

AMENDED AND RESTATED BYLAWS
of
STARTINGBLOC NFP
an Illinois corporation

ARTICLE I

NAME, PURPOSES, LOCATION, CORPORATE SEAL, FISCAL YEAR AND
MEMBERS

1.1 Name and Purposes. The name and purposes of the corporation shall be as set forth in the Articles of Incorporation.

1.2 Location. The registered office of the corporation in the State of Illinois shall initially be located at the place set forth in the Articles of Incorporation of the corporation. The Directors may change the location of the registered office in the State of Illinois effective upon filing a certificate or annual report with the Secretary of State.

1.3 Corporate Seal. The Directors may adopt and alter the seal of the corporation. The seal of the corporation, if any, shall, subject to alteration by the Directors, bear its name, the word "Illinois" and the year of its incorporation.

1.4 Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by the Directors, end on September 30 in each year.

1.5 Members. The corporation shall have no members. No person now or hereafter designated by the corporation as a "member" for any purpose shall be or be deemed to be a member for purposes of the corporation's Articles of Incorporation, these Bylaws, or for the purposes of the Illinois Compiled Statutes, Chapter 805, Act 105, or any other law, rule, or regulation.

ARTICLE II

HONORARY POSITIONS

The Directors may designate any person or persons as sponsors, benefactors, contributors, advisers or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity for such period of time as the Directors may specify (or until such person dies, ceases to exist, resigns, is removed by the Directors, or becomes disqualified) and, except as the Directors shall otherwise designate, shall in such capacity have no right to notice of or to vote

at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

ARTICLE III

BOARD OF DIRECTORS

3.1 Powers. The affairs of the corporation shall be managed by the Board of Directors which shall have and may exercise all the powers of the corporation. The Board of Directors shall have all powers, rights, and obligations conferred by law upon a Board of Directors of a corporation organized under the Illinois Compiled Statutes, Chapter 805, Act 105. Unless otherwise provided, references in these Bylaws to authority or powers of Directors shall be construed to mean authority or powers of the Board of Directors and meetings of Directors shall be construed to mean meetings of the Board of Directors.

3.2 Number and Election. The Board of Directors shall consist of such number as shall be set by the Board of Directors from time to time, except that such number shall consist of no less than five (5), nor more than ten (10) Directors. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the Board of Directors shall be elected by the then current Directors at a meeting called for such purpose. A Director may, but need not, be an officer.

3.3 Tenure. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, a Director shall hold office until the first meeting of the Directors following the end of the previous fiscal year and until such Director's successor is elected and qualified, unless a shorter period shall have been specified by the terms of such Director's election, or in each case until such Director sooner dies, resigns, is removed or becomes disqualified.

3.4 Removal. Except as otherwise provided by law, by the Articles of Incorporation, or these Bylaws, a Director may be removed with or without cause by vote of a two-thirds majority of the Directors then in office. A Director may be removed with cause only after reasonable notice and opportunity to be heard by the Board of Directors. No meeting of the Board of Directors may remove a director unless written notice of the proposed removal is delivered to all Directors at least twenty days prior to such meeting.

3.5 Resignation. A Director may resign by delivering his or her written resignation to the Board of Directors, to its chairperson, or to the executive director or secretary of the corporation. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

3.6 Vacancies. Any vacancy in the Board of Directors may be filled by a majority of the Directors then in office. Each successor shall hold office for the unexpired term or until such successor sooner dies, resigns, is removed, or becomes disqualified. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

3.7 Regular Meetings. Regular meetings of the Board of Directors may be held at such places and at such times as the Directors may determine.

3.8 Special Meetings. Special meetings of the Board of Directors may be held at any time and at any place when called by the executive director, by the chairperson of the Board, or by three (3) or more Directors.

3.9 Notice of Meetings. Except as hereinabove provided, notice of all meetings of the Directors shall be given to each Director by the secretary or an assistant secretary or, in the case of the death, absence, incapacity, or refusal of such person(s), by the officer or one of the Directors calling the meeting. Notice shall be given to each Director in person or by telephone, telecopy or electronic mail or other equivalent electronic media, sent to such Director's last known business, home or electronic mail address, as appearing in the corporation's records, at least twenty-four (24) hours in advance of the meeting, or by written notice mailed to such Director's last known business or home address, as appearing in the corporation's records, at least three (3) business days in advance of the meeting. Notice of a meeting need not be given to any Director if a written waiver of notice executed by the Director before or after the meeting is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to said Director. Any notice given hereunder shall state the place, date, and hour of the meeting, but need not specify the purposes of the meeting except that if an amendment to these Bylaws shall be a purpose of the meeting, the same shall be so stated in the notice.

3.10 Quorum. Except as otherwise required by law, by the Articles of Incorporation, or by these Bylaws, at any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.11 Action by Vote. Except as otherwise required by law, by the Articles of Incorporation, or by these Bylaws, when a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of Directors and officers. Directors on the Board of Directors of the corporation or any committee designated thereby may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the

meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting. Voting by proxy shall not be permitted at a meeting of the Board of Directors.

3.12 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

3.13 Committees. The Board of Directors in its discretion, by resolution passed by a majority of Directors then in office, may designate an executive and other committees, which committee(s) shall have and may exercise such powers, to the extent permitted by law, the Articles of Incorporation, and these Bylaws, and to the extent possessed by the Board of Directors itself, as shall be conferred or authorized by the resolution(s) designating such committee. Any such committee shall have two (2) or more Directors, and a majority of its membership shall be Directors. The Board of Directors shall have the power at any time to discharge, change the membership or authority of, or fill vacancies in, any such committee. Written minutes of all proceedings of any such committee shall be kept and made available upon request to each Director.

Except if and to the extent the Board of Directors may otherwise from time to time provide, a majority of the Directors then constituting the membership of any such committee shall constitute a quorum. When a quorum is present at any meeting of any such committee, a majority of those Directors present and voting shall be requisite and sufficient to effect any action or to decide any question or measure presented to the committee, unless a larger vote shall be required by law, by the Articles of Incorporation, by these Bylaws, or by resolution of the Board of Directors.

Notice of committee meetings shall be provided to each committee member in accordance with Section 3.9 of this Article, as if such committee meeting were a meeting of the Board of Directors.

Any action which could be taken at any meeting of a committee of the Board of Directors may be taken without such a meeting, if a written consent thereto is signed by all Directors then appointed to such committee, and such written consent is filed with the records of the meetings of such committee. Such consent shall be treated as a vote at a meeting of such committee for all purposes.

3.14 Adjournments. Any meeting of Directors may be adjourned to any other time and place as a majority of those Directors present at such meeting and voting shall determine. No notice of any adjourned meeting shall be required if (a) the time

and place thereof are announced at the meeting at which the adjournment is taken, and (b) the adjournment is for fewer than thirty (30) days.

3.15 Compensation. Unless otherwise provided by law, the Articles of Incorporation, or these Bylaws, a Director shall be entitled to receive for such Director's services such reasonable amounts, if any, as the Board of Directors may determine, which may include expenses of attendance at meetings. A Director shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation for any such services.

ARTICLE IV

OFFICERS AND AGENTS

4.1 Number and Qualification. The officers of the corporation shall be a chairperson, executive director, treasurer, secretary, and such other officers, if any, as the Directors may determine, who shall have such duties, powers, and functions as hereinafter provided or as the Directors shall determine. An officer may but need not be a Director. The secretary shall be a resident of Illinois unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the Directors, any officer shall give the corporation a bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the Directors.

4.2 Election. Except as provided in Section 4.12 of this Article, the executive director, all vice presidents, the treasurer, and the secretary shall be elected annually by the Directors at their first meeting following the end of the previous fiscal year. Other officers, if any, may be elected by the Directors at any time.

4.3 Tenure. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the executive director, all vice presidents, the treasurer, the secretary, and each other officer of the corporation shall each hold office until the first meeting of the Directors following the end of the previous fiscal year and until such officer's successor is chosen and qualified, unless a shorter period shall have been specified by the terms of such officer's election or appointment, or in each case until such officer sooner dies, resigns, is removed, or becomes disqualified.

4.4 Chairperson and Other Officers of the Board of Directors. If a chairperson of the Board of Directors is elected by the Board of Directors, such chairperson shall preside at all meetings of the Directors, except as the Directors shall otherwise determine, and shall have such other powers and duties as may be determined by the Directors. The Board of Directors may also elect other officers of the board, as distinct from those officers of the corporation. Such officers shall have such duties

and powers as shall be designated from time to time by the Board of Directors and they shall be responsible to and shall report to the Board of Directors.

4.5 Executive Director and Vice Presidents. The executive director shall be the chief executive officer of the corporation and, subject to the direction of the Directors, shall have general charge and supervision of the affairs of the corporation, shall see that orders and resolutions of the Directors are carried into effect, and shall make all decisions and perform all acts necessary to the conduct of the corporation between meetings of the Directors. If no chairperson of the Board of Directors is present, the executive director shall preside at all meetings of the Directors, except as the Directors otherwise determine. Unless otherwise determined by the Directors, the executive director shall also have the title of “president” and may execute documents and otherwise act on behalf of the corporation in such capacity.

The vice presidents, if any, shall have such duties and powers as the Directors shall determine. The vice president, or first vice president if there are more than one, shall have and may exercise all the powers and duties of the executive director during the absence of the executive director or in the event of the executive director's inability to act.

4.6 Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. The treasurer, subject to the direction of the Directors, shall be in charge of general financial affairs, funds, securities, and valuable papers of the corporation and shall keep full and accurate records thereof, shall be in charge of the corporation's books of account and accounting records, and of the corporation's accounting procedures. The treasurer shall also have such other duties and powers as designated by the Directors or the executive director.

4.7 Secretary. The secretary shall record and maintain records of all proceedings of the Directors in a book or series of books kept for that purpose, which book or books shall be available at all reasonable times to the inspection of any Director for any proper purposes, but not to secure information for the purpose of selling lists or informational copies thereof or of using the same for a purpose other than in the interest of the applicant, as a Director, relative to the affairs of the corporation. Said books need not be kept in the same office. Such book or books shall also contain

- (i) records of all meetings of the incorporators,
- (ii) copies of the Articles of Incorporation and Bylaws, and
- (iii) the names and addresses of all Directors.

If the secretary is absent from any meeting of Directors, a temporary secretary chosen at the meeting shall exercise the duties of the secretary at the meeting.

4.8 Other Officers. The Board of Directors may elect other officers, in addition to those named hereinabove, including, without limitation, one or more vice presidents, assistant treasurers or assistant secretaries. Such officers shall have such duties and powers as shall be designated from time to time by the Board of Directors or the executive director and they shall be responsible to and shall report to the executive director or to such other officer as the executive director or the Board of Directors shall designate. In addition, unless otherwise determined by the Board of Directors or the executive director, all vice presidents, assistant treasurers, and assistant secretaries shall have the duties and powers hereinabove set forth and granted to the executive director, treasurer, and secretary, respectively.

4.9 Additional Powers and Duties. Each officer shall, subject to these Bylaws and to any applicable provisions of law and the Articles of Incorporation, have, in addition to the duties specifically set forth in these Bylaws, such duties and powers as are customarily incident to such officer's office and such additional duties and powers as the Directors may from time to time designate.

4.10 Removal. An officer may be removed with or without cause by vote of a majority of Directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard by the Board of Directors.

4.11 Resignation. An officer may resign by delivering such officer's written resignation to the Board of Directors, to its chairperson, or to the executive director or secretary of the corporation. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

4.12 Vacancies. Notwithstanding the provisions of Section 4.2 of this Article, if the office of any officer becomes vacant, the Directors may elect a successor at any meeting of the Directors. Each such successor shall hold office for the unexpired term, and, in the case of the executive director, treasurer, and secretary, until such officer's successor is elected and qualified, or in each case until such officer sooner dies, resigns, is removed, or becomes disqualified.

4.13 Compensation. An officer shall be entitled to receive reasonable compensation for services if so determined by the Board of Directors and in such amounts as the Board of Directors may from time to time determine. Officers shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation for any such services in such amounts as the Board of Directors may from time to time determine.

ARTICLE V

EXECUTION OF PAPERS

Except as provided by law or in the Articles of Incorporation or as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, releases, checks, drafts, and other documents or instruments to be executed on behalf of the corporation may be signed by the chairperson, by the executive director, by any vice president, or by the treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers, of whom one is the executive director or a vice president and the other of whom is the treasurer or an assistant treasurer, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Incorporation, these Bylaws, or resolutions or votes of the corporation.

ARTICLE VI

PERSONAL LIABILITY

It is intended that the incorporators, Directors, and officers of the corporation shall not be personally liable for any debt, liability, or obligation of the corporation and that all persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the corporation. Nothing contained in these Bylaws shall amend, alter, or impair any provision contained in the Articles of Incorporation relating to limitations of liability of Directors or officers of the corporation to the corporation.

ARTICLE VII

INDEMNIFICATION AND INSURANCE

To the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, is not adversely affected thereby, any person or class of persons (and such person's or class of persons' heirs and legal

representatives) (i) who shall be, or shall at any time have been, a Director, trustee or officer of the corporation or (ii) who the Directors by their vote shall designate (A) who shall be, or who shall at any time have been, any other officer, employee or agent of the corporation, (B) who, at the request of the corporation, shall serve, or who shall at any time have served, as an incorporator, Director, trustee, officer, employee, agent or member of any other corporation, trust, association, firm or other organization, or (C) who shall serve, or who shall at any time have served, at the corporation's request in any capacity with respect to any employee benefit Plan (a "Plan Official"), (all of the persons described in this clause (ii) being referred to individually and without distinction as a "Designated Person"), shall be indemnified by the corporation against all liabilities, costs, and expenses reasonably incurred by, or imposed upon, him or her in connection with, arising out of, or as a result of any claim, action, suit, or other proceeding (whether brought by or in the right of the corporation or such other corporation, trust, association, firm, plan, or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he or she may be or become involved or with which he or she may be threatened, as a party, witness, or otherwise, by reason of his or her being or having been such a Director, trustee, officer, or Designated Person, or by reason of any alleged action taken or omission made by him or her in any such capacity, whether or not he or she shall be such Director, trustee, officer, or Designated Person at the time any such liability, cost, or expense is incurred by, or imposed upon, him or her, provided such person shall not be entitled to indemnification to the extent prohibited by applicable law in effect from time to time, or to the extent, in any criminal action or proceeding, he or she shall have been determined to have had no reasonable cause to believe that his or her conduct was lawful.

The extent of the rights of indemnification, as hereinabove set forth, shall include, without limitation, all liabilities, costs, and expenses of defending, compromising, or settling any such claim, action, suit, or other proceeding, and the satisfaction of any judgment or decree entered or rendered therein, including the payment of fines or penalties imposed in criminal actions or proceedings.

Except as hereinabove provided, any such Director, trustee, officer, or Designated Person referred to herein who has been wholly successful, on the merits or otherwise, with respect to any claim, suit, or proceeding of the character described herein shall be entitled to such indemnification as is hereinabove provided as of right.

In the event that any such claim, action, suit, or other proceeding shall be compromised or settled, by consent decree or otherwise, such Director, trustee, officer, or Designated Person shall also be entitled to such indemnification as of right, provided, however, that such compromise or settlement shall first have been approved by a vote of the Board of Directors, acting by a quorum consisting of Directors who are not parties to (or who have been wholly successful with respect to) such claim, action, suit, or other proceeding.

Each person who shall at any time serve as such Director, trustee, officer, or Designated Person shall be deemed so to serve in reliance upon the provisions hereinabove set forth, which provisions shall be in addition to any other rights of indemnification to which such person may be entitled pursuant to contract or to valid and applicable law, shall be separable and enforced to the extent permitted by valid and applicable law, and shall inure to the benefit of the legal representatives of such person.

In all other instances, such indemnification by the corporation shall be made solely at the discretion of the corporation, but only if (1) the Board of Directors, acting by a quorum consisting of Directors who are not parties to (or who have been wholly successful with respect to) such claim, action, suit, or other proceeding, shall find that such Director, trustee, officer, or Designated Person has met the standards of conduct required by law or otherwise set forth in this Article VII, or (2) independent legal counsel shall deliver to the corporation their written advice that, in their opinion, such Director, trustee, officer, or Designated Person has met such standards.

The termination of any claim, action, suit, or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that such Director, trustee, officer, or Designated Person did not meet the standards of conduct hereinabove set forth as entitling him or her to indemnification.

Expenses incurred with respect to any such claim, action, suit, or other proceeding shall be advanced by the corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount if it shall ultimately be adjudicated that he or she is not entitled to indemnification hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make repayment.

In respect of any period during which the corporation is a wholly-owned subsidiary of a corporation, the Articles of Incorporation or Bylaws of which, as amended, makes provision for the indemnification of a Director, trustee, officer, or Designated Person of this corporation, indemnification shall be made to the fullest extent, in the manner and on the terms provided for, and available to each Director, trustee, officer, or Designated Person of this corporation to whom such provision applies, in lieu of the foregoing provisions of this Article VII.

The corporation shall have power to purchase and maintain insurance on behalf of any person who shall be, or who shall at any time have been, a Director, officer, employee, or other agent of the corporation, or who, at the request of the corporation shall serve, or who shall at any time have served, as an incorporator, Director,

trustee, officer, employee, agent, or member of another corporation, trust, association, firm or other organization, or as a Plan Official, against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability.

ARTICLE VIII

AMENDMENTS

These Bylaws may be amended or repealed upon the affirmative vote of two-thirds of the Directors of this corporation, provided that the substance of any such amendment is stated in the notice of the meeting of Directors.

ARTICLE IX

PROVISIONS OF LAW

These Bylaws shall be subject to such provisions of the statutory and common law of the State of Illinois as may be applicable to corporations organized under Illinois Compiled Statutes, Chapter 805, Act 105. References herein to provisions of law shall be deemed to be references to the aforesaid provisions of law. All references in these Bylaws to such provisions of law shall be construed to refer to such provisions as from time to time amended.

ARTICLE X

ARTICLES OF INCORPORATION

These Bylaws shall be subject to the Articles of Incorporation of the corporation. All references in these Bylaws to the Articles of Incorporation shall be construed to mean the Articles of Incorporation of the corporation as from time to time amended or restated.

ARTICLE XI

MISCELLANEOUS

11.1 Transaction with Corporation. No contract or transaction between the corporation and one or more of its Directors or officers, or between the corporation and any other corporation, partnership, association, trust, or other organization in which one or more of its Directors or officers are Directors, officers, stockholders, trustees, or members, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the

contract or transaction, or solely because his or her votes are counted for such purposes, if:

- (a) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of a disinterested Directors, even though the disinterested Directors be less than a quorum; or
- (b) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the Board of Directors, or a committee thereof.

11.2 Ratification. Any transaction questioned on the ground of lack of authority, defective or irregular execution, adverse interest of a Director or officer, non-disclosure, mis-computation, or the application of improper principles or practices of accounting, or on any other grounds, may be ratified before or after judgment by the Board of Directors; and, if so ratified, shall have the same force and effect as if the questioned transaction had been originally duly authorized, and such ratification shall be binding upon the corporation and shall constitute a bar to any claim or execution of any judgment in respect of such questioned transaction.

11.3 Reliance on Records. In performing his or her duties, a Director, officer, or incorporator of the corporation shall be entitled to rely on information, opinions, reports, or records, including financial statements, books of account, and other financial records, in each case presented by or prepared by or under the supervision of (1) one or more officers or employees of the corporation whom the Director, officer or incorporator reasonably believes to be reliable and competent in the matters presented, (2) counsel, public accountants, or other persons as to matters which the Director, officer, or incorporator reasonably believes to be within such person's professional or expert competence, or (3) in the case of a Director, a duly constituted committee of the Board of Directors upon which he or she has not served, as to matters within its delegated authority, which committee the Director reasonably believes to merit confidence, but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The fact that a Director, officer, or incorporator so performed his or her duties shall be a complete defense to any claim asserted against him or her under any provision of law or otherwise, except as expressly provided by statute, by reason of his or her being or having been a Director, officer, or incorporator of the corporation.

11.4 Corporate Records. The original or attested copies of the Articles of Incorporation, these Bylaws and records of all meetings maintained by the Secretary of the corporation, shall be kept at the principal office of the corporation or at the

office of the Secretary or the resident agent of the corporation. Such copies and records need not all be kept in the same office.

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These Bylaws were approved at a meeting of the Board of Directors of StartingBloc NFP on June 10, 2008.