

PROFESSIONAL EYE CARE ASSOCIATES OF AMERICA, INC.

AMENDED AND RESTATED BYLAWS

ARTICLE I.

OFFICES

SECTION 1.01. Registered Agent and Office. The name and address of the registered agent of Professional Eye Care Associates of America, Inc. (the “Corporation”) shall be as designated in the initial or amended articles of incorporation of the Corporation (as amended and/or restated from time to time, the “Articles of Incorporation”) or such other documents filed with the State of Oregon by the Corporation. The registered agent may be changed from time to time at the direction of the Board of Directors (the “Board”).

SECTION 1.02. Other Offices. The Corporation may also have an office at such other place or places either within or without the State of Oregon as the Board may from time to time determine or as the business of the Corporation may require.

ARTICLE 2.

MEETINGS OF SHAREHOLDERS

SECTION 2.01. Place of Meetings. All meetings of the shareholders of the Corporation shall be held at such place either within or without the State of Oregon as shall be fixed by the Board and specified in the respective notices or waivers of notice of said meetings.

SECTION 2.02. Annual Meetings. Annual meetings of the shareholders shall be held at such date and time as shall be designated from time to time by the Board and stated in the notice of the meeting. At such annual meetings, the shareholders shall elect a Board and transact such other business as may be brought before the meetings.

SECTION 2.03. Special Meetings. A special meeting of the shareholders for any purpose or purposes may be called at any time pursuant to a resolution approved by the Board or must be called by the Secretary upon the request in writing of a shareholder of record holding at least twenty-five percent of the outstanding shares of stock of the Corporation entitled to vote at such meeting.

SECTION 2.04. Notice of Meetings. (a) Except as otherwise required by the Oregon Business Corporation Act, set forth in ORS Chapter 60, as revised from time to time (the “Act”), notice of each annual or special meeting of the shareholders shall be given to each shareholder of record entitled to vote at such meeting not less than ten days nor more than sixty days before the day on which the meeting is to be held by delivering written notice thereof to him personally or by mailing such notice, postage prepaid, addressed to him or her at his or her mailing address last shown in the records of the Corporation or by transmitting notice thereof to him or her at such address by facsimile, electronic mail or any other available method at such number or address as may be provided by him or her. Every such notice shall state the time and place of the meeting and, in case of a special meeting, shall state briefly the purposes thereof. (b) Notice of any meeting of shareholders shall not be required to be given to any shareholder who shall attend such meeting in person or by proxy or who shall in person or by attorney thereunto authorized, waive such notice in writing or by facsimile, electronic mail or any other available method either before or after such meeting. Notice of any adjourned meeting of the shareholders shall not be required to be given except when expressly required by law.

SECTION 2.05. Quorum. (a) At each meeting of the shareholders, except where otherwise provided by the Act, the Articles of Incorporation of the Corporation (as amended and/or restated from time to time, the “Articles of Incorporation”) or these Bylaws, the holders of

record of a majority of the issued and outstanding shares of stock of the Corporation entitled to vote at such meeting, present in person or represented by proxy, shall constitute a quorum for the transaction of business. (b) In the absence of a quorum of a majority in interest of the shareholders of the Corporation entitled to vote, present in person or represented by proxy or, in the absence of all such shareholders, any officer entitled to preside at, or act as secretary of, such meeting, shall have the power to adjourn the meeting from time to time, until shareholders holding the requisite amount of stock shall be present or represented. At any such adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 2.06. Organization. At each meeting of the shareholders, the Chairperson (as defined herein) or some other chairperson appointed by the Board, shall preside over such meeting, and the Secretary or an Assistant Secretary of the Corporation, or in the absence of the Secretary and all Assistant Secretaries, a person appointed by the chairperson of such meeting, shall act as secretary of the meeting and keep the minutes thereof.

SECTION 2.07. Voting. (a) Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, at every meeting of the shareholders each shareholder shall be entitled to one vote, in person or by proxy, for each share of capital stock of the Corporation registered in his or her name on the books of the Corporation:

(i) on the date fixed pursuant to Section 9.03 of these Bylaws as the record date for the determination of shareholders entitled to vote at such meeting; or

(ii) if no such record date shall have been fixed, then the record date shall be at the close of business on the day next preceding the day on which notice of such meeting is given.

(b) Persons holding stock in a fiduciary capacity shall be entitled to vote the shares so held. In the case of stock held jointly by two or more executors, administrators, guardians, conservators, trustees or other fiduciaries, such fiduciaries may designate in writing one or more of their number to represent such stock and vote the shares so held, unless there is a provision to the contrary in the instrument, if any, defining their powers and duties. (c) Persons whose stock is pledged shall be entitled to vote thereon until such stock is transferred on the books of the Corporation to the pledgee, and thereafter only the pledgee shall be entitled to vote. (d) Any shareholder entitled to vote may do so in person or by proxy appointed by an instrument in writing subscribed by such shareholder or by an attorney thereunto authorized, or by facsimile, electronic mail, or any other available method delivered to the secretary of the meeting; provided, however, that no proxy shall be voted after three years from its date, unless said proxy provides for a longer period. (e) At all meetings of the shareholders, all matters (except where other provision is made by law or by the Articles of Incorporation or these Bylaws) shall be decided by the vote of a majority in interest of the shareholders entitled to vote thereon, present in person or by proxy, at such meeting, a quorum being present.

SECTION 2.08. Inspectors. The chairperson of the meeting may at any time appoint one or more inspectors to serve at a meeting of the shareholders. Such inspectors shall decide upon the qualifications of voters, accept and count the votes for and against the questions presented, report the results of such votes, and subscribe and deliver to the secretary of the meeting a certificate stating the number of shares of stock issued and outstanding and entitled to vote thereon and the number of shares voted for and against the questions presented. The inspectors need not be shareholders of the Corporation, and any director or officer of the Corporation may be an inspector on any question other than a vote for or against his or her election to any position

with the Corporation or on any other question in which he or she may be directly interested. Before acting as herein provided each inspector shall subscribe an oath faithfully to execute the duties of an inspector with strict impartiality and according to the best of his or her ability.

SECTION 2.09. List of Shareholders. (a) It shall be the duty of the Secretary or other officer of the Corporation who shall have charge of its stock ledger to prepare and make, or cause to be prepared and made, at least ten days before every meeting of the shareholders, a complete list of the shareholders entitled to vote thereat, arranged in alphabetical order and showing the address of each shareholder and the number of shares registered in the name of shareholder. Such list shall be open during ordinary business hours to the examination of any shareholder for any purpose germane to such meeting beginning two business days after notice of such meeting is given and continuing through such meeting, either at a place within the city where such meeting is to be held, which place shall be specified in the notice of such meeting or, if not so specified, at the place where such meeting is to be held. (b) Such list shall be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any shareholder who is present. (c) The stock ledger shall be conclusive evidence as to who are the shareholders entitled to examine the stock ledger and the list of shareholders required by this Section 2.09 on the books of the Corporation or to vote in person or by proxy at any meeting of shareholders.

ARTICLE 3.

BOARD OF DIRECTORS

SECTION 3.01. General Powers. The business, property and affairs of the Corporation shall be managed by the Board.

SECTION 3.02. Number, Qualifications and Term of Office. (a) The number of directors of the Corporation which shall constitute the whole Board shall be such number, not

less than the minimum number allowed under the laws of the State of Oregon, as from time to time shall be fixed by resolution of the shareholders; and (b) the Board shall be comprised of two (2) classes of directors: “Class I Directors” and “Class II Directors”; (c) a director need not be a shareholder. Each director shall hold office until the annual meeting of the shareholders next following his or her election and until his or her successor is elected and qualified, or until his or her death, resignation or removal in the manner hereinafter provided.

SECTION 3.03. Election of Directors. At each meeting of the shareholders for the election of directors at which a quorum is present, directors shall be elected by vote of a majority in interest of the shareholders entitled to vote thereon, present in person or by proxy, at such meeting. In the case of any increases in the number of directors, the additional director or directors may be elected either at the meeting of the Board or of the shareholders at which such increase is voted, or at any subsequent annual, regular or special meeting of the Board or shareholders.

SECTION 3.04. Quorum and Manner of Acting. (a) Except as otherwise provided by the Act or by the Articles of Incorporation, a majority of the directors at the time in office, including at least one Class II Director, shall constitute a quorum for the transaction of business at any meeting. Each Class I Director shall be entitled to one (1) vote on each matter to be voted on, and each Class II Director shall be entitled to one (1) vote plus a number of additional votes equal to the number of Class I Directors present at such meeting on each matter to be voted on. The affirmative action of a majority in interest of the voting power of the directors present at any meeting at which a quorum is present shall be required for the taking of any action by the Board. (b) In the event one or more of the directors shall be disqualified to vote at such meeting, then the required quorum shall be reduced by one for each such director so disqualified; provided,

however, that in no event shall the quorum as adjusted be less than one third of the total number of directors. (c) In the absence of a quorum at any meeting of the Board such meeting need not be held; or a majority of the directors present thereat, or the Secretary if no director be present, may adjourn such meeting from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given, except as otherwise required by the Act or by the Articles of Incorporation.

SECTION 3.05. Offices, Place of Meeting and Records. The Board may hold meetings, have an office or offices and keep the books and records of the Corporation at such place or places within or without the State of Oregon as the Board may from time to time determine. The place of meeting shall be specified or fixed in the respective notices or waivers of notice thereof, except where otherwise provided by the Act, by the Articles of Incorporation or these Bylaws.

SECTION 3.06. Regular Meetings. Regular meetings of the Board shall be held at such places and at such times as the Board shall from time to time by resolution determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at said place at the same hour on the next succeeding business day. Notice of regular meetings need not be given.

SECTION 3.07. Special Meetings; Notice. Special meetings of the Board shall be held whenever called by the Chief Executive Officer, the President, or the Chairperson, if any, or by any two of the directors, including at least one Class II Director. Notice of each such meeting shall be mailed to each director, addressed to him or her at his or her residence or usual place of business, at least two days before the day on which the meeting is to be held, or shall be sent to him or her at his or her residence or at such place of business by facsimile, electronic mail, or other available means, or shall be delivered personally or by telephone, not later than one day

before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting but need not state the purposes thereof except as otherwise herein expressly provided. Notice of any such meeting need not be given to any director, however, if waived by him or her in writing or by facsimile, electronic mail or otherwise, whether before or after such meeting shall be held, or if he shall be present at such meeting.

SECTION 3.08. Organization. At each meeting of the Board, the Chairperson, if any, or in the absence of the Chairperson, the President, or in the absence of the Chairperson and the President, a director chosen by a majority in interest of the voting power of the directors present, shall act as chairperson and preside over such meeting. The Secretary, or in the absence of the Secretary, an Assistant Secretary, or in the absence of the Secretary and all Assistant Secretaries, a person appointed by the chairperson of such meeting, shall act as secretary of such meeting and keep the minutes thereof.

SECTION 3.09. Order of Business. At all meetings of the Board business shall be transacted in the order determined by the Board.

SECTION 3.10. Removal of Directors. Except as otherwise provided in the Articles of Incorporation or in these Bylaws, any director may be removed, either with or without cause, at any time, by the affirmative vote of the holders of record of a majority of the issued and outstanding stock entitled to vote for the election of directors of the Corporation given at a special meeting of the shareholders called and held for the purpose or by written consent; and the vacancy in the Board caused by any such removal may be filled by such shareholders at such meeting or in such written consent in the manner hereinafter provided or, if the shareholders fail to fill such vacancy, as provided in these Bylaws.

SECTION 3.11. Resignation. Any director of the Corporation may resign at any time by giving written notice of his or her resignation to the Board, the Chairperson of the Board, if any (or in the absence of an appointed Chairperson, the President), or the Secretary of the Corporation. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 3.12. Vacancies. Any vacancy in the Board caused by death, resignation, removal, disqualification, an increase in the number of directors, or any other cause may be filled by action of a majority in interest of the voting power of the remaining directors then in office, though less than a quorum, or by the shareholders of the Corporation at the next annual meeting or any special meeting called for the purpose or by written consent, and each director so elected shall hold office until the next annual election of directors and until his or her successor is duly elected and qualified, or until his or her death, resignation or removal in the manner herein provided.

SECTION 3.13. Compensation. Each director, in consideration of serving as such, shall be entitled to receive from the Corporation such amount per annum or such fees for attendance at directors' meetings, or both, as the Board shall from time to time determine, together with reimbursement for the reasonable expenses incurred by him or her in connection with the performance of his or her duties; provided that nothing herein contained shall be construed to preclude any director from serving the Corporation or its subsidiaries in any other capacity and receiving proper compensation therefor.

SECTION 3.14. Ultimate Parent's LLC Agreement. The provisions of Section 6.2 (Constitution of the Board; Rights and Powers of the Board and Officers) and Section 6.4

(Meetings of the Board) of the Limited Liability Company Agreement of Healthy Eyes Advantage Holding Company, LLC (“Ultimate Parent”), as amended from time to time (the “Ultimate Parent’s LLC Agreement”), shall, to the fullest extent permitted by applicable law, apply to these Bylaws and the Board, *mutatis mutandis*, including without limitation that the directors shall be the same individuals designated as the Board of Managers of the Ultimate Parent from time to time pursuant to the Ultimate Parent’s LLC Agreement. Any conflict between the provisions of the Ultimate Parent’s LLC Agreement and these Bylaws shall be construed in favor of the Ultimate Parent’s LLC Agreement. This Section is intended to constitute a shareholder agreement within the meaning of Section 60.265 of the Act. By execution of these Bylaws in the space provided below, the sole shareholder of the Corporation approves the foregoing provisions of this Section 3.14 as provided in Section 60.265(2)(a)(A) of the Act.

ARTICLE 4.

COMMITTEES

SECTION 4.01. Executive Committee. The Board may, by resolution passed by a majority in interest of the voting power of the whole Board, appoint an Executive Committee to consist of not less than two members of the Board, including at least one Class II Director (unless otherwise determined by a majority in interest of the voting power of the whole Board) and shall designate one of the members as its chairperson. Notwithstanding any limitation on the size of the Executive Committee, such Executive Committee may invite one or more other members of the Board to attend its meetings in the manner so determined by the Executive Committee. For the purpose of the meeting the invited director attends, he or she shall be entitled to vote on matters considered at such meeting.

Each member of the Executive Committee shall hold office, so long as he or she shall remain a director, until his or her successor is duly appointed and qualified. The chairperson of the Executive Committee or, in his or her absence, a member of the Committee chosen by a majority of the members present shall preside at meetings of the Executive Committee and the Secretary or an Assistant Secretary of the Corporation, or such other person as the Executive Committee shall from time to time determine, shall act as secretary of the Executive Committee.

The Board, by action of a majority in interest of the voting power of the whole Board, shall fill vacancies in the Executive Committee.

SECTION 4.02. Powers. During the intervals between the meetings of the Board, the Executive Committee shall have and may exercise all of the powers of the Board in all cases in which specific directions shall not have been given by the Board.

SECTION 4.03. Procedure; Meetings; Quorum. The Executive Committee shall fix its own rules of procedure subject to the approval of the Board, and shall meet at such times and at such place or places as may be provided by such rules. At every meeting of the Executive Committee the presence of a majority of all the members thereof, including at least one Class II Director, shall be necessary to constitute a quorum; each Class I Director serving on such Executive Committee shall be entitled to one (1) vote on each matter to be voted on, and each Class II Director shall be entitled to one (1) vote plus a number of additional votes equal to the number of Class I Directors serving on such Executive Committee and present at such meeting on each matter to be voted on; and the affirmative vote of a majority in interest of the voting power of the members present shall be necessary for the adoption by such Executive Committee of any resolution. In the absence of a quorum at any meeting of the Executive Committee such meeting need not be held, or a majority of the members present thereat or, if no members be

present, the secretary of the meeting may adjourn such meeting from time to time until a quorum be present.

SECTION 4.04. Compensation. Each member of the Executive Committee shall be entitled to receive from the Corporation such fee and expense reimbursement, if any, as shall be determined by the Board from time to time.

SECTION 4.05. Other Board Committees. The Board may from time to time, by resolution passed by a majority in interest of the voting power of the Board, designate one or more committees in addition to the Executive Committee, each committee to consist of two or more of the directors of the Corporation, at least one of which shall be a Class II Director (unless otherwise determined by a majority in interest of the voting power of the whole Board). Any such committee, to the extent provided in the resolution or in the Bylaws of the Corporation, shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation.

At every meeting of any such committee the presence of a majority of all the members thereof, including at least one Class II Director, shall be necessary to constitute a quorum. Each Class I Director serving on such committee shall be entitled to one (1) vote on each matter to be voted on, and each Class II Director shall be entitled to one (1) vote plus a number of additional votes equal to the number of Class I Directors serving on such committee and present at such meeting on each matter to be voted on; and the affirmative vote of a majority in interest of the voting power of the members present shall be necessary for the adoption by such committee of any resolution. A majority of all the members of any such committee may fix the time and place of its meetings, unless the Board shall otherwise provide. The Board shall have power to change

the members of any committee at any time, to fill vacancies and to discharge any such committee, either with or without cause, at any time.

SECTION 4.06. Additional Committees. The Board may from time to time create such additional committees of directors, officers, employees or other persons designated by it (or any combination of such persons) for the purpose of advising the Board, the Executive Committee and the officers and employees of the Corporation in all such matters as the Board shall deem advisable and with such functions and duties as the Board shall by resolutions prescribe.

A majority in interest of the voting power of any such committee may determine its action and a majority of the members of such committee, including at least one Class II Director, if applicable, shall fix the time and place of its meetings, unless the Board shall otherwise provide. The Board shall have the power to change the members of any committee at any time, to fill vacancies and to discharge any such committee, either with or without cause, at any time.

ARTICLE 5.

ACTION BY CONSENT

SECTION 5.01. Consent by Directors. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting and without prior notice if a written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or such committee.

SECTION 5.02. Consent by Shareholders. Any action required or permitted to be taken at any meeting of the shareholders may be taken without a meeting and without prior notice upon the written consent of the holders of shares of stock entitled to vote who hold the number of shares which in the aggregate are at least equal to the percentage of the total vote required by Act or the Articles of Incorporation or these Bylaws for the proposed corporate action.

ARTICLE 6.

OFFICERS

SECTION 6.01. Number. The principal officers of the Corporation shall be a Chief Executive Officer, a President, a Chief Financial Officer, one or more Vice Presidents, a Treasurer and a Secretary. In addition, there may be such other or subordinate officers, agents and employees as may be appointed in accordance with the provisions of Section 6.03. Any two or more offices may be held by the same person, except that if there are two or more officers of the Corporation, the office of Secretary shall be held by a person other than the person holding the office of Chief Executive Officer or President.

SECTION 6.02. Election, Qualifications and Term of Office. Each officer of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 6.03, shall be elected annually by the Board and shall hold office until his or her successor is duly elected and qualified, or until his or her death, resignation or removal in the manner herein provided.

SECTION 6.03. Other Officers. The Corporation may have such other officers, agents, and employees as the Board may deem necessary, including a Chairperson, a Controller, one or more Assistant Controllers, one or more Assistant Treasurers and one or more Assistant Secretaries, each of whom shall hold office for such period, have such authority, and perform such duties as the Board, any committee of the Board designated by it to so act, the Chief Executive Officer, the President, the Chief Financial Officer, or the Chairperson, if any, may from time to time determine. The Board may delegate to any principal officer the power to appoint or remove any such subordinate officers, agents or employees.

SECTION 6.04. Removal. Any officer may be removed, either with or without cause, by the vote of a majority in interest of the voting power of the whole Board. Any officer other

than an officer elected by the Board may be removed by a committee of officers upon whom the Board has conferred such power of removal.

SECTION 6.05. Resignation. Any officer may resign at any time by giving written notice to the Board, the Chief Executive Officer, the President, the Chief Financial Officer, the Chairperson, if any, or the Secretary of the Corporation. Any such resignation is effective when the notice is effective under ORS 60.034 unless the notice specifies a later effective time.

SECTION 6.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for regular election or appointment to such office.

SECTION 6.07. Chairperson of the Board. The Chairperson of the Board, if any, shall be a director and shall preside at all meetings of the Board and shareholders. Subject to determination by the Board, the Chairperson, if any, shall have general executive powers and such specific powers and duties as from time to time may be conferred or assigned by the Board.

SECTION 6.08. Chief Executive Officer. Under the direction of the Board and subject at all times to the Board's authority, the Chief Executive Officer shall have general supervision over the day-to-day business, operations and affairs of the Corporation and shall perform such duties and exercise such powers as are incident to the office of Chief Executive Officer of a corporation organized under the Act. The Chief Executive Officer shall have such other powers and perform such other duties as may from time to time be prescribed by the Board.

SECTION 6.09. President. Under the direction of the Board and subject at all times to the Board's authority, the President of the Corporation shall perform such duties and exercise such powers as are incident to the office of President of a corporation organized under the Act. In the absence of an appointed chairperson, the President shall assume such duties and powers as

are incident to the office of chairperson of the Board of a corporation organized under the Act. Likewise, in the absence of an appointed Chief Executive Officer, the President shall assume the duties and powers of Chief Executive Officer described herein. The President shall have such other powers and perform such other duties as may from time to time be prescribed by the Board.

SECTION 6.10. Vice President. Under the direction of the Board and subject at all times to the Board's authority, the Vice President shall have such powers and perform such duties as are incident to the office of Vice President of a corporation organized under Act, or as may from time to time be prescribed by the Board, the Chief Executive Officer, and/or the President.

SECTION 6.11. Chief Financial Officer. Under the direction of the Board and subject at all times to the Board's authority, the Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and capital securities, and, in general, shall perform all the duties incident to the office of the Chief Financial Officer of a corporation organized under the Act. The Chief Financial Officer shall have the custody of the funds and securities of the Corporation, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Chief Financial Officer shall have such other powers and perform such other duties as may from time to time be prescribed by the Board, the Chief Executive Officer and/or the President.

SECTION 6.12. Treasurer. Under the direction of the Board and subject at all times to the Board's authority, the Treasurer shall have such powers and perform such duties as may from time to time be prescribed by the Board, the Chief Executive Officer, and/or the President.

SECTION 6.13. Secretary. Under the direction of the Board and subject at all times to the Board's authority, the Secretary of the Corporation shall (i) keep the minutes of the meetings of the shareholders and the Board in one or more books designated for such purpose; (ii) see that all notices are duly given in accordance with the provisions of the Articles of Incorporation or these Bylaws and as required by applicable law; (iii) be custodian of the Corporation's records; (iv) keep a register of the addresses of the shareholders, as furnished to the Secretary by each such shareholder; and (v) in general perform all duties incident to the office of the Secretary of a corporation organized under the Act. The Secretary shall have such other powers and perform such other duties as may from time to time be prescribed by the Board, the Chief Executive Officer and/or the President.

SECTION 6.14. The Assistant Secretaries. At the Secretary's request, or in the event of the Secretary's absence or disability, an Assistant Secretary, if any, designated by the Secretary or the Board, shall perform all the duties of the Secretary and, when so acting, shall have all the powers of the Secretary. The Assistant Secretaries, if any, shall perform such other duties as from time to time may be assigned to them by the Board, any committee of the Board designated by it so to act, the Chief Executive Officer, the President and/or the Secretary.

SECTION 6.15. Salaries. The salaries of the principal officers of the Corporation shall be fixed from time to time by the Board or a special committee thereof, and none of such officers shall be prevented from receiving a salary by reason of the fact that he is a director of the Corporation.

ARTICLE 7.

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

SECTION 7.01. Capitalized terms used in this Article 7, but not defined in these Bylaws shall have the meaning set forth in the Ultimate Parent's LLC Agreement.

SECTION 7.02. To the fullest extent permitted by applicable law, no director of the Corporation or any other Covered Person (“HEA Covered Person”) shall be liable to the Corporation or any other HEA Covered Person for any loss, damage or claim incurred by reason of any act or omission performed or omitted by such HEA Covered Person in good faith on behalf of the Corporation, its Subsidiaries or any Persons which at such time own, directly or indirectly through another Person, at least a majority of the outstanding Capital Securities of the Corporation (“Parents” and each a “Parent”), and in a manner reasonably believed to be within the scope of authority conferred on such HEA Covered Person by these Bylaws, except that a HEA Covered Person shall not be released from liability for any such loss, damage or claim incurred by reason of such HEA Covered Person’s fraud, intentional misconduct or bad faith violation of the implied contractual covenant of good faith and fair dealing, and this provision shall not reduce or limit the contractual liability of a HEA Covered Person for breach of any Related Agreement or other agreement with the Corporation or a Subsidiary or Parent to which such HEA Covered Person is a party.

SECTION 7.03. A HEA Covered Person shall be fully protected in relying in good faith upon the records of the Corporation and its Subsidiaries and Parents and upon such information, opinions, reports or statements presented to the Corporation and its Subsidiaries and Parents by any Person as to matters the HEA Covered Person reasonably believes are within such other Person’s professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation and its Subsidiaries and Parents, including information, opinions, reports or statements as to the value and amount of the assets, liabilities, profits, losses or income or any other facts pertinent to the existence and amount of assets from which distributions to Corporation’s shareholders might properly be paid.

SECTION 7.04. To the fullest extent permitted by applicable law, no HEA Covered Person shall have any duty (including any fiduciary duty or any other duty or standard of care that may arise by default principles of law) to the Corporation or any Subsidiary, Parent, shareholder, director or other Persons, provided, however, that nothing in these Bylaws eliminates the implied contractual covenant of good faith and fair dealing. Without limitation of the foregoing, whenever in these Bylaws or at law or in equity a HEA Covered Person is permitted or required to exercise such Person's discretion in acting in such capacity, including making any elections or granting, withholding or conditioning any consent, such HEA Covered Person shall be entitled to consider only such interests and factors as such HEA Covered Person elects and shall have no duty or obligation to give any consideration to any interests of or factors affecting the Corporation or any Subsidiary, Parent, shareholder, director or other Persons, or to disclose any such real, perceived or potential conflicts. The Corporation and each shareholder agree that the provisions of these Bylaws, to the extent such provisions eliminate, restrict or limit the duties (including, without limitation, fiduciary duties) or liabilities of HEA Covered Persons that may otherwise exist at law or in equity, shall replace such duties and liabilities of HEA Covered Persons to the fullest extent permitted by applicable law.

SECTION 7.05. The Corporation shall indemnify and hold harmless each HEA Covered Person to the fullest extent permitted by applicable law from and against any and all losses, claims, demands, costs, damages, liabilities (joint or several), expenses of any nature (including reasonable legal and accounting fees and expenses, costs of investigation and sums paid in settlement), judgments, fines, settlements, and other amounts ("Indemnified Costs") arising from any and all claims, demands, actions, suits, or proceedings, whether civil, criminal, administrative or investigative, in which the HEA Covered Person may be involved, or

threatened to be involved as a party or otherwise, incurred by reason of any act or omission performed or omitted by such HEA Covered Person in connection with matters relating to the Corporation and its Subsidiaries and Parents, and in a manner reasonably believed to be within the scope of authority conferred on such HEA Covered Person, regardless of whether the HEA Covered Person is a HEA Covered Person at the time any such Indemnified Cost is paid or incurred, except that no HEA Covered Person shall be entitled to be indemnified in respect of (and this provision shall not reduce or limit the liability of a HEA Covered Person with respect to) any Indemnified Cost incurred by such HEA Covered Person by reason of such HEA Covered Person's fraud, intentional misconduct or bad faith violation of the implied contractual covenant of good faith and fair dealing, and this provision shall not reduce or limit the contractual liability of a HEA Covered Person for breach of a Related Agreement or other agreement with the Corporation or a Subsidiary or Parent to which such HEA Covered Person is a party; provided, however, that any indemnity under this Section 7.05 shall be provided out of and to the extent of the assets of the Corporation's and its Subsidiaries', and no HEA Covered Person shall have any personal liability on account thereof. Further, the Corporation shall not indemnify any HEA Covered Person in connection with a proceeding (or part thereof) initiated by such Person against the Corporation or any Subsidiary or Parent or any other HEA Covered Person, whether by direct claim, counterclaim or otherwise, unless the initiation thereof was approved or ratified by the Board.

SECTION 7.06. The indemnification provided by this Article 7 shall be in addition to any other rights to which a HEA Covered Person may be entitled under any agreement, vote of the Board, as a matter of law or equity, or otherwise, both as to an action in the HEA Covered Person's capacity as a HEA Covered Person, and as to an action in another capacity, and shall

continue as to a HEA Covered Person who has ceased to serve in such capacity and shall inure to the benefit of the heirs, successors, assigns, and administrators of each HEA Covered Person.

SECTION 7.07. Notwithstanding any other provision of this Article 7, the Corporation shall reimburse Indemnified Costs incurred by a HEA Covered Person in connection with such Person's appearance as a witness on behalf of the Corporation or its Subsidiaries or Parents or other participation at the request of the Corporation or a Subsidiary or Parent in a proceeding involving or affecting the Corporation or its Subsidiaries or Parents at a time when the HEA Covered Person is not a named defendant or respondent in the proceeding.

SECTION 7.08. The Board shall cause the Corporation to purchase and maintain directors' and officers' insurance on behalf of the applicable HEA Covered Persons and/or the Corporation and its Subsidiaries and Parents against liabilities asserted against any such HEA Covered Person and incurred by any such HEA Covered Person in such Person's capacity as such or arising out of such HEA Covered Person's status in such capacity, regardless of whether the Corporation would have the power to indemnify the HEA Covered Person against that liability under this Article 7, to the extent that such insurance is available on commercially reasonable terms. In furtherance of the foregoing, the Corporation shall obtain and maintain directors' and officers' liability insurance with coverage in a face amount determined by the Board. The indemnification provided by this Article 7 shall be in addition to any other rights to which the HEA Covered Persons may be entitled under any agreement, vote of the Board, as a matter of law, or otherwise, shall continue as to a HEA Covered Person who has ceased to serve in such capacity, and shall inure to the benefit of the heirs, successors, assigns and administrators of the HEA Covered Persons.

SECTION 7.09. An HEA Covered Person shall not be denied indemnification in whole or in part under this Article 7 solely because the HEA Covered Person had an interest in the transaction with respect to which the indemnification applies if the transaction was otherwise permitted by the terms of the Related Agreements.

SECTION 7.10. The Corporation (for itself and its Subsidiaries and Parents) hereby acknowledges that Nautic Members, Nautic Designees, and any of their Affiliates that are HEA Covered Persons (“Fund Indemnitees”) may have certain rights to indemnification, advancement of expenses and/or insurance provided by the Nautic Members and certain of their Affiliates (collectively, the “Fund Indemnitors”). The Corporation (for itself and its Subsidiaries and Parents) hereby agrees that it: (i) is the indemnitor of first resort (i.e., its obligations to the Fund Indemnitees are primary and any obligation of the Fund Indemnitors to advance expenses or to provide indemnification for the same expenses or liabilities incurred by a Fund Indemnitee are secondary); (ii) shall be required to advance the full amount of Indemnified Costs incurred by a Fund Indemnitee and shall be liable for the full amount of all Indemnified Costs, judgments, penalties, fines and amounts paid in settlement to the extent legally permitted and as required by the terms of these Bylaws (or any other agreement between the Corporation and such Fund Indemnitee), without regard to any rights such Fund Indemnitee may have against the Fund Indemnitors; and (iii) irrevocably waives, relinquishes and releases the Fund Indemnitors from any and all claims against the Fund Indemnitors for contribution, subrogation or any other recovery of any kind in respect thereof. The Corporation (for itself and its Subsidiaries and Parents) further agrees that no advancement or payment by the Fund Indemnitors on behalf of a Fund Indemnitee with respect to any claim for which such Fund Indemnitee has sought indemnification from the Corporation or a Subsidiary or Parent shall affect the foregoing and that

the Fund Indemnitors shall have a right of contribution and/or be subrogated to the extent of such advancement or payment to all of the rights of recovery of such Fund Indemnitee against the Corporation or a Subsidiary or Parent. The Corporation (for itself and its Subsidiaries and Parents) and the shareholders agree that the Fund Indemnitors are express third party beneficiaries of this Section 7.10.

SECTION 7.11. To the fullest extent permitted by applicable law, the Corporation may, in the sole discretion of the Board, from time to time advance expenses (including reasonable legal fees and expenses and costs of investigation) incurred by a HEA Covered Person in defending or settling any claim, demand, action, suit or proceeding prior to the final disposition of such claim, demand, action, suit or proceeding that may be subject to a right of indemnification hereunder upon receipt by the Corporation of a written undertaking by or on behalf of the HEA Covered Person to repay such amount if it shall be finally determined that the HEA Covered Person is not entitled to be indemnified as authorized in this Article 7.

SECTION 7.12. The rights set forth in this Article 7 are contractual in nature and may not be revised as applied to prior actions of a HEA Covered Person by a subsequent amendment of these Bylaws without such HEA Covered Person's prior written approval.

ARTICLE 8.

CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

SECTION 8.01. Execution of Contracts. Unless the Board shall otherwise determine, the Chief Executive Officer, the President, the Chief Financial Officer, the Chairperson, if any, any Vice President, the Treasurer, the Secretary or any Assistant Secretary may enter into any contract or execute any contract or other instrument, the execution of which is not otherwise specifically provided for, in the name and on behalf of the Corporation. The Board, or any committee designated thereby with power so to act, except as otherwise provided in these

Bylaws, may authorize any other or additional officer or officers or agent or agents of the Corporation, and such authority may be general or confined to specific instances. Unless authorized so to do by these Bylaws or by the Board or by any such committee, 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 pecuniarily for any purpose or to any amount.

SECTION 8.02. Loans. No loan shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued, endorsed or accepted in its name, unless authorized by the Board, any committee of the Board designated by it so to act, or by the Chief Executive Officer, the President, or the Chief Financial Officer insofar as any is acting at the direction of the Board or as is otherwise in the ordinary course of business consistent with past practices.

SECTION 8.03. Checks, Drafts, etc. All checks, drafts, bills or exchange or other orders for the payment of money, obligations, notes, or other evidence of indebtedness, bills of lading, warehouse receipts and insurance certificates of the Corporation, shall be signed or endorsed by such officer or officers, agent or agents, attorney or attorneys, employee or employees, of the Corporation as shall from time to time be determined by resolution of the Board, any committee of the Board designated by it so to act, or the Chief Executive Officer, the President, or the Chief Financial Officer.

SECTION 8.04. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board, any committee of the Board designated by it so to act, or the Chief Executive Officer, the President, or the Chief Financial Officer may from time to time designate, or as may be designated by any officer or officers or agent or agents of the

Corporation to whom such power may be delegated by the Board or any committee of the Board designated by it so to act and, for the purpose of such deposit and for the purposes of collection for the account of the Corporation may be endorsed, assigned and delivered by any officer, agent or employee of the Corporation or in such other manner as may from time to time be designated or determined by resolution of the Board or any committee of the Board designated by it so to act.

SECTION 8.05. Proxies in Respect of Securities of Other Corporations. Unless otherwise provided by resolution adopted by the Board or any committee of the Board designated by it to so act, the Chief Executive Officer, the President, the Chief Financial Officer, the Chairperson, if any, or any Vice President may from time to time appoint an attorney or attorneys or agent or agents of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other corporation, association or trust any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other corporation, association or trust, or to consent in writing, in the name of the Corporation as such holder, to any action by such other corporation, association or trust, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, all such written proxies or other instruments as he may deem necessary or proper in the premises.

ARTICLE 9.

BOOKS AND RECORDS

SECTION 9.01. Place. The books and records of the Corporation may be kept at such places within or without the State of Oregon as the Board may from time to time determine

except that the Corporation shall maintain a copy of the records required by Section 60.771 of the Act at the corporation's principal office or registered office. The stock record books and the blank stock certificate books shall be kept by the Secretary or by any other officer or agent designated by the Board.

SECTION 9.02. Addresses of Shareholders. Each shareholder shall furnish to the Secretary of the Corporation or to the transfer agent of the Corporation an address at which notices of meetings and all other corporate notices may be served upon or mailed to him, and if any shareholder shall fail to designate such address, corporate notices may be served upon him by mail, postage prepaid, to him or her at his post-office address last known to the Secretary or to the transfer agent of the Corporation or by transmitting a notice thereof to him at such address by facsimile, electronic mail or other available method.

SECTION 9.03. Record Dates. The Board may fix in advance a date, not exceeding fifty days preceding the date of any meeting of shareholders, or the date for the payment of any dividend, or the date for the allotment of any rights, or the date when any change or conversion or exchange of capital stock of the Corporation shall go into effect, or a date in connection with obtaining such consent, as a record date for the determination of the shareholders entitled to notice of, and to vote at, any such meeting or any adjournment thereof, or entitled to receive payment of any such dividend, or to any such allotment of rights, or to exercise the rights in respect of any change, conversion or exchange or capital stock of the Corporation, or to give such consent, and in each such case such shareholders and only such shareholders as shall be shareholders of record on the date so fixed shall be entitled to notice of, or to vote at, such meeting and any adjournment thereof, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights or to give such consent, as the case may be,

notwithstanding any transfer of any stock on the books of the Corporation after any such record date fixed as aforesaid.

ARTICLE 10.

SHARES AND THEIR TRANSFER

SECTION 10.01. Certificates of Stock. Every owner of stock of the Corporation shall be entitled to have a certificate certifying the number of shares he, she or it owns in the Corporation and designating the class of stock to which such shares belong, which shall otherwise be in such form as the Board shall prescribe. Every such certificate shall be signed by either the Chief Executive Officer, the President, the Chairperson, if any, or a Vice President, and by either the Chief Financial Officer, the Treasurer, an Assistant Treasurer, the Secretary, or an Assistant Secretary of the Corporation; provided, however, that where such certificate is signed or countersigned by a transfer agent or registrar the signatures of such officers of the Corporation and the seal of the Corporation, if any, may be in facsimile form. In the event that any such certificate bears the signature (in original or facsimile form) of an officer who, before such certificate is delivered by the Corporation, ceases to hold such office by death, resignation, removal or otherwise, the Corporation may nevertheless issue and deliver such certificate as if the signatory had not ceased to hold such office.

SECTION 10.02. Record. A record shall be kept of the name of the person, firm or corporation owning the stock represented by each certificate for stock of the Corporation issued, the number of shares represented by each such certificate, and the date thereof, and, in case of cancellation, the date of cancellation. The person in whose name shares of stock stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation.

SECTION 10.03. Transfer of Stock. Transfers of shares of the stock of the Corporation shall be made only on the books of the Corporation by the registered holder thereof, or by his, her or its attorney thereunto authorized, and on the surrender of the certificate or certificates for such shares properly endorsed.

SECTION 10.04. Pledge of Stock. In connection with any financing by the Corporation or its shareholders (or any direct or indirect parent thereof), any shareholder of the Corporation may pledge or grant a security interest, lien or other encumbrance in or against any or all of such shareholder's shares of stock of the Corporation and all of its right, title and interest under these Bylaws in favor of the lenders (or an agent on behalf of such lenders) without any further consents, approval or actions required by such lenders (or agent), any shareholder, the Corporation, the Board or any other person under these Bylaws or otherwise (except to the extent required by the terms and conditions under which such pledge is made or such security interest, lien or encumbrance is granted). The pledgee or grantee thereof, and any assignees or successors in interest thereof shall have the right to enforce and foreclose on any such pledge, security interest, lien or encumbrance in accordance with the terms and conditions under which such pledge is made or such security interest, lien or encumbrance is granted and upon such enforcement or foreclosure, and shall be entitled to exercise any rights or powers of a shareholder of the Corporation hereunder. This Section 10.04 shall not be amended without the prior written consent of any applicable lender, pledgee or grantee. The purchaser of any shares of stock of the Corporation upon a foreclosure, strict foreclosure, public or private sale thereof shall become a shareholder of the Corporation. The Corporation shall recognize such assignment or sale and recognize the purchaser as provided in this paragraph. The purchaser shall become a

shareholder of the Corporation effective retroactively to the closing date of the purchase from the secured party.

SECTION 10.05. Transfer Agent and Registrar; Regulations. The Corporation shall, if and whenever the Board shall so determine, maintain one or more transfer offices or agencies, each in charge of a transfer agent designated by the Board, where the shares of the capital stock of the Corporation shall be directly transferable, and also if and whenever the Board shall so determine, maintain one or more registrar offices designated by the Board, where such shares of stock shall be registered. The Board may make such rules and regulations as it may deem expedient, not inconsistent with these Bylaws, concerning the issue, transfer and registration of certificates for shares of the capital stock of the Corporation.

SECTION 10.06. Lost, Destroyed or Mutilated Certificates. In case of the alleged loss or destruction or the mutilation of a certificate representing capital stock of the Corporation, a new certificate may be issued in place thereof, in the manner and upon such terms as the Board may prescribe.

ARTICLE 11.

SEAL

The Board in its discretion may elect to provide a corporate seal.

ARTICLE 12.

FISCAL YEAR

The fiscal year of the Corporation shall commence on the first day of January, except as otherwise provided from time to time by the Board.

ARTICLE 13.

WAIVER OF NOTICE

Whenever any notice is required to be given by statute, these Bylaws or the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE 14.

AMENDMENTS

These Bylaws may be altered, amended or repealed, in whole or in part, and new Bylaws may be adopted, in whole or in part, by the affirmative vote of a majority in interest of the voting power of the Board given at any meeting or by all of the members of the Board by written consent. No amendment may be made unless the Bylaws, as amended, are consistent with the requirements of law and of the Articles of Incorporation.

ARTICLE 15

FORUM

Unless the Corporation consents in writing to the selection of an alternative forum, the State Courts of the State of Oregon shall be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim for breach of fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's shareholders, (c) any action asserting a claim arising pursuant to any provision of the Act, the Articles of Incorporation or these Bylaws, or (d) any action asserting a claim governed by the internal affairs doctrine.

ARTICLE 16

CONFLICTS


These Bylaws are adopted subject to any applicable law and the Articles of Incorporation. Whenever these Bylaws may conflict with applicable law or the Articles of Incorporation, such conflict shall be resolved in favor of such law or the Articles of Incorporation.

CERTIFICATE OF ADOPTION

The undersigned, being the Secretary of the corporation, certifies that these are the Bylaws of the corporation, adopted by the Board of Directors.

DATED: July 26, 2021.

**PROFESSIONAL EYE CARE ASSOCIATES
OF AMERICA, INC.**

By: 
Print Name: Andy Alcorn
Title: Secretary

Approval of Section 3.14:

The provisions of Section 3.14 above, are hereby approved by the sole shareholder Healthy Eyes Advantage, LLC.

Healthy Eyes Advantage, LLC

By: _____
Print Name: Jim McGrann
Title: Chief Executive Officer

CERTIFICATE OF ADOPTION

The undersigned, being the Secretary of the corporation, certifies that these are the Bylaws of the corporation, adopted by the Board of Directors.

DATED: July 26, 2021.

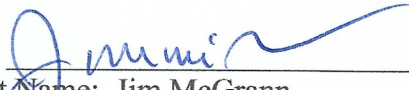
**PROFESSIONAL EYE CARE ASSOCIATES
OF AMERICA, INC.**

By: _____
Print Name: Andy Alcorn
Title: Secretary

Approval of Section 3.14:

The provisions of Section 3.14 above, are hereby approved by the sole shareholder Healthy Eyes Advantage, LLC.

Healthy Eyes Advantage, LLC

By:  _____
Print Name: Jim McGrann
Title: Chief Executive Officer