

BYLAWS
OF
ILLINOIS ART LEAGUE, INC.

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Illinois and the Articles of Incorporation of Illinois Art League, Inc. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Illinois, said Non-Profit Corporation Act shall be the prevailing controlling law.

ARTICLE 1 – NAME

The name of the Corporation shall be Illinois Art League, Inc., and shall herein be referred to as the "Corporation."

ARTICLE 2 – PURPOSE

The purpose for which the Corporation is formed is set forth in the attached Articles of Incorporation, to engage in the development and improvement of interest in all art forms.

The Corporation is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively to actively engage in the development and improvement of interest in all forms of art, sculpturing, and literature.

In addition, this Corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Corporation shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Illinois and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. At no time and in no event shall the Corporation participate in any activities which have not been permitted to be carried out by a Corporation exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code").

ARTICLE 3 – OFFICES

The principal office of the Corporation shall be located at 319 S. Spring St, PO Box 473, Metamora, Illinois 61548.

The Corporation may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation may find a need for from time to time.

ARTICLE 4 – BOARD OF DIRECTORS

4.1 General Powers and Responsibilities

The Corporation shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Illinois. The Board shall establish policies and directives governing business and programs of the Corporation.

4.2 Number and Qualifications

The Board shall have up to 15, but no fewer than 11, Board members. The number of Board members may be increased beyond 15 members or decreased to less than 11 members by the affirmative vote of a two-thirds majority of the then serving Board of Directors, though the spread between the maximum and minimum number shall not exceed 5.

NUMBER, TENURE, AND QUALIFICATIONS. Directors shall be elected by an affirmative vote of two-thirds of the Board of Directors at the Annual Board meeting for a term of three years or until their successors shall be duly elected and qualified. The number of Directors shall be a range between eleven (11) and fifteen (15) as shall be specified by resolution of the Board of Directors from time to time. No decrease shall have the effect of shortening the term of an incumbent Director. Directors shall be divided into three classes with each class consisting as nearly as may be one-third of the entire Board of Directors. Each such class of Directors, consisting of one-third of the Directors, shall be elected each year. Directors may serve three full consecutive elective terms. Any former Director who has been out of office one year or more shall be eligible for election to the Board. Board service prior to 2019 shall not be counted in these calculations.

4.3 Board Compensation

Board members shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Corporation in any other capacity and receiving compensation for services rendered.

4.4 Board Elections

The Nominating Committee shall present nominations for new and renewing Board members at the annual meeting of the board. Recommendations from the Nominating Committee shall be made known to the Board in writing before nominations are made and voted on.

4.6 Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 unexcused consecutive meetings of the Board of Directors, or a total of 4 unexcused meetings of the Board during any one calendar year;
- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the President or the Secretary of Corporation,

Any vacancy on the Board may be filled by vote of a two-thirds majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

4.7 **Removal**

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-thirds majority of then-serving Board members.

4.8 **Meetings**

REGULAR MEETINGS. An Annual Meeting of the Board of Directors shall be held at a time and place to be determined by the Board of Directors. Notice of the meeting shall be sent to all directors at least seven days before the meeting by mail, fax, or email. The Board of Directors shall meet regularly at such other times as designated by the Board of Directors provided that the Board of Directors shall meet at least six times each year.

SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may specify any place as the place for holding any special meeting of the Board called by them.

NOTICE. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previous thereto by written notice to each Director at his or her post office or electronic address as shown by the records of the corporation except that no special meeting of Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at

least twenty (20) days prior to such meeting. If mailed to a post office address, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given electronically, such notice shall be deemed to be delivered when the notice is posted. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these bylaws.

4.9 **Action by Written Consent**

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. Such consent shall be placed in the minutes book of the Corporation and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or emails with typewritten signatures may be used in lieu of handwritten signatures.

4.10 **Quorum**

Attendance of a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Directors are present at said meeting a majority of the Directors present may adjourn the meeting to another time without further notice. Directors may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other and all such participants shall be included in determination of a quorum.

4.11 **Voting**

Each Board member shall only have one vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise.

4.12 **Proxy**

Board members shall not be allowed to vote by proxy.

4.13 **Board Member Attendance**

An elected Board Member who is absent from 3 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the President his/her commitment to the Corporation.

ARTICLE 5 – OFFICERS

5.1 **Officers and Duties**

Officers shall include a President, Vice President, Secretary, and Treasurer. They shall be members of the Board of Directors. Any two or more offices may be held by the same person except the Offices of President and Secretary. Authority to elect or appoint Officers is exclusively reserved by the Board of Directors.

5.2 **Election and term of office.** The Officers of the Corporation shall be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor shall have been duly elected and shall have qualified, until his or her death, or until he or she shall resign or shall have been removed in the manner herein provided. Election of an Officer shall not of itself create contract rights. Election to an office involves neither obligation nor expectation to any progression to other offices.

5.3 **President**

It shall be the responsibility of the President, when present, to preside over all meetings of the Board of Directors. The President is authorized to execute, in the name of the Corporation, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Corporation. The Board may assign execution of contracts or documents to another member of the Board, except when required by law that the President's signature must be provided.

5.4 **Vice President**

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

5.5 **Secretary**

The Secretary shall be the custodian of all records and documents of the Corporation, which are required to be kept at the principal office of the Corporation, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Corporation. The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, they shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 21 business days after the close of each Board meeting.

When a new Secretary is chosen, the former Secretary shall forward all Corporation records in his/her possession to the new Secretary.

5.6 Treasurer

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation, as may be ordered by the Board of Directors, and shall render to the President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation.

The Treasurer shall be responsible for filing (or causing to be filed) all reports required by the state and federal governments to maintain the organization's status as a nonprofit corporation.

When a new Treasurer is chosen, the former Treasurer shall forward all Corporation records in his/her possession to the new Secretary.

The Treasurer shall give the Corporation a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Corporation shall pay the cost of such a bond.

ARTICLE 6 - COMMITTEES

6.1 COMMITTEES. The Board of Directors, by resolution adopted by a majority of the Directors in office, shall establish the following committees: Executive Committee, Nominating Committee, and Audit Committee, each of which will consist of one or more Directors and such other persons as the Board of Directors designates. The Executive Committee, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it, him, or her by law.

6.2. TERM OF OFFICE. The President shall, immediately following the Annual Meeting of the Board of Directors, appoint the chairmen and members of standing committees. Each member of a committee shall continue as such until the next Annual Meeting of the Board of Directors of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee by the Board of Directors, or unless such member shall cease to qualify as a member thereof.

6.3. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.4. **QUORUM**. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.5 **RULES**. Each committee shall be subject to rules, in the form of a committee charter, established for it by the Board of Directors provided that any such committee may adopt additional rules for its own governance not inconsistent with these bylaws or with rules established by the Board of Directors.

6.6 **INFORMAL ACTION**. The authority of a committee may be exercised without a meeting if a consent, in writing, setting forth the action taken, is signed by all the members entitled to vote.

6.7. **EXECUTIVE COMMITTEE**. The Executive Committee shall include the President, Vice President, Secretary, Treasurer and the immediate past President. This Committee shall act for the Board in the interim between Board meetings and shall oversee and direct the work of the Corporation as authorized by the Board. It shall not develop new policies without the approval of the Board nor pursue the administrative function of the President. All business transacted by the Executive Committee shall be reported in full at the next regularly scheduled meeting of the Board of Directors.

6.8 **NOMINATING COMMITTEE**. The Nominating Committee shall recommend persons to fill vacancies for Directors and Officers of the Corporation and shall propose a slate of Directors and Officers for consideration by the Board of Directors at each Annual Meeting. In either filling vacancies or proposing a slate of Directors, the Nominating Committee shall consider persons representative of the mission of the Corporation.

6.9. **AUDIT COMMITTEE**. The Audit Committee shall periodically review, or cause to be reviewed, the books and records of the Corporation and conduct such other and further reviews of the operations of the Corporation as may be required or otherwise deemed necessary so as to maintain compliance with all applicable regulatory and legal requirements. They shall report their findings to the Board.

6.10 **AD HOC COMMITTEES**. The President, with approval of the Board of Directors, may appoint ad hoc committees to perform functions to advance the purpose of the Corporation. Committee members shall be representative of the purpose of the organization. They need not be members of the Board. They shall report upon their work to the Board and receive approval of the Board before taking significant action.

ARTICLE 7 – CONFLICT OF INTEREST

Any Director who has potential conflict of interest or substantial financial interest in any business of the Corporation must disclose that interest to the Board of Directors and must refrain from discussing or voting on any such business, and make whatever additional disclosure and take whatever additional action as may be required by law. All actions taken on matters that

involve a possible conflict of interest shall clearly reflect in the minutes of such action, that the noted requirements have been met. The Board shall adopt a statement which outlines the Policy on Conflict of Interest. All Directors shall be asked to sign a statement that they have read and understand the policy and agree to abide by its provisions.

ARTICLE 8 - INDEMNIFICATION

8.1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

8.2 INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

8.3. RIGHT TO PAYMENT OF EXPENSES. To the extent that a Director, Officer, employee, or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim,

issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

8.4. DETERMINATION OF CONDUCT. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or (c) by the members entitled to vote, if any.

8.5 PAYMENT OF EXPENSES IN ADVANCE. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

8.6 INDEMNIFICATION NOT EXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

8.7. INSURANCE. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

8.8 NOTICE TO THE BOARD. If the Corporation has paid indemnity or has advanced expenses under this Article to a Director, Officer, employee, or agent, the Corporation shall report the indemnification or advance in writing to any members of the Board entitled to vote with or before the notice of the next meeting of the members entitled to vote.

8.9 REFERENCES TO CORPORATION. For purposes of this Article, references to "the Corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger that, if its separate existence had continued, would have had the power and authority to indemnify its Directors, Officers, employees, or agents, so that any person who was a Director, Officer, employee, or agent of such merging corporation, or was serving at the request of such merging

corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have stood with respect to such merging corporation if its separate existence had continued.

8.10 OTHER REFERENCES. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a Director, Officer, employee, or agent of the Corporation that imposes duties on or involves services by such Director, Officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article.

ARTICLE 9 –OPERATING PROCEDURES

9.1 Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation, other corporate instruments or documents, memberships in other corporations, and certificates of shares of stock owned by the Corporation shall be executed, signed, and/or endorsed by the president, secretary, or treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

9.2 Loans and Contracts

No loans or advances shall be contracted on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

9.3 DONATIONS. The Board of Directors may accept on behalf of the corporation any donation, contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The terms or conditions imposed upon any transfer of assets to the Corporation, whether by gift or otherwise, shall be subject to approval of the Board of Directors. All property so transferred to the Corporation shall be held, managed, and administered as the Board of

Directors may from time to time determine, subject to the terms, conditions and purposes, if any, prescribed by the transferor or donor. Distribution of unrestricted assets shall be subject to the approval of the Board of Directors.

ARTICLE 10 – RECORDS AND REPORTS

The Corporation shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 11 – FISCAL YEAR

The fiscal year for this Corporation shall be from January 1 to December 31.

ARTICLE 12 – AMENDMENTS

The authority to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. Bylaws may be amended by a two-thirds affirmative vote of the total Board membership. Notice of the proposed amendment with a statement of the proposed amendment shall be given to each member at least five (5) days before the final action thereon. Such action may be taken at a regular or special meeting. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE 13 – DISSOLUTION

In the event of the dissolution of the Corporation or other termination of its corporate existence, no part of the property or assets of the Corporation owned by it at the time of such dissolution or termination shall inure to the benefit of, or be paid or delivered to, any member, director, officer or employee thereof, or any private shareholder or individual, and all such property or assets, after payment of the lawful debts of the Corporation and the expenses of its dissolution or termination, shall be delivered, conveyed and paid over to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes which shall at the time be exempted or qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954 as the same may have been amended (or corresponding provision of any future United States Internal Revenue law) as the members shall, by majority vote, determine.

CERTIFICATE OF SECRETARY

I, _____, certify that I am the current elected and acting Secretary of the benefit Corporation, and the above bylaws are the bylaws of this Corporation as adopted by the Board of Directors on _____, 2019, and that they have not been amended or modified since the above.

EXECUTED on this day of _____, in the County of Peoria in the State of Illinois.

(Duly Elected Secretary)