

**ACTION BY WRITTEN CONSENT IN LIEU
OF A SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF
LAUER FOUNDATION FOR PALEONTOLOGY, SCIENCE AND EDUCATION,
NFP,
An Illinois Not-for-Profit Corporation**

The undersigned directors (collectively, the “Directors”), of LAUER FOUNDATION FOR PALEONTOLOGY, SCIENCE AND EDUCATION, NFP, an Illinois not-for-profit corporation (the “Corporation”), hereby consent in writing without a meeting pursuant to the authority of Section 108.45 of the General Not-For-Profit Corporation Act of 1986, to the following actions:

Appointment of Successor Curator

The core function and mission of the Foundation is the promotion of science and curation of fossil collections (the “Fossil Collections”).

The Directors deem it is in the best interests of the Foundation to provide for a Successor Curator of the Fossil Collections (the “Successor Curator”) to insure the continued permanent access to the Fossil Collections by the institutional parties, including scientific and educational institutions.

RESOLVED, unless and until a subsequent resolution designating a different Successor Curator, the xxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxis hereby designated as the Successor Curator.

FURTHER RESOLVED, that the proper officer (the “Officer”) of the Foundation is hereby authorized, empowered and directed to do any and all things which the Officer deems necessary or appropriate to cause the Fossil Collections to be delivered to the Successor Curator.


FURTHER RESOLVED, that the Officer is hereby authorized, empowered and directed to execute, on behalf of the Foundation, any and all certificates, assignments, agreements and instruments, and to do all such acts, as the Officer may deem necessary, required or appropriate to carry out the terms of the foregoing resolutions, and the execution and delivery of such documents and the doing of such acts shall be conclusive evidence that the same were in all respects hereby fully authorized and approved.

RESOLVED, that this Action by Written Consent in Lieu of a Special Meeting of the Board of Directors of the Foundation may be executed in counterparts, each of which shall be deemed an original but all of which shall constitute one and the same instrument.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned Directors have executed this Action by Written Consent in Lieu of Special Meeting of the Board of Directors of LAUER FOUNDATION FOR PALEONTOLOGY, SCIENCE AND EDUCATION, NFP, this 28 day of January 2020.

This Consent shall be filed with the Minutes of the Corporation.



BRUCE LAUER



RENE LAUER



MICHAEL LAUER

Being all the Directors of the Corporation.

Exhibit A

Succession Plan

See attached.

Exhibit B

Amended and Restated Bylaws

See attached.