

Approved/Adopted by each Board - June 25th, 2018 Boards of Directors Meeting

Resolutions for The Committee of 200 Foundation, a Missouri corporation

WHEREAS, the Board of Directors of this Corporation (the “**Board**”) deems it to be in the best interests of this Corporation that The Committee of 200, an Illinois not-for-profit corporation (the “**Illinois Corporation**”) merge with and into this Corporation, on the terms and conditions set forth in an Agreement and Plan of Merger (the “**Merger Agreement**”) by between this Corporation and the Illinois Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Merger Agreement is hereby accepted and approved in substantially the form presented to the Board.

FURTHER RESOLVED, that, subject to approval and adoption by the members of the Illinois Corporation, Articles of Merger, as required by the Illinois General Not For Profit Corporation Act of 1986 and the Missouri Nonprofit Corporation Act, shall be executed by the Chair or other authorized officer of this Corporation, and by the Chair or other authorized officer of the Illinois Corporation, and shall be filed in the offices of the Missouri Secretary of State and the Illinois Secretary of State, as applicable.

FURTHER RESOLVED, that the Board of Directors reserves the right to abandon the transactions contemplated by the Merger Agreement prior to the filing of the Articles of Merger with the Missouri Secretary of State and the Illinois Secretary of State.

FURTHER RESOLVED, that the proper officers of this Corporation are authorized and directed to take such further action and to execute such additional documents as they, in their sole discretion, deem necessary or appropriate to implement the foregoing resolutions.

Resolutions for The Committee of 200, an Illinois corporation

WHEREAS, the Board of Directors of the Corporation (the “**Board**”) deems it to be in the best interests of this Corporation that this Corporation merge with and into The Committee of 200 Foundation, a Missouri nonprofit corporation (the “**Missouri Corporation**”), on the terms and conditions set forth in an Agreement and Plan of Merger (the “**Merger Agreement**”) by between this Corporation and the Missouri Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Merger Agreement is hereby accepted and approved in substantially the form presented to the Board.

FURTHER RESOLVED, that such Merger Agreement shall be submitted to the members of this Corporation by written ballot in lieu of a meeting.

FURTHER RESOLVED, that upon approval and adoption of the Merger Agreement by the members of this Corporation, Articles of Merger, as required by the Illinois General Not For Profit Corporation Act of 1986 and the Missouri Nonprofit Corporation Act, shall be executed by the Chair or other authorized officer of this Corporation, and by the Chair or other authorized officer of the Illinois Corporation, and shall be filed in the offices of the Illinois Secretary of State and the Missouri Secretary of State, as applicable.

FURTHER RESOLVED, that the Board of Directors reserves the right to abandon the transactions contemplated by the Merger Agreement prior to the filing of the Articles of Merger with the Missouri Secretary of State and the Illinois Secretary of State.

FURTHER RESOLVED, that the proper officers of this Corporation are authorized and directed to take such further action and to execute such additional documents as they, in their sole discretion, deem necessary or appropriate to implement the foregoing resolutions.