

**AMENDED AND RESTATED
BYLAWS
OF
SAINT PAUL & MINNESOTA
FOUNDATION**

Effective January 1, 2023

TABLE OF CONTENTS

Article 1	NAME AND OFFICES	4
1.1	Name	4
1.2	Offices	4
Article 2	STATEMENT OF PURPOSE	4
Article 3	RELATIONSHIP TO PLAN FOR FOUNDATION	4
3.1	Plan	4
3.2	Donations	4
3.3	Investments and Powers	4
3.4	No Violation of Governing Instruments	5
Article 4	BOARD OF DIRECTORS	5
4.1	General Powers	5
4.2	Variance Power	5
4.3	Qualifications	5
4.4	Number and Election	5
4.5	Term of Office	5
4.6	Organization	6
4.7	Resignation	6
4.8	Removal of Directors	6
4.9	Vacancies	6
Article 5	BOARD MEETINGS	6
5.1	Place of Meetings	6
5.2	Annual Meeting	6
5.3	Regular Meetings	6
5.4	Special Meetings	6
5.5	Notice of Meetings	7
5.6	Waiver of Notice	7
5.7	Quorum	7
5.8	Proxies	7
5.9	Voting	7
5.10	Adjournment	7
5.11	Electronic Records, Signatures, and Communications	7
5.12	Meetings by Means of Remote Communications	8
5.13	Action Without a Meeting	8
Article 6	OFFICERS	8
6.1	Designation	8
6.2	Election and Term of Office	8
6.3	Qualifications	8
6.4	Resignation	8
6.5	Removal	8
6.6	Vacancies	8
6.7	Chair	9

6.8	Vice Chair	9
6.9	President	9
6.10	Secretary	9
6.11	Treasurer	9
6.12	Other Officers, Agents and Employees	9
6.13	Signing Authority	9
Article 7 COMMITTEES		9
7.1	General	9
7.2	Executive Committee Number, Qualifications, Term of Office	10
7.3	Standing Committees	11
7.4	Other Committees	11
Article 8 FINANCIAL MATTERS		11
8.1	Books and Records	11
8.2	Accounting System and Audit	11
8.3	Fiscal Year	11
8.4	Checks, Drafts and Other Matters	11
8.5	Authority to Borrow, Encumber Assets	11
Article 9 INDEMNIFICATION AND INSURANCE		11
9.1	General	11
9.2	Advancement of Expenses	11
9.3	Rights not Exclusive	12
9.4	Insurance	12
Article 10 TRUST PROPERTY		12
Article 11 VOTING STOCK OF OTHER CORPORATIONS		12
Article 12 MISCELLANEOUS		12
12.1	Corporate Seal	13
12.2	Amendments	13

**BYLAWS
OF
SAINT PAUL & MINNESOTA FOUNDATION**

**ARTICLE 1
NAME AND OFFICES**

1.1 **Name.** The name of this corporation is Saint Paul & Minnesota Foundation (the “**Foundation**”).

1.2 **Offices.** The principal office of the Foundation is 101 Fifth Street East, Suite 2400, St. Paul, MN 55101. The Corporation may have offices at such other places, inside or outside of the State of Minnesota, as the Board of Directors may designate.

**ARTICLE 2
STATEMENT OF PURPOSE**

The Foundation is organized and shall be operated exclusively for charitable purposes and, in particular, shall receive gifts, devises and bequests and hold, administer and dispose of the same exclusively for charitable, educational, scientific, literary, religious, benevolent and cultural purposes permitted by Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (the “**Code**”).

**ARTICLE 3
RELATIONSHIP TO PLAN FOR FOUNDATION**

3.1 **Plan.** The Saint Paul & Minnesota Foundation (the “**Foundation**”) is governed by the Plan for Saint Paul & Minnesota Foundation dated January 1, 2020, filed with Ramsey County District Court, as amended from time to time (the “**Plan**”). The Foundation is also governed by the Amended and Restated Articles of Incorporation dated effective January 1, 2020 (the “**Articles**”). The Articles incorporate the terms of the Plan by reference. The Plan contemplates the formation of an association of charitable trusts, in the nature of a community trust, where gifts of a public nature may be received and administered as individual trusts. It also contemplates the formation of the Foundation as a charitable corporation to receive gifts of a public nature for administration within the scope of the Plan. Any terms that are capitalized but not defined in these Bylaws shall have the meaning they have in the Plan.

3.2 **Donations.** It is the intention of the Plan and the Foundation that donors may make gifts of a public nature either to a trustee for administration under the Plan or to this Foundation for disposition under the Plan.

3.3 **Investments and Powers.** The Plan provides that (a) this Foundation must employ one or more of the Trustees of the Foundation (or other trust companies or banks with trust powers), investment advisors, mutual funds, or brokerage firms selected by the Board (as that term is defined in these Bylaws) as the Foundation’s agent to hold, manage, invest, and reinvest each gift received for the

benefit of the Saint Paul & Minnesota Foundation; (b) this Foundation, as directed by the Board, must distribute income or principal in the same way that distributions would be made if the gift had been made to one of the Trustees under the Plan; and (c) without limiting the generality of (a) or (b), the Board has all the same powers over gifts to this Foundation that the Board would have over a gift creating or adding to a fund or trust under the Plan.

3.4 **No Violation of Governing Instruments.** This Foundation must be managed by the Board with the aim of carrying out the terms of these Bylaws, but the Board may not authorize or require an action that would violate the Foundation's Articles, the Plan, or these Bylaws.

ARTICLE 4 BOARD OF DIRECTORS

4.1 **General Powers.** The Board of Directors (the "**Board**") is responsible for overseeing the general management of the Foundation. The Board must approve the acceptance of all gifts and determine the activities, programs, or projects to be financed or administered by the Foundation. The Board may delegate its authority and responsibility to one or more committees or officers.

4.2 **Variance Power.** Notwithstanding any provisions in any instrument making a transfer creating or adding to a fund of the Foundation, and subject to the provisions of the Articles and the Plan, the Board shall have the power to modify any direction, restriction or condition on the timing of distribution of funds or on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the Board (without the approval of any trustee, custodian or agent), such direction, restriction or condition becomes, in effect, unnecessary, incapable of fulfillment or inconsistent with the investment policies adopted by the Board and amended from time to time or with the charitable needs of those served by the Foundation. Each donor by making a gift to the Foundation agrees that the gift shall be subject to all the terms of the Articles, the Plan, and these Bylaws, as amended from time to time, including the provisions for modification of any restrictions or conditions on the gift.

4.3 **Qualifications.** Directors must be individuals who are at least eighteen (18) years old. Board Members must be selected for their knowledge of the educational, charitable, cultural or benevolent needs of the members of the community served by the Foundation. The Board Members must represent a broad cross-section of the views and interests of the community. No person holding an elected public office, other than a judge, may be a Board Member.

4.4 **Number and Election.** The Board must have at least three (3) but not more than twenty-six (26) members (together the "**Directors**" and individually a "**Director**") as determined by the Board. Directors shall be elected by a vote of at least two-thirds (2/3) of the Directors. Directors shall not receive any compensation. This Section 4.4 of the Bylaws can only be amended by an vote of at least two-thirds (2/3) of the Directors.

4.5 **Term of Office.** Except for Directors elected to fill vacancies on the Board and the Director elected as the Chair, all Directors shall hold office for a three-year term beginning on the first day of January of the year after they were elected. A Director elected to fill a vacancy on the Board shall hold office for the unexpired term. No Director may serve more than three consecutive three-year terms, and before a Director may serve again, the Director must take at least one year off, except that

the term of a Director who is the Chair or the immediate past Chair may be extended by the Board after the Director's term has expired. Directors serve until their successors are elected and qualified, or until their death, resignation, or removal as provided in these Bylaws.

4.6 **Organization.** The Board must elect a Chair and Vice Chair at its annual meeting. The Chair and Vice Chair must be Directors. The Chair, and in the Chair's absence, the Vice Chair, presides at all meetings of the Board. The Secretary records the minutes of each Board meeting but may delegate these duties to an employee of the Foundation.

4.7 **Resignation.** Any Director may resign at any time by giving written notice to the President of this Foundation. Failure of any Director to attend three consecutive meetings of the Board without excuse may be treated as a resignation from the Board. The resignation of any Director is effective as specified in the Director's written resignation, and if no time is specified, the resignation is effective immediately when received by the President. A Director's resignation does not need to be accepted to be effective.

4.8 **Removal of Directors.** Any Director may be removed from office at any time, with or without cause, by a majority vote of the remaining Directors. A Director's removal is effective upon the mailing of written notice or sending of electronic notice to the Director who is removed. When a Director has been removed, a new Director may be elected at the same meeting using the procedure described in Section 4.4.

4.9 **Vacancies.** Any vacancy in the Board caused by death, resignation, removal, an increase in the number of Directors, or any other cause, may be filled by the Board and each of the Directors so chosen shall hold office until their successor is elected and qualified, or until their earlier death, resignation, or removal as described in these Bylaws. Vacancies in the Board may be filled by the remaining Directors even if they are less than a quorum.

ARTICLE 5 BOARD MEETINGS

5.1 **Place of Meetings.** The Board may determine where to hold Board meetings and may delegate this power to the Foundation's President.

5.2 **Annual Meeting.** The annual meeting of the Board must be held each year for the purpose of electing the officers of this Foundation and to handle any other business. Notice of the annual meeting must be given as described in Section 5.5, unless notice is excused under Section 5.6.

5.3 **Regular Meetings.** The Board may determine when to hold its regular Board meetings and may delegate this power to the Foundation's President.

5.4 **Special Meetings.** Special meetings of the Board may be called at any time, for any purpose, by the Chair or the President of the Foundation. In addition, a special meeting of the Board must be called by the President at the request of not less than two (2) Directors. A special meeting called at the request of the Board shall be held at least five (5) but not more than ten (10) days after the President receives a request in writing (including a request sent electronically from the email address on file for the Director making the request) or at least 24 hours later if the request is made in person or

by telephone. If the President does not call a special meeting by giving (or instructing someone else to give) notice of the meeting within one day after the date the Directors' request is received, the Directors requesting the meeting may fix the time and place of the meeting and must give notice of the meeting as described in Section 5.5.

5.5 **Notice of Meetings.** Notice of every annual, regular, and special meeting of the Board must be sent by electronic mail to each of the Directors at the email address last provided by each Director at least five (5) days before the day on which the meeting is to be held, or be delivered to each of the Directors personally or by telephone (or by any other form of electronic communication consented to by the Director) at least 24 hours before the time of the meeting. The notice must state the time and place of the meeting, but need not state the purpose of the meeting unless that is expressly required by the laws of the State of Minnesota, the Articles, or these Bylaws.

5.6 **Waiver of Notice.** A Director may waive notice of any meeting before, at, or after the meeting, in writing, orally, or by attendance. Attendance at a meeting by a Director is a waiver of notice of that meeting unless the Director (a) objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, and (b) does not participate in the meeting after making the objection. All waivers must be recorded in the meeting's minutes.

5.7 **Quorum.** Except as required by statute or by these Bylaws, a majority of the total number of the then-acting Directors as of the date of the meeting must be present to constitute a quorum for transacting business at any meeting, and an act approved by a majority of the Directors present at any meeting where a quorum is present is an act of the Board. If a quorum is present at the beginning of a duly called or held meeting, the Directors present may continue to transact business until the meeting is adjourned even if Directors who were originally present leave the meeting, leaving less than the number of Directors required for a quorum present at the meeting.

5.8 **Proxies.** Proxies are not permitted at Board meetings.

5.9 **Voting.** Each Director has one vote, and there shall be no cumulative voting. Directors may vote by voice or by ballot. Decisions of the Board shall be made by a majority of the Directors present at a duly held meeting.

5.10 **Adjournment.** When a meeting of the Board is adjourned to another time or place, notice of the adjourned meeting need not be given other than by an announcement at the adjourned meeting.

5.11 **Electronic Records, Signatures, and Communications.** Electronic records, electronic signatures, and authenticated electronic communications have legal effect and shall satisfy written record and signature requirements necessary for valid records and contracts. The terms "electronic record" and "electronic signature" are defined in Minn. Stat. 317A.015. The term "authenticated electronic communication" means communications that set forth information from which the Foundation can reasonably conclude that the communication was sent by the purported sender and are delivered to the Foundation, or to an officer or agent of the Foundation who is authorized by the Foundation to receive the communication.

5.12 **Meetings by Means of Remote Communications.** Any meeting among Directors, or among members of any committee designated by the Board, may be conducted solely by one or more means of remote communication through which all of the Directors, or members of the committee, may participate in the meeting, if the same notice is given of the meeting as required for any other meeting, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at a meeting. A Director may participate in any meeting of the Board or the Executive Committee, and a member (whether or not a Director) of any committee designated by the Board, may participate in a meeting by means of conference telephone, or by such other means of remote communication through which that person, other persons so participating, and all persons physically present at the meeting may participate with each other during the meeting. Participation in a meeting by electronic means constitutes presence at the meeting.

5.13 **Action Without a Meeting.** Any action that could be taken at a meeting of the Board or any committee of the Board may be taken without a meeting when authorized in a writing signed, or consented to by authenticated electronic communication, by the number of Directors or committee members that would be required to take the action at a meeting of the Board or committee at which all Directors or members were present. If less than all the Directors or members sign a written action, or consent to an action by authenticated electronic communication, all Directors or members must be notified immediately of its text and effective date.

ARTICLE 6 OFFICERS

6.1 **Designation.** The officers of the Foundation shall include a Chair, a Vice Chair, a President, Secretary, Treasurer, and such other officers as may be determined by the Board. A person may hold more than one office at the same time.

6.2 **Election and Term of Office.** The officers shall be elected by the Board at the annual meeting of the Board in each calendar year. Except as set forth below, any elected officer shall serve a term beginning on the on the first day of January of the year following their election and shall hold office until the end of the calendar year, and until the election and qualification of the officer's successor, except in cases of resignation or removal.

6.3 **Qualifications.** Officers other than the Chair and Vice Chair do not need to be Directors of the Foundation.

6.4 **Resignation.** Any officer of this Foundation may resign at any time by giving written notice to the Board, or to the President or Secretary of the Foundation. The resignation of any officer is effective as specified in the officer's written resignation, and if no time is specified, the resignation is effective immediately when received by the President or other officer of the Foundation to whom it is given. An officer's resignation does not need to be accepted to be effective.

6.5 **Removal.** An officer may be removed, with or without cause, by majority vote of the Board.

6.6 **Vacancies.** A vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term by a majority vote of the Board.

6.7 **Chair.** The Chair presides at all Board meetings, has general charge and supervision of the affairs of the Foundation, and may perform any other duties the Board assigns to the Chair. The Chair's term in office is one year, and a Chair may serve for no more than three consecutive one-year terms.

6.8 **Vice Chair.** At the request of the Chair or in the event of the Chair's absence or disability, the Vice Chair has the powers and duties of the Chair and may perform any other duties the Board assigns to the Vice Chair, subject any limitations set by the Board.

6.9 **President.** The President has general charge and supervision of the affairs of the Foundation and shall perform all duties usually performed by someone holding the office of President as well as any other duties the Board assigns, subject any limitations set by the Board.

6.10 **Secretary.** The Secretary has charge and custody of the records of the Foundation and shall perform all duties usually performed by someone holding the office of Secretary as well as any other duties the Board assigns, subject to any limitations set by the Board.

6.11 **Treasurer.** The Treasurer is responsible for all funds, property, and securities of the Foundation and shall perform all duties usually performed by someone holding the office of Treasurer as well as any other duties the Board assigns, subject to any limitations set by the Board.

6.12 **Other Officers, Agents, and Employees.** This Foundation may have additional officers, agents, and employees that the Board determines. These other officers, agents, and employees shall have the duties, responsibilities, supervisors, and terms of office determined by resolution of the Board, if any, or as delegated pursuant to the terms of these Bylaws.

6.13 **Signing Authority.** The individuals described on the attached Exhibit A shall be permitted to enter into any contract or execute any instrument in the name and on behalf of the Foundation. The authority may be general or confined to specific instances. Unless specifically authorized, no officer, agent, or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount. Exhibit A may be amended from time to time by the Foundation without Board approval, and any amendment is effective without regard to Section 12.2.

ARTICLE 7 COMMITTEES

7.1 **General.** The Board may create committees with duties and powers it finds necessary to carry out the programs and purposes of the Foundation (each, a "**Committee**"). The Chair must designate a Director as the chairperson of each Committee. Members of committees need not be Directors unless otherwise required by these Bylaws, but there must be at least two Director on each Committee. Each Committee must draft a charter to be approved by majority vote of the Board (the "**Charter**"). Unless otherwise specified, Committees are subject to the following rules:

(a) **Committee Number, Qualifications, Term of Office.** The Board may designate a minimum of three (3) persons to serve on a Committee. Persons who are not Directors may be appointed to serve on a Committee except that only Directors may be members

of the Governance Committee and Executive Committee. When a member of a Committee ceases to be a Director, that person also automatically ceases to be a member of a Committee.

(b) **Committee Powers.** All Committees are subject to the control and direction of the Board and only have the power and authority given to them by the Board.

(c) **Committee Meetings.** Each Committee must hold any regular or other periodic meetings, at the times and places, and with the notice, if any, required by its Charter. In addition, special meetings of the Committee shall be held whenever called by two (2) members of the Committee, with the notice required by Section 5.5, unless excused under Section 5.6.

(d) **Committee Quorum.** A majority of the total number of then-acting members of any Committee must be present to constitute a quorum for transacting business at any meeting, and an act approved by a majority of the members of the Committee present at any meeting where a quorum was present at the beginning of the meeting is an act of the Committee.

7.2 **Executive Committee Number, Qualifications, Term of Office.** The Board may designate up to eight (8) of its members to constitute an Executive Committee. Unless otherwise determined by the Board, the members of the Executive Committee shall include the currently serving Chair and Vice Chair, and the Chairperson of each Standing Committee described in Section 7.3, and may also include the immediate past Chair of the Board. All members of the Executive Committee must be Directors. When a member of the Executive Committee ceases to be a Director, that person also automatically ceases to be a member of the Executive Committee.

(a) **Executive Committee Powers.** The Executive Committee is subject to the control and direction of the Board. The Executive Committee has all the powers and authority of the Board in the management of the business of the Foundation in the time between Board meetings, except the Executive Committee may not:

- (i) elect Directors;
- (ii) elect officers;
- (iii) amend the Articles, Bylaws, or Plan; or
- (iv) act on any other matter specifically reserved by the Board for itself.

(b) **Executive Committee Meetings.** If an Executive Committee is established, it must hold any regular or other periodic meetings, at the times and places, and with the notice, if any, required by a resolution adopted by a majority of the members of the Executive Committee. In addition, special meetings of the Executive Committee shall be held whenever called by the President or by one other member of the Executive Committee, with the notice required by Section 5.5, unless excused under Section 5.6.

(c) **Executive Committee Quorum.** A majority of the total number of members of the Executive Committee (but not less than two) must be present to constitute a quorum for transacting business at any meeting, and an act approved by a majority of the members of the

Executive Committee present at any meeting where a quorum was present at the beginning of the meeting is an act of the Executive Committee.

7.3 **Standing Committees.** The Board's Standing Committees shall be the Executive Committee, Governance Committee, Investment Committee, Audit & Finance Committee, Development Committee, and Community Impact Committee.

7.4 **Other Committees.** The Board may designate other standing or ad hoc Committees to assist with the work of the Foundation.

ARTICLE 8 FINANCIAL MATTERS

8.1 **Books and Records.** The Board must keep records of all proceedings of the Board and the Executive Committee, if any, as well as any other books and records required by Minnesota Statutes Section 317A.461, at its registered office.

8.2 **Accounting System and Audit.** The Board must require the establishment and maintenance of an appropriate accounting system for the Foundation. The Board may have the books and records of the Foundation audited and may retain a person or firm of its choice to perform the audit.

8.3 **Fiscal Year.** The Foundation's fiscal year shall be the calendar year unless Board selects a different fiscal year.

8.4 **Checks, Drafts and Other Matters.** All checks, drafts, or other orders for the payment of money, and all notes, bonds, or other evidences of indebtedness issued in the name of this Foundation must be signed by the officer or officers, agent or agents, employee or employees of the Foundation as determined by resolution of the Board.

8.5 **Authority to Borrow, Encumber Assets.** No Director, officer, agent, or employee of the Foundation shall have the power or authority to borrow funds on its behalf, to pledge its credit, or to mortgage or pledge its property except within the scope and authority delegated by a resolution of the Board. The authority may be given by the Board for any of the purposes described in this Section and may be general or limited to specific instances.

ARTICLE 9 INDEMNIFICATION AND INSURANCE

9.1 **General.** The Foundation shall indemnify its officers, Directors, committee members, employees, and agents in the manner set forth in Minnesota Statutes Section 317A.521, if the Foundation determines that the standards of Minnesota Statutes Section 317A.521, subd. 2, have been met. In addition, in the Board's sole discretion, the Foundation may indemnify any other person under any circumstances the Board deems appropriate if the Board reasonably believes the indemnification is in the best interests of the Foundation.

9.2 **Advancement of Expenses.** If a person is made or threatened to be made a party to a civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in

the right of the Foundation, the person is entitled, upon written request to the Foundation, to payment or reimbursement by the Foundation of reasonable expenses, including attorneys' fees and disbursements, incurred by the person in advance of the final disposition of the proceeding upon receipt by the Foundation of a written affirmation by the person of a good faith belief that the criteria for indemnification described in Section 9.1 above have been satisfied and a written undertaking by the person to repay the amounts paid or reimbursed by the Foundation if it is determined that the criteria for indemnification have not been satisfied and after a determination that the facts then known to those making the determination would not preclude indemnification under this Section. The written undertaking is an unlimited general obligation of the person making it but need not be secured and must be accepted without reference to a financial ability to make the repayment.

9.3 **Rights not Exclusive.** The indemnification provided by this Article 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 person's heirs, executors, and administrators. Nothing contained in this Article shall affect any rights to indemnification to which the Foundation's personnel, other than Directors and Officers, may be entitled by contract or otherwise under law.

9.4 **Insurance.** The Foundation may buy and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Foundation or who is or was serving at the request of the Foundation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such persons and incurred by them in any such capacity.

ARTICLE 10 TRUST PROPERTY

Within the scope of the corporate purposes and subject to Minnesota Statutes Section 501B.31 (relating to trusts for charitable, educational, religious and other uses), as amended or substituted, the Foundation may take, receive, and hold real and personal property, including the principal and interest of any money or other fund, that is given, conveyed, bequeathed, devised to or otherwise vested in this Foundation in trust for a purpose consistent with the purposes set forth in the Articles. Except where the trust instrument prescribes otherwise, this Foundation may invest trust property or its proceeds in accordance with applicable law.

ARTICLE 11 VOTING STOCK OF OTHER CORPORATIONS

Unless otherwise determined by the Board, the fiscal agent designated by the Board shall have the power, on behalf of this Foundation, to vote either in person or by proxy at any meeting of stockholders of any corporation in which this Foundation may hold stock, and at such meeting shall possess and may exercise all of the rights and powers incident to the ownership of such stock which, as its owner, this Foundation might have possessed and exercised if present. The Board may delegate the same powers any other person and may revoke any delegation at any time.

ARTICLE 12 MISCELLANEOUS

12.1 **Corporate Seal.** The Foundation shall not have a corporate seal.

12.2 **Amendments.** Except as provided in Section 6.13, the Board may amend these Bylaws at any time by a majority vote of the Directors then in office.

EXHIBIT A
SIGNING AUTHORITY

See Attached.

CERTIFICATE OF SECRETARY

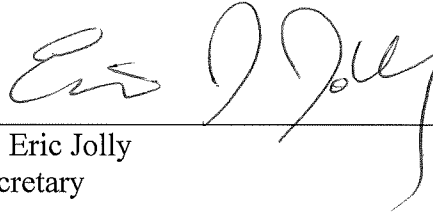
The undersigned certifies that:

1. I am the duly elected and acting secretary of Saint Paul & Minnesota Foundation, a Minnesota nonprofit corporation; and

2. The foregoing Bylaws, consisting of 14 pages, constitute the amended and restated Bylaws effective January 1, 2023. The amendments to the Bylaws were approved by the Board at its meeting on December 13, 2022.

Dated: January 19, 2023

By: _____
Name: Eric Jolly
Its: Secretary

A handwritten signature in cursive script, appearing to read "Eric Jolly", is written over a horizontal line. The signature is written in black ink.

