

AMENDED AND RESTATED

BY-LAWS

OF

THE SIRAGUSA FAMILY FOUNDATION

AS OF

NOVEMBER 5, 2016

ARTICLE I

GENERAL PURPOSES

Section 1.1. General Purposes. Pursuant to the purposes for which the Corporation has been organized as set forth in its Articles of Incorporation, the Corporation shall at all times be operated exclusively for the support and benefit of charitable organizations described under Section 170(c) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax law, and only to the extent and in such manner that such purposes constitute exclusively charitable purposes within the meaning of Section 501(c)(3) and also Sections 170(c)(2)(B) and 2522(a)(2) of the Internal Revenue Code. The Corporation shall receive, hold, invest and administer property and make expenditures from the income or principal thereof to or for the use of such organizations for their support and benefit and shall assist in carrying out the purposes for which such organizations are created, as nearly as practicable to encourage and support the charitable activities of those organizations in the United States with a primary focus in the metropolitan Chicago area. The Corporation will help underserved people help themselves and experience a better quality of life by supporting organizations in three primary program areas: Arts Learning, Education and Health. From time to time the Corporation may choose other charitable purposes which it recognizes as especially worthy of its support given current social, cultural and economic conditions. In choosing among

potential beneficiaries, the Corporation should prefer organizations with strong records of prior accomplishments and a responsible, effective management that portend their continuation as effective charitable institutions. The Corporation should encourage excellence in the development, administration and management of the activities of charitable organizations and support, in particular, imaginative and thoughtful charitable programs. Notwithstanding the foregoing, no substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE II

REGISTERED OFFICE AND AGENT, BOOKS AND RECORDS

Section 2.1. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and agent in the State of Illinois in accordance with the requirements of the General Not for Profit Corporation Act of the State of Illinois (“Act”). The Corporation may have such other offices, in the State of Illinois or elsewhere, as the Board of Directors of the Corporation shall from time to time determine.

Section 2.2. Books and Records. The books and records of the Corporation shall be kept at its registered office or at such other place or places as the Board of Directors shall from time to time determine.

ARTICLE III

MEMBERS

The Corporation shall have no members of any class or kind.

ARTICLE IV

DIRECTORS

Section 4.1. General Powers. Except as otherwise expressly provided by law, the Board of Directors (hereinafter sometimes called the “Board”) shall be the governing body of the Corporation and shall have exclusive responsibility for the determination of policy for the Corporation and its implementation. The Board shall be ultimately responsible for managing the property and affairs of the Corporation, exercising all the powers, rights and privileges of the Corporation and doing all acts and things which may be done by the Corporation. The Board shall, however, appoint officers to oversee the administration of the activities of the Corporation.

Section 4.2. Number and Qualifications. The Board of Directors shall consist of no more than fifteen, and no less than ten, directors. Directors need not be residents of Illinois. In addition, if the President of the Foundation has not been elected or appointed as a director pursuant to Section 4.5 of these By-laws, the President of the Foundation shall be a member, *ex officio*, with voting privileges, of the Board of Directors, during such time that such person holds the office of President. At all times, at least two-thirds of the members of the Board of Directors must be descendants of Ross D. Siragusa, Sr.

Section 4.3. Remuneration. The Corporation shall not pay any compensation to the directors for their service as directors. Directors shall be entitled to reimbursement for out-of-pocket expenses reasonably incurred in the discharge of their duties as directors.

Section 4.4. Resignation. Any director may resign by written notice delivered to the Board of Directors.

Section 4.5. Vacancies. A vacancy in the Board occurring by reason of death, resignation, expiration of the term of office or removal of a director shall be filled, if at all, by vote of the Board of Directors at any regular or special meeting held in accordance with Section

4.7 of this Article, or by action of the remaining directors taken pursuant to Section 4.11 of this Article in lieu of such a meeting. In electing directors, if the Board determines that it is in the best interests of the Corporation, preference shall be given to descendants of Ross D. Siragusa, Sr.

Section 4.6. Term of Office. The following provisions shall apply to the term of office of a director:

A. A director shall serve until death, resignation, or removal, except that for any director elected or appointed after May 1, 1997, such director's term of office will expire upon such director reaching the age of seventy-five years.

B. Moreover, and in addition to the provisions of paragraph A of this Section, with respect to any director appointed or elected as a director of the Foundation after May 1, 1997, beginning as of January 1, 2003, each director shall serve for a term of three years. Each director, upon the completion of his or her term, may, but need not, be reelected to one or more consecutive terms without limitation.

C. In order to stagger the terms of office of the directors covered by paragraph B of this Section, the directors of the Foundation shall be divided into three classes. The number of directors in each class shall be as nearly equal as possible, as determined from time to time by a duly adopted resolution of the Board. The initial term of office of the first class of directors shall be one year, that of the second class of directors shall be two years; and that of the third class of directors shall be three years; provided, however, that no director's term shall expire until his or her successor has been elected and has qualified. At each annual meeting commencing with the expiration of the terms of the first class of director, the number of directors to be elected or appointed (as the case may be) shall equal the number of the class of directors

whose terms expire at the time of the meeting, and those newly elected directors shall hold office for three years, or if later, until his or her successor has been elected and has qualified.

Section 4.7. Meetings. Regular meetings of the Board of Directors shall be held on a Saturday in the spring and a Saturday in the fall of each year. Regular meetings of the Board shall be held at the registered office of the Corporation or at such other place in the State of Illinois or elsewhere or at such other time as may be directed by the chair of the board in a written notice given in the manner required by Section 4.8 of this Article. Failure to hold a regular meeting at the designated time and place shall not work a forfeiture or dissolution of the Corporation. Special meetings of the Board may be called at any time by the chair of the board, the president, or any three directors. The place of such meeting shall be the registered office of the Corporation or such other place as may be designated by the person or persons calling the meeting.

Section 4.8. Notice. Notice of the time and place but not of the purpose of any meeting of the Board shall be given to each director at least five days in advance of the meeting. Notice of a meeting of the Board may be waived by writing filed with the secretary of the Corporation or by attendance at the meeting in person unless 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 meeting need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-laws.

Section 4.9. Quorum. At each meeting of the Board of Directors the presence of at least one-half of the authorized number of directors shall constitute a quorum for the transaction of business, including the filling of a Board vacancy pursuant to Section 4.5 of this

Article. Any act approved by a majority of the directors present at a meeting at which a quorum exists shall be an act of the Board. If a quorum is not present at a meeting of the Board, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 4.10. Organization. At meetings of the Board one of the following officers of the Corporation, in the order listed, if present and willing to serve, shall act as chair, namely:

- (1) The chair of the board.
- (2) The vice chair of the board.
- (3) The president.

In the absence of all of the foregoing a person chosen by a majority vote of the directors present at the meeting shall act as chair. The secretary or, in the absence of the secretary, a person appointed by the chair of the meeting, shall act as secretary of the meeting. The chair of the meeting shall, without relinquishing the chairship, have full power, without appeal, of discussion and right to vote in respect of any matter before the meeting.

Section 4.11 Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors or the executive committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof, or by all of the members of such committee, as the case may be.

Section 4.12 Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with

the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 4.13 Director Emeritus. The Board may, from time to time, in recognition of the contributions of an individual to the Foundation or for such other reasons as the Board deems appropriate, elect that individual to be a Director Emeritus of the Corporation. A Director Emeritus shall serve only in an honorary capacity and shall have no duties or responsibilities pursuant to these by laws or otherwise with respect to the Corporation.

ARTICLE V

OFFICERS

Section 5.1. Designation. The officers of the Corporation shall be a chair of the board, a president, an executive director, a secretary, and a treasurer, and such vice presidents, assistant secretaries and assistant treasurers as may be elected by the Board of Directors. The Board of Directors may also elect a vice chair of the board. Any two offices may be held by the same person except the offices of president, executive director, and secretary. The chair of the board and the vice chair of the board must be chosen from the members of the Board of Directors then in office. The persons elected to the office of chair of the board and vice chair of the board may hold such office only so long as he or she remains a director of the Corporation. The chair of the board and the vice chair of the board may not be from the same family branch.

Section 5.2. Term of Office and Removal. Officers of the Corporation shall be elected by the Board of Directors. The officers elected by the Board shall serve a term of one

year or until their respective successors are elected and qualified unless their service is sooner terminated by death, resignation or removal, or, in the case of the chair of the board and the vice chair of the board, until the person in such office ceases to be a director of the Corporation. Any officer may be removed by the Board at any time with or without cause, whenever the Board believes the best interest of the Corporation would be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election to office shall not of itself create any contract rights. Subject to the forgoing provisions of this Section, each officer, upon completion of his or her term may be elected to one or more additional terms, whether consecutive or not, without limitation.

Section 5.3. Vacancies. A vacancy in any office, however arising, shall be filled for the unexpired portion of the term in the same manner as provided for election to the office.

Section 5.4. Control by Board of Directors. The powers and duties of officers of the Corporation as prescribed by this Article or elsewhere in these By-laws are subject to alteration or suspension by the Board, in specific instances or for specific purposes, as set forth in the resolution effecting such alteration or suspension.

Section 5.5. Compensation. With the exception of the executive director, the Corporation shall not pay any compensation to the officers for their service as officers. Officers shall be entitled to reimbursement for out-of-pocket expenses reasonably incurred in the discharge of their duties as officers.

Section 5.6. Bonds. The Board of Directors may require persons serving as officers, agents or employees of the Corporation to give bond to the Corporation, in such form and amount and with such surety as the Board may determine, conditioned upon the faithful

performance of their duties and upon the restoration to the Corporation when their service terminates of all books, records, money and other things in their possession or control belonging to the Corporation. The cost of procuring such bonds shall be borne by the Corporation.

Section 5.7. Employment Contracts. Every employment for personal services to be rendered to the Corporation shall be at the pleasure of the Corporation unless the employment is for a specified term and pursuant to a written contract authorized or ratified by the Board of Directors or approved and signed on behalf of the Corporation by the president.

Section 5.8. Chair and Vice Chair of the Board. In addition to the duty of presiding at meetings of the Board of Directors as provided elsewhere in these By-laws, the chair of the board shall have such power and other duties as may be assigned to him/her from time to time by resolution of the Board. The vice chair shall assume all power and duties of the chair during any absence or inability of the chair to act.

Section 5.9. President. The president shall be the chief executive officer of the Corporation and shall have general charge of the affairs of the Corporation. The president shall have full power to vote in the name of the Corporation, in person or by general or limited proxy, all shares of stock and other voting securities owned by the Corporation; and may execute in the name of the Corporation all instruments which have been authorized by proper corporate action, including, without limitation, all deeds, mortgages, leases, bonds, contracts, checks, notes or other documents. When there is no executive director, the president may hire such agents and employees as the president deems to be necessary or convenient in the conduct of the affairs of the Corporation and may fix their compensation, prescribe their powers and duties and terminate their service at any time. In general, the powers and duties of the president shall be those

ordinarily exercised or performed by the chief executive officer of a corporation and such other powers and duties as may be assigned to the president by resolution of the Board of Directors.

Section 5.10. Vice President. During the absence or inability of the president to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated by the president or by the Board if the president has not made such a designation or in the absence of any such a designation, then in the order of their seniority of tenure) may temporarily act in place of the president with all the powers and duties of that office. Otherwise, the vice president (or in the event there be more than one vice president, each of the vice presidents) (1) may perform the duties of the president and (2) shall perform such other duties only as requested in writing by the president or as authorized by resolution of the Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board or these By-laws, the vice president (or any of them if there are more than one) may execute for the Corporation any contracts, deeds, mortgages, bonds or other instruments which the Board has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board, according to the requirements of the form of the instrument.

Section 5.11. Executive Director. The executive director shall be the chief operating officer of the Corporation and shall have general charge of the day-to-day operations of the Corporation and the authority to do any act which is necessary in the usual and ordinary course of such matters. In general, the powers and duties of the executive director shall be those ordinarily exercised or performed by the chief operating officer of a corporation and such other

powers and duties as may be assigned to the executive director by resolution of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board or these By-laws, the executive director may execute for the Corporation any contracts, deeds, mortgages, bonds or other instruments which the Board has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board, according to the requirements of the form of the instrument. The executive director may hire such agents and employees as the executive director deems to be necessary or convenient in the conduct of the affairs of the Corporation and may fix their compensation, prescribe their powers and duties and terminate their service at any time. In addition, during any period in which there is no President of the Corporation, the executive director shall be the chief executive officer of the Corporation and shall have the general charge of the affairs of the Corporation with the same responsibilities as those ordinarily exercised or performed by the chief executive officer of a corporation. During any period in which there is no President of the Corporation, the executive director shall be an *ex officio* member of every committee appointed by the Board pursuant to Section 7.1. The executive director shall not be an *ex officio* member of the Board.

Section 5.12. Secretary. The secretary shall attend all meetings of the Board of Directors and the executive committee of the Board and shall act as the secretary of such meetings. The secretary shall give or cause to be given all notices provided for or required by law or the Articles of Incorporation or these By-laws; the secretary shall be custodian of the seal of the Corporation and shall cause the seal to be affixed to all documents executed on behalf of the Corporation if a corporate seal is necessary or appropriate, unless another person has been

authorized to do so by resolution of the Board; the secretary shall have charge of all books, records and papers of the Corporation relating to its organization as a corporation and shall have the duty to keep and file all reports, statements and other documents required by law except where the duty is explicitly imposed on some other officer, agent or employee. In general, the powers and duties of the secretary shall be those ordinarily incident to the office of secretary of a corporation and such other powers and duties as may be assigned to the secretary by resolution of the Board or by the president.

Section 5.13. Treasurer. The treasurer shall be responsible for the collection, receipt, custody and disbursement of all corporate funds and securities; the treasurer shall deposit all monies and other valuable effects in the name of and to the credit of the Corporation in such banks or other depositories as may be designated by the Board of Directors or by an officer of the Corporation pursuant to any delegation of such authority by the Board; the treasurer shall be responsible for carrying out the policies of the Corporation relating to the approval, grant or extension of credit by the Corporation and for the procurement and maintenance of adequate insurance; the treasurer shall have custody of the accounting and financial records of the Corporation and shall render monthly reports to the president and annual reports to the Board. In general, the powers and duties of the treasurer shall be those ordinarily incident to the office of treasurer of a corporation and such other powers and duties as may be assigned to the treasurer by resolution of the Board or by the president.

Section 5.14. Assistant Secretaries and Assistant Treasurers. The assistant secretary or secretaries shall assist in the performance of the duties of the secretary, subject to the control and direction of the latter. The assistant treasurer or treasurers shall assist in the performance of the duties of the treasurer, subject to the control and direction of the latter. In the

absence of the secretary or treasurer, the assistant secretary or treasurer or, if more than one, the assistant secretary or treasurer designated by the Board or the president shall exercise the powers and perform the duties of the secretary or treasurer. In general the powers and duties of assistant secretaries and assistant treasurers shall be those ordinarily incident to the office of assistant secretary or assistant treasurer of a corporation and such other powers and duties as may be assigned to them by resolution of the Board or by the president.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 6.1. Appointment and Authority. By resolution adopted by a majority of the directors of the Corporation in office, an executive committee consisting of at least four directors may be elected, which committee shall have and exercise all the authority of the Board in the management of the Corporation, except that such committee shall not have the authority of the Board to elect, appoint or remove any member of such committee or any director or officer of the Corporation, to amend, alter or repeal the Articles of Incorporation or these By-laws, to adopt a plan of merger or consolidation, to authorize the sale, lease, exchange, mortgage or pledge of the assets of the Corporation, to authorize the dissolution of the Corporation or revoke proceedings therefor, to adopt a plan for the distribution of the assets of the Corporation or to amend, alter or repeal any resolution of the Board of Directors. The designation and appointment of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any director of any responsibility imposed upon it or him or her by law. As used throughout these By-laws, the terms "Board" or "Board of Directors" shall be construed to include the executive committee unless such construction would be clearly repugnant to this Article or to the resolution of the Board of Directors creating the executive committee.

Section 6.2. Composition and Term of Office. Elected members of the executive committee shall hold office for one year or until their successors are elected and qualified unless prior thereto such committee is dissolved by the Board or a member's service is sooner terminated by death, resignation, expiration of the term of office, removal or other termination of his or her membership on the Board of Directors. Vacancies occurring on the committee shall be filled by the Board for the unexpired portion of the term.

Section 6.3. Meetings. The executive committee shall meet upon the call of the chair, otherwise, the president, if there is a president, otherwise, the executive director, at such time and place as may be designated in the call. At least 12 hours advance notice of meetings shall be given to each member of the executive committee, but such notice may be waived in writing or by attendance at the meeting. The vote of three members of the committee shall be necessary for valid action.

ARTICLE VII

OTHER COMMITTEES

Section 7.1. Appointment. The Board of Directors from time to time shall appoint or establish by resolution standing or special committees having such designations and functions as shall be set forth in the resolutions establishing them. All committees appointed pursuant to this Article shall have advisory and administrative functions only, and no committee, council or other body appointed by the Board, except the executive committee provided for in Article VI, shall ever have or exercise any of the powers of the Board. Unless otherwise expressly provided in subsequent sections of this Article, committees appointed pursuant hereto shall consist of not less than three nor more than seven members, as determined by the Board, none of whom need be directors, officers or employees of the Corporation. The president of the

Corporation shall be an ex officio member of every committee appointed by the Board pursuant to this Section.

Section 7.2. Tenure. Members of committees provided for in this Article shall serve for one year or until their successors are elected and qualified, unless prior thereto the committee is dissolved, or a member's service is sooner terminated by death, resignation or removal, or the resolution establishing or appointing such committee otherwise provides. Vacancies on any committee shall be filled by the Board for the unexpired portion of the term.

Section 7.3. Meetings. The Board of Directors shall designate one of the members of each committee as its chair. The chair shall preside at meetings of the committee. If the chair is absent from a meeting, the committee members present shall appoint one of their number as a temporary chair. Notice of the time and place of all meetings of committees shall be given at least 48 hours in advance of the meeting, but such notice may be waived in writing or by attendance at the meeting.

Section 7.4. Quorum. A majority of the members of a committee shall constitute a quorum. If a quorum is not present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7.5. Manner of Acting. The act of a majority of the members of a committee present at a meeting at which a quorum exists shall be the act of the committee except as otherwise provided by law or by the Articles of Incorporation or these By-laws. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing setting forth such action shall be signed by all the members of the committee.

ARTICLE VIII

INDEMNIFICATION

Section 8.1. Indemnification Directors, Officers and Agents. The Corporation shall, to the fullest extent to which it is empowered to do so by the Act or any other applicable laws as may from time to time be in effect, indemnify any person who was or is a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, or agent of the Corporation, or that he or she is or was serving at the request of the Corporation as a director, officer, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees), and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding.

Section 8.2. Contract with the Corporation. The provisions of this Article shall be deemed to be a contract between the Corporation and each director or officer who serves in any capacity at any time while this Article is in effect, and any repeal or modification of this Article shall not affect any rights or obligations hereunder with respect to any state of facts then or theretofore existing or any action, suit, or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 8.3. 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, or agent to repay such amount, unless it shall ultimately be determined that such director, officer, or agent is entitled to be indemnified by the Corporation as authorized by this Article.

Section 8.4. Insurance Against Liability. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, 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 such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of these By-laws.

Section 8.5. Other Rights of Indemnification. The indemnification provided or permitted by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a director, officer, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE IX

MISCELLANEOUS

Section 9.1. Federal Tax Provisions. THE SIRAGUSA FAMILY FOUNDATION is intended to qualify as a private foundation, as defined in Section 509 of the Internal Revenue Code of 1986, as from time to time amended ("Code"). During any period in which THE SIRAGUSA FAMILY FOUNDATION is a private foundation, it shall not (i) engage in any act of self-dealing as defined in Code Section 4941(d), (ii) retain any excess business holdings as defined in Code Section 4943(c) which would be subject to tax under Code Section 4943, (iii) make any investments which would subject the trust to tax under Code Section 4944, or (iv) make any taxable expenditures as defined in Code Section 4945(d), and, it shall distribute foundation income, and to the extent income is not sufficient, principal, for each taxable year at

such time and in such manner as not to subject the foundation to tax on undistributed income under Code Section 4942.

Section 9.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. In no event shall any loans be made by the Corporation to its officers or directors.

Section 9.3. Leases. No leases of land, buildings or equipment, whether written or oral, shall be made on behalf of the Corporation, either as lessor or lessee, unless authorized by a resolution of the Board of Directors.

Section 9.4. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 9.5. Compensation for Services. A director or officer, or any firm of which such director or officer is a member, may be engaged by the Corporation to render legal, accounting or investment advisory services on behalf of this Corporation, even though such director or officer shall then be acting as a director or officer hereunder and shall make or participate in the decision to so engage himself or herself or a firm of which he or she is a member. A director or officer, or any firm so engaged, shall be entitled to receive his, her or its fair, usual and customary compensation for such legal, accounting or investment advisory services; however, in no event shall such compensation be excessive and unreasonable with respect to the services performed.

Section 9.6. Corporate Seal. The Corporation may have a seal, in circular form, with the words "THE SIRAGUSA FAMILY FOUNDATION" and the word "ILLINOIS" appearing thereon, and having such other design details as the Board of Directors shall approve. The seal may be used by causing it or a facsimile or equivalent thereof to be impressed, affixed or otherwise reproduced.

Section 9.7. Amendment of By-laws. These By-laws maybe amended or repealed, new By-laws may be adopted, and the Articles of Incorporation may be amended at any time or from time to time by the vote of a majority of the directors of the Corporation in office.

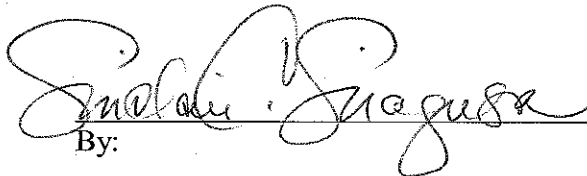
Section 9.8. Methods of Notification. Notices required or permitted by these By-laws may be given by telephone, personal service, personal communication, e-mail under 805 ILCS 105/101.80 or they may be given by mail in which case they shall be effective on the second business day after deposit in the United States mail (postage prepaid) directed to the person for whom intended at the address of such person appearing on the books of the Corporation.

Section 9.9. Fiscal year. For accounting and related purposes the Corporation shall operate and its records shall be kept on a calendar year basis ending December 31 of each year.

SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY that the attached By-laws of The Siragusa Family Foundation is a complete and accurate copy of the original document adopted by the organization's Board of Directors.

The Siragusa Family Foundation

A handwritten signature in cursive script, appearing to read "Daniela Siragusa", is written over a horizontal line. The signature is fluid and somewhat stylized.

By:

Its: Secretary

DATE: November 5, 2016