is required by these Bylaws.

Section 4.8 Attendees. Upon payment of such registration fees as may be set by the Board, any representative of a member organization may attend any meeting of the members. Representatives of entities qualified to be members but for the payment of the initiation and membership fees provided for herein may attend any one meeting of the members upon payment of such registration fees as may be set by the Board.

Section 4.9 General. The members shall not be liable for the debts or obligations of the Corporation; no member shall receive any compensation for services rendered to the Corporation, but a member may be reimbursed for expenses reasonably incurred on behalf of the Corporation, if approved by the Board.

Section 4.10 Suspension/Revocation of Membership. Any member may have his or its membership suspended or revoked at any time, with or without cause, by the affirmative

vote of at least two-thirds (2/3) of the whole Board of Directors. The length of a suspension shall be determined by a majority vote of the whole Board of Directors. No dues shall be refunded to any member whose membership terminates for any reason.

Section 4.11 Membership Resignation. Any member may resign by filing a written resignation with the Secretary of the Corporation.

Article 5

NOTICES

Section 5.1 Form of Notice. Whenever under the provisions of the statutes or of the Articles of Incorporation or of these Bylaws, notice is required to be given to any member or director and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, addressed to such member or director at such address as it appears on the books of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be given when it is deposited in the United States mail, postage prepaid.

Section 5.2 Waiver. Whenever any notice is required to be given to any member or director, under the provisions of the statutes or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice.

Article 6

OFFICERS

Section 6.1 In General. The officers of the Corporation shall be a President and a Secretary, and may include a Vice President and a Treasurer. The President shall serve as Chairman of the Board. The Board also may choose additional Vice Presidents, and one or more Assistant Secretaries and Assistant Treasurers. Any two or more offices may be held by the same person, except that the offices of President and Secretary shall not be held by the same person.

Section 6.2 Election. The Board shall elect the officers of the Corporation at each annual meeting, each of whom need to be a member of the Board. In accordance with the Operating Guidelines, certain members shall be allowed to nominate individuals for election as officers of the Corporation.

Section 6.3 Other Officers and Agents. The Board may appoint such other officers and agents as it shall deem necessary, who shall be appointed for such terms and shall

exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 6.4 Salaries. The salaries of all officers of the Corporation shall be fixed by the Board; provided, however, that no salary shall be paid when to do so would jeopardize the status of the Corporation as a tax-exempt organization under federal or state law.

Section 6.5 Term of Office and Removal. Each officer of the Corporation shall hold office until the earliest of his death, resignation, or removal from office, or the election and qualification of his successor. Any officer or agent elected or appointed by the Board may be removed at any time for or without cause by the affirmative vote of a majority of the whole Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If any office becomes vacant for any reason, the vacancy may be filled by the Board.

Section 6.6 President. The President shall be the chief executive officer of the Corporation and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation, and, subject to the powers of the Board and the provisions in the Operating Guidelines, he shall have general supervision, direction, and control of the business of the Corporation. He shall preside at all meetings of the members and the directors if present thereat. Except as the Board shall authorize the execution thereof in some other manner, he shall execute bonds, mortgages, and other contracts on behalf of the Corporation, and shall cause the seal, if any, to be affixed to any instrument requiring it and when so affixed, the seal shall be attested by the signature of the Secretary or an Assistant Secretary.

Section 6.7 Vice Presidents. The Vice Presidents, if any, in the order of their seniority, unless otherwise determined by the Board, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. Each Vice President shall have such powers and perform such duties as the Board or the Operating Guidelines may from time to time prescribe, or as the President may from time to time delegate to him.

Section 6.8 Secretary. The Secretary shall attend all meetings of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall give, or cause to be given, notice of all special meetings of the Board and shall perform such other duties as may be prescribed by the Board, the Operating Guidelines, or the President, under whose supervision he shall be. He shall keep in safe custody the seal of the Corporation, if any, and, when authorized by the Board, affix the same to any instrument requiring it.

Section 6.9 Assistant Secretaries. Each Assistant Secretary shall have such powers and perform such duties as the Board or the Operating Guidelines may from time to time delegate to him, and each Assistant Secretary shall, in the absence of the Secretary, or may otherwise, if the Board so directs, perform the duties of the Secretary.

Section 6.10 Treasurer. The Treasurer, if any, shall have the custody of the Corporation's funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board.

Section 6.11 Duties of Treasurer. The Treasurer or such other officer designated by the Board shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the directors, at the regular meetings of the Board or whenever they may require it, an account of all his transactions as Treasurer or the equivalent and of the financial condition of the Corporation, and shall perform such other duties as the Board or the Operating Guidelines may prescribe.

Section 6.12 Assistant Treasurers. Each Assistant Treasurer shall have such powers and perform such duties as the Board or the Operating Guidelines may from time to time prescribe.

Section 6.13 Bonding. Each officer required by the Board to do so shall give the Corporation a bond in such form, in such sum, and with such surety or sureties, as shall be satisfactory to the Board, for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement, or removal from office, all books, papers, vouchers, money, and other property of whatever kind in his possession or under his control belonging to the Corporation.

Section 6.14 Directors at Large. Each Director at Large shall have such powers and perform such duties as the Board or the Operating Guidelines may from time to time prescribe or delegate to him.

Section 6.15 Dassault Systèmes Director. The Dassault Systèmes Director shall have such powers and perform such duties as the Board or the Operating Guidelines may from time to time prescribe or delegate to him. The Dassault Systèmes Director shall not hold any officer position.

Article 7

GENERAL PROVISIONS

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 7.2 Seal. The Corporation may have a seal and said seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or reproduced or otherwise.

Section 7.3 Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board from time to time may designate.

Section 7.4 Indemnification. To the extent permitted by law, the Corporation shall indemnify any one or more of its directors or officers, or former directors or former officers, against the liabilities and expenses actually and necessarily incurred in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding and any inquiry or investigation that could lead to such an action, suit or proceeding, in which one or more of them was, is, or is threatened to be made a defendant or respondent by reason of his holding office as a director or officer, if, upon a majority vote of the directors not involved in the proceedings or upon any other determination permitted by Article 1396-2.22A of the Texas Nonprofit Corporation Act, it is determined that the director or officer, or former director or officer, (i) conducted himself in good faith, (ii) reasonably believed, in the case of conduct in his official capacity, that his conduct was in the Corporation's best interest, (iii) reasonably believed, in all other cases, that his conduct was at least not opposed to the Corporation's best interest, and (iv) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful; provided, however, that indemnification may not be given with respect to matters in which any such individual shall be adjudged to be liable to the Corporation, or on the basis that personal benefit was improperly received by him, whether or not the benefit resulted from action taken in his official capacity. The Corporation shall reimburse to any director or officer named a defendant or a respondent in any proceeding by reason of his holding office, reasonable expenses of such suit or proceeding if the director or officer has been wholly successful, on the merits, or otherwise, in defense of such proceeding.

Section 7.5 Operating Guidelines. Members shall at all times abide by the Operating Guidelines. Failure to abide by the Operating Guidelines may result in the suspension or revocation of membership in the Corporation.

Article 8

BYLAWS

Section 8.1 Amendments. These Bylaws may be altered, amended, or repealed and new bylaws may be made and adopted at any annual meeting of the members if the notice of the meeting states that one of the purposes of the meeting is to alter, amend or repeal the bylaws, or at any special meeting called for that purpose, by the affirmative vote of the members entitled to cast a majority of the votes represented at the meeting.

I, the undersigned, being the Secretary of COMMUNITY OF EXPERTS OF DASSAULT SYSTEMES SOLUTIONS, hereby certify that the foregoing are the

amended and restated Bylaws of the said Corporation as accepted and approved by the members of the Corporation, the day of _____, 2002.

_____, Secretary

Appendix I - Revision History

[illegible]