**Section 700.280 Indemnification of Directors, Officers, and Employees**

Each Director, Officer, and Employee of the Corporation (and his heirs, executors, and administrators) shall be indemnified by the Corporation against any costs, expenses (including attorneys' fees), and liabilities reasonably incurred by or imposed upon him in connection with any action, suit or proceeding, or any appeal therein, to which he may be made a party by reason of his being, or having been, a Director, Officer, or Employee of the Corporation, or of any other corporation which he serves or has served as Director, Officer, or Employee at the request of the Corporation (whether or not he continues to be a Director, Officer, or Employee of the Corporation or such other corporation at the time such action, suit or proceeding is brought), except with respect to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for willful, intentional or bad-faith misconduct in the performance of his duties as such Director, Officer, or Employee. Each such person shall be indemnified by the Corporation, to the extent permitted by law,

a) against any costs and expenses (including attorney's fees) reasonably incurred in connection with any such action, suit or proceeding with any such action, suit or proceeding with which he shall be threatened, and

b) against any reasonable amounts he shall pay in settlement of any such action, suit or proceeding, or by the settlement, as to which the Corporation is advised by counsel that in the opinion of counsel such Director, Officer, or Employee would not, in the absence of such settlement, have been held liable for willful, intentional or bad-faith misconduct in the performance of his duties as a Director, Officer, or Employee. The word "Director" as used in this Part shall be deemed to include a Director performing duties as a member of the Executive Committee or other committee of the Board of Directors.