

CERTIFICATE OF SECRETARY
OF THE
TROUT VALLEY PRESERVATION AND RESTORATION SOCIETY
an Illinois Not For Profit Corporation

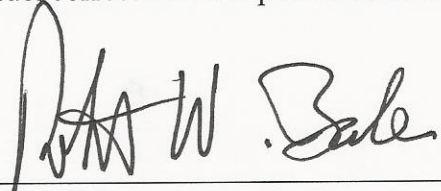
July 22, 2013

The undersigned hereby certifies that he is the duly elected, qualified and acting Secretary of Trout Valley Preservation and Restoration Society, an Illinois Not For Profit corporation (the "Society").

The undersigned hereby further certifies as follows:

1. The Society is a not for profit corporation incorporated on February 17, 2005 under the laws of the State of Illinois.
2. That the attached unsigned copy of the bylaws are the true, lawful, and present bylaws of the Society.

IN WITNESS WHEREOF, I have executed and delivered this certificate on the date first written above, and all matters I have certified are true, correct and complete on this date.



Robert W. Baker
Secretary

**BYLAWS OF
TROUT VALLEY PRESERVATION
AND RESTORATION SOCIETY
AN ILLINOIS
NOT FOR PROFIT CORPORATION**

PURPOSE

The purpose of the Trout Valley Preservation and Restoration Society is:

1. To promote and encourage the preservation and restoration of the structures, grounds, and amenities of the former Hertz and Curtiss estates which compose the Village of Trout Valley and the area around the Village, through education, advocacy, and public awareness; to compile, record and publish the colorful history surrounding this area, its development, and its impact upon the local economy; to foster appreciation and respect for the historic Trout Valley region among residents and the greater community; to ensure enjoyment of the physical and natural resources of Trout Valley for future generations.
2. To organize and serve individuals and organizations interested in the local history of Trout Valley and the former Hertz and Curtiss estates.
3. To compile, record and publish the colorful history surrounding this area, its development, and its impact upon the local economy.
4. To be an advocate for the history, design, preservation and restoration of the former Hertz and Curtiss estates.
5. To bring about greater recognition of the historical significance of Trout Valley and the former Hertz and Curtiss estates.
6. To foster appreciation and respect for the historic Trout Valley region among residents and the greater community.
7. To ensure enjoyment of the physical and natural resources of Trout Valley for future generations.
8. To disseminate information relative to the interests of the Society; and,

9. To encourage the interaction of experienced and capable volunteers to assist with the common problems of preservation, maintenance, upkeep and restoration.

Further, the Society shall be governed by the following Statement of Purpose:

- (a) The purpose or purposes for which the Society is organized are to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
- (b) No part of the net earnings of the Society shall inure to the benefit of any director of the Society, officer of the Society, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Society affecting one or more of its purposes), and no director or officer of the Society, or any private individual shall be entitled to share in the distribution of any of the Society assets on dissolution of the Society. No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- (c) The Society shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- (d) The Society shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- (e) The Society shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- (f) The Society shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- (g) The Society shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- (h) Notwithstanding any other provision of these Articles of Incorporation, the Society

shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

(i) Upon dissolution of the Society or the winding up of its affairs, the assets of the Society shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter be amended.

ARTICLE ONE

OFFICES

Section One. Principal Office. The principal office of this corporation in the State of Illinois shall be located in Trout Valley, County of McHenry.

Section Two. Other Offices. The Society may have such other offices, either within or without the County of McHenry, State of Illinois, as the Board of Directors may from time to time determine.

ARTICLE TWO DIRECTORS

Section One. There shall be members of the Society. The rights and obligations of the members shall be set forth from time to time by resolutions of the Board of Directors.

Section Two. The affairs of the Society shall be managed by its Board of Directors.

Section Three. Number. The authorized number of directors of this Society shall be from five (5) to nine (9) directors. The initial board shall consist of six (6) directors. By action of the Board dated March 7, 2005 the Board of Directors was increased to nine members.

Section Four. Term of Office. The directors named in the Articles of Incorporation, as the first Board of Directors shall hold office until November 1, 2005, when an election of directors shall be held. Of the first Board of Directors, lots shall be drawn to determine three directors whose term shall expire November 1, 2006, and three directors to expire November 1, 2007. Thereafter, the term of office of each

director shall be two (2) years subsequent to election and until a successor is qualified for office.

Section Five. Powers.

(a) Except as otherwise provided in the Articles of Incorporation, or by law, the powers of this Society shall be exercised, its' properties controlled, and its affairs conducted by the Board of Directors which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents and the board may from time to time, by resolution, designate.

(b) Management of Income Property. The Board of Directors may determine, by resolution from time to time duly adopted, to delegate in whole or in part, the management, investment, and disposition of the property of the Society for the purpose of earning an income therefrom, as distinguished from the matter of applying property and funds to charitable purposes, to a finance committee consisting of not less than two members of the board (who shall be elected by majority vote thereof), or to one or more trust companies or banks duly authorized to conduct a trust or banking business under the laws of Illinois.

Section Six. Replacement of Directors.

(a) Whenever a vacancy exists on the Board of Directors, whether by death, resignation, expiration of term or otherwise, the vacancy shall be filled by a majority of the remaining directors at a regular or special meeting of the board.

(b) Any director may be removed, with or without cause, by the vote of two-thirds of the members of the Board of Directors at a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled.

(c) Any person appointed to fill a vacancy in the Board of Directors shall hold office for the un-expired term of the predecessor in office, subject to the power of removal contained herein.

Section Seven. Compensation. directors as such shall not receive any compensation for their services, but by resolution of board of the directors the expenses of attendance may be allowed for attendance at each regular or special meeting of the board or any committee meeting attended by any director. Nothing contained herein shall be construed to preclude any director from serving the Society as an employee or in other capacities and receiving compensation as may be approved by the board for such work actually performed.

Section Eight. Meetings.

(a) Meetings shall be held at such place or places as the Board of Directors may from time to time by resolution designate; or, in the absence of such designation, at the principal office of the Society.

(b) Regular meetings shall be held annually between October 1st and the last day of November of each year. Notice of such meetings shall be signed by the Secretary, mailed to each director at the address last recorded on the books of the Society not less than fifteen (15) days nor more than twenty-five (25) days prior to the date of the meeting. This and any other requirement of notice may be waived by a written waiver signed by each director waiving notice.

(c) The President may, as he deems necessary and appropriate, and the Secretary shall, if so requested in writing by two members of the Board of Directors, call a special meeting of the board. In such event, five days written notice to each director shall be deemed sufficient.

(d) A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; provided, however, that if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

(e) Except as may otherwise be provided in these bylaws, or in the Articles of Incorporation of this Society, or by law, the act of a majority of directors present at any meeting at which a quorum is present, shall be the act of the Board of Directors.

(f) All meetings of the Board of Directors shall be governed by Robert's Rules of Order, including such revisions thereof as may from time to time be published, except insofar as such rules are inconsistent with these bylaws, with the Articles of Incorporation of this Society, or with applicable law.

Section Nine. Action Without Meeting. No meeting need be held by the board to take any action required or permitted to be taken by law, provided all of the members of the board shall individually or collectively consent in writing to such action, and such written consent or consents is filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that action was taken by unanimous written consent of the Board of Directors without a meeting, and that the bylaws authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

Section Ten. Liability of directors. The directors of this Society shall not be personally liable for its debts, liabilities, or other obligations.

Section Eleven. Conflict of Interest. If any director or committee member has a potential or actual conflict of interest in an issue or proposal before the board or a committee the director or committee member shall disclose such interest prior to the commencement of the formal debate of the issue by the board or committee, or as soon as the potential or actual conflict becomes known. The vote of such interested director shall not be counted when action on such issues or proposals is taken although the presence of the interested director shall be counted in determining whether a quorum is present. A statement of the conflict shall be included in the minutes of the board or committee meeting and shall be forwarded to the President if the President was not present at the meeting.

ARTICLE THREE OFFICERS

Section One. Designation of Officers. The officers of the Society shall be a President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section Two. Election and Term of Office. The officers of this Society shall be elected annually by the Board of Directors at the regular 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 may be convenient. New offices may be created and filled at any meeting of the board. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified.

Section Three. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the interests of the Society would be thereby best served. Any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section Four. Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section Five. President. The President shall be the chief executive officer of the Society, and shall exercise general supervision and control over all activities of the Society, he shall preside at all meetings of directors. The President may sign, with the

Secretary or other officer duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board of Directors, except in cases where the signing and execution thereof shall have been expressly delegated by the Board of Directors, by these bylaws, or by law to some other officer or agent of the Society; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section Six. Treasurer. If so required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors may deem appropriate. The treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Society; receive and give receipts for moneys due and payable to the Society from any source whatsoever, and deposit all such moneys in the name of the Society in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all duties incidental to the office of treasurer and such other duties as may from time to time be assigned to him by the President or by the Board of Directors.

Section Seven. Secretary. The Secretary shall keep the minutes of meetings of members and of the Board of Directors, in one or more books provided for that purpose; see that all notices are duly given in accordance with these bylaws or as required by law; be custodian of the corporate records and of the seal of the Society; keep a book containing the names and addresses of all directors of the Society; exhibit to any director of the Society, or to his agent, or to any person or agency authorized by law to inspect them, at reasonable times and on demand, these bylaws, the Articles of Incorporation, the membership books, the minutes of any meeting, and the other records of the Society.

Section Eight. Assistant Treasurers and Assistant Secretaries. The assistant treasurers and assistant secretaries, in general, shall perform such duties as may be assigned to them by the Board of Directors, the President, the Treasurer, or the Secretary of the Society. If so required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors may deem appropriate.

ARTICLE FOUR

COMMITTEES

Section One. Executive Committees. By majority vote of the directors in office, the Board of Directors may, by resolution duly adopted, establish an Executive Committee composed of the officers of the organization. The Executive Committee, to the extent provided by such resolution, shall have and exercise the authority of the Board of Directors in management of the Society; provided, however, that the

designation of such committees and delegations of authority thereto shall not operate to relieve the Board of Directors, or any director individually, of any responsibility imposed on it or him by these bylaws, or by law.

Section Two. Finance Committee. The matter of controlling, managing, investing, and disposing of the property of this Society for the purpose of earning an income therefrom, as distinguished from the matter of applying property and funds to charitable purposes, may be exclusively vested in a finance committee which shall consist of two directors, who shall be elected by majority vote of the Board of Directors.

Section Three. Other Committees. Other committees not having and exercising the managerial authority of the Board of Directors, may be established by resolution duly adopted by majority vote of the Board of Directors. Except as may otherwise be provided by resolution, members of committees do not need to be directors, and shall be selected by appointment of the President. Any member may be removed by the President, whenever in the judgment of the President the interest of the Society would be best served by such removal.

Section Four. Terms of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Society and until a successor is appointed, unless such committee shall be sooner abolished, or unless such member be removed or cease to qualify as a member of the committee.

Section Five. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members of the committee.

Section Six. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made by the President, and any committee member so elected shall be elected for the unexpired term of his predecessor.

Section Seven. Quorum. Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

Section Eight. Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its' activities as it may deem appropriate; provided, however that such rules and regulations shall be consistent with these bylaws, and provided further that regular minutes of all proceedings shall be kept.

ARTICLE FIVE

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section One. Contracts. The Board of Directors may, by resolution duly adopted, authorized any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Society. Such authority may be general, or confined to specific instances.

Section Two. Gifts and Contributions. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise of any property whatsoever, for the general and special charitable purposes of the Society.

Section Three. Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

Section Four. Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as the Board of Directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the treasurer or an assistant treasurer, and countersigned by the President or Vice President of the Society.

ARTICLE SIX MISCELLANEOUS

Section One. Books and Records. The Society shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its' members, Board of Directors, and committees. All books and records of the Society may be inspected by any director, or agent or attorney of a director, or any proper person, at any reasonable time.

Section Two. Fiscal Year. The fiscal year of the Society shall begin on the first day of January and end on the last day of December in each year.

Section Three. Waiver of Notice. Whenever any notice is required to be given under the provisions of the General Not for Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the bylaws of this Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE SEVEN

INDEMNIFICATION AND INSURANCE

Section One. The Society shall 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 name of the Society) by reason of the fact that he or she is or was a director, officer or employee or agent of the Society, or who is or was serving at the request of the Society as a director, officer, employee or agent of another Society, 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 Society, 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, conviction, or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Society or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section Two. The Society 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 Society 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 Society, or is or was serving at the request of the Society as a director, officer, employee or agent of another Society, 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 Society, 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 Society, 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 reasonable entitled to indemnity for such expenses as the court shall deem proper.

Section Three. To the extent that a director, officer, employee or agent of the Society has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section One and Two of this Article Seven, 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.

Section Four. Any indemnification under Sections One and Two of this Article Seven (unless ordered by a court) shall be made by the Society 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 One and Two of this Article Seven. Such determination shall be made (i) 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, or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section Five. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Society 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 Society as authorized in this Article Seven.

Section Six. The indemnification provided by this Article Seven shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of 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.

Section Seven. The Society may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Society, or who is or was serving at the request of the Society as a director, officer, employee or agent of another Society, 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 Society would have the power to indemnify such person against such liability under the provisions of this Article Seven.

Section Eight. For purposes of this Article Seven, the following definitions shall apply: references to the "Society" shall include, in addition to the surviving Society, any merging foundation (including any corporation having merged with a merging corporation) absorbed in a merger which, 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 XII with respect to the serving corporation as such person would have with respect to such merging corporation if its separate existence had continued; 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 Society which 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 Society" as referred to in Article XII.

ARTICLE EIGHT AMENDMENTS

Section One. Power of Directors to Amend Bylaws. Subject to the limitations of these bylaws, the bylaws of this Society may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the Board of Directors.

Approval: These Bylaws were approved this ____ day of _____, _____ by the undersigned, composing the initial Board of Directors of Trout Valley Preservation and Restoration Society.

Bob Baker

Mike English

Lynell Kiefer

Paul Kiefer

Ted Mueller

Kathy Weiss