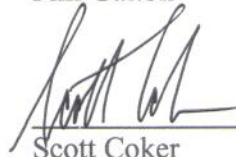


**AUTHENTICATION OF RECORD BOOK AND RECORDS OF
ILAPPA, INC..**

We, the undersigned, are the first Board of Directors of ILAPPA, INC., a not-for-profit corporation ("Corporation") organized and existing under the laws of the State of Illinois and by virtue of Articles of Incorporation filed with and approved by the Secretary of State of the State of Illinois on the 12th day of December, 2013, for the purpose of the adoption and the identification of this book, together with the records therein contained, as the Book of Records of the said corporation and as the original Record of this organization, have subscribed our names on this 11th day of December, 2014.



Phil Gatton



Scott Coker



Robert R. Roman

Being all the Directors of the
Corporation

ILAPPA, INC.

DIRECTORS' CONSENT TO ACTION IN LIEU OF ORGANIZATIONAL MEETING

The undersigned, being the initial Board of Directors of ILAPPA, INC., an Illinois Not-for-Profit Corporation, pursuant to §102.20 of the Illinois General Not For Profit Corporation Act of 1986 hereby waive all notice of the time, place, and purpose of a meeting and consent to, approve, and adopt the following resolutions without a meeting pursuant to §108.45 of the Illinois General Not For Profit Corporation Act of 1986:

RESOLVED, by the directors of ILAPPA, INC., an Illinois corporation (the Corporation):

1. *Approval of Articles of Incorporation.* The articles of incorporation of the Corporation in the form in which they were filed in the office of the Secretary of State of the State of Illinois on December 12, 2013, are approved.
2. *Adoption of Bylaws.* The form of bylaws attached hereto as Exhibit A is adopted as the bylaws of the Corporation and shall be inserted in the record book of the Corporation.
3. *Election of Officers.* Each of the following persons is elected to the office(s) of the Company set forth after his name to serve until his successor shall have been duly elected and qualified or until he shall resign or shall have been removed from office:

| Name | Office |
|-----------------|---------------------|
| Phil Gatton | President |
| Scott Coker | Vice President |
| Robert R. Roman | Secretary-Treasurer |

4. *Fiscal Year.* The fiscal year of the Corporation shall end December 31st of each year
5. *Payment of Organization Expenses.* The proper officers of the Corporation are authorized to pay all organization expenses of the Corporation out of the funds of the Corporation.

IN WITNESS WHEREOF, we have executed this unanimous written consent of the directors, effective as of the 12th day of December, 2013.



Phil Gatton



Scott Coker



Robert R. Roman

Being all the Directors of ILAPPA, Inc., an Illinois Not-for-Profit Corporation.

EXHIBIT A

BY-LAWS

OF

ILAPPA, INC.

ARTICLE I. Name and Purposes of the Corporation

Section 1.01 Name. The name of the organization shall be ILAPPA, INC. ILAPPA, INC. shall be a nonprofit organization incorporated under the laws of the State of Illinois.

Section 1.02 Purposes. ILAPPA, INC., hereinafter ILAPPA, is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding provisions of any future United States Internal Revenue law) including, but not limited to: developing and maintaining high standards in the administration, care, operation, planning, and development of facilities used by educational institutions; to promote professional ideals and standards to better serve the objectives of education; to engage in such other activities as may be desirable or required to fulfill the purposes and objectives of ILAPPA; and aiding and supplementing the work of APPA, the Association of Higher Education Facilities Officers, hereinafter referred to as "APPA" or the "Association."

ARTICLE II. Offices

Section 2.01 Location. The principal office of ILAPPA shall be located within or without the State of Illinois, at such place as the Board of Directors ("the Board") shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. ILAPPA shall continuously maintain within the State of Illinois a registered office at such place as may be designated by the Board of Directors.

ARTICLE III. Membership, Voting, and Dues

Section 3.01 Eligibility. Members shall be institutions and business partners eligible to hold regular or affiliate membership in APPA. Participants shall be employees or contractors of/for Facilities Services and or Physical Plant Departments engaged in operations, maintenance, engineering, construction, planning and development, or other related functions affiliated with Facilities Services.

Section 3.02 Categories. Membership in ILAPPA may be held under the following categories:

(a) **Institutional membership** is open to all colleges and universities, community and 2-year technical colleges, K-12, school districts, research laboratories and institutions, libraries, and museums that have a facilities department and administrator. Each institutional member shall

designate one institutional representative who will be eligible to vote on behalf of the institution and serve as the principal contact between ILAPPA and the institution.

(i) *Appointment of Temporary Substitute Representatives.* An institutional representative may appoint a temporary substitute representative from the same institution who shall have all rights (including voting rights) of the institutional representative for the meeting(s) for which the substitute representative was appointed. The attendance of the substitute representative shall be a valid means of attendance by the institutional member for purposes of obtaining a quorum. Appointment of a temporary substitute representative shall be done in writing signed by the institutional representative, or by verbal notice given to the Secretary of the Corporation by the institutional representative prior to the opening of the meeting.

(ii) *Other Employees of Institutional Members.* Other employees of existing member institutions in good standing with ILAPPA will be considered associate / non-voting members.

(b) Affiliate membership is open to any person employed by a college or university in a department other than facilities, for example, housing or purchasing. This membership is also open to nonprofit institutions or organizations with an interest in facilities management such as hospitals, churches, and military bases. Affiliate membership is also open to interested professionals who are not employed by a for-profit organization that would qualify as a Business Partner.

(c) Student membership is limited to full-time students studying facilities management or a related field at a degree-granting college or university. Student members are not eligible to vote or hold office.

(d) Retired membership is open to individuals who have retired as a member in good standing. The individual cannot be currently engaged in or soliciting business from any other ILAPPA members, or seeking future business solicitations.

(e) Business Partner membership is open to all corporations who provide products and services to the facilities management marketplace or who have an interest in reaching facilities managers in the education environment. Business Partners are non-voting members with the exception of the Business Partner who is on the Board of Directors. Business Partners can nominate and vote on their Board representative.

Section 3.03 Good Standing. A member in good standing is a member who:

(a) Is current with membership dues and payments

(b) Has not been expelled or suspended from membership by a seventy-five percent (75%) majority vote of the ILAPPA Board. The following shall be grounds for suspension or expulsion of any member, in the sole discretion of the ILAPPA Board:

- (i) Non-payment of membership dues and fees;
- (ii) Failure to abide by the Bylaws of ILAPPA;
- (ii) Non-cooperation with ILAPPA, including but not limited to causing disruption at meetings or function of ILAPPA, consistently supporting or promoting policies contrary to the stated purposes and objectives of ILAPPA, and/or acting or causing action in a way that is harmful to ILAPPA;

No member shall be suspended or expelled unless said member is first given 30-day prior notice of the intended action against said member by the Board, and the member is first given the opportunity to be heard by the Board of ILAPPA. The right to a hearing shall be waived, however, unless said hearing is requested by the member within 30 days of receipt of notice by the member of the intended action against the member by the Board.

Section 3.04 Meetings of the Membership.

(a) Meetings of the Membership, regular or special, may be held at such place within or without the State of Illinois and upon such notice as may be prescribed by the Board of Directors, or by petition of not less than one-fifth (1/5) of the Membership.

(b) An annual meeting of the Membership shall be held once a year at a time and location set by the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. The Membership shall hold at least one regular meeting per calendar year, but may meet more frequently if circumstances require.

(c) Notice of the annual meeting shall be given to all members not less than five nor more than sixty days prior to the date of said meeting. In lieu of written notice, any member may sign a waiver of notice of the annual meeting. A member's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the member for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

(d) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Membership need be specified in the notice or waiver of such meeting.

Section 3.05 Quorum of Members and Action by the Membership. Unless a greater proportion is required by law, one-fourth (1/4) of the members entitled to vote shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings.

(a) **Remote Attendance.** In the discretion of the Board and upon majority vote of the members present, remote attendance (telephone or other electronic means) may be a valid means of attendance if remote attendance is necessary to obtain a quorum, provided, however, that in the event remote attendance is permitted for any member, remote attendance shall be permitted for all members for the current meeting. In the sole discretion of the Board, if the use of remote attendance is determined to be hindering the purposes and objectives of the meeting, the Board may adjourn the meeting and all action taken at the meeting shall be invalid for lack of a quorum.

(b) Action by the Membership. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Membership.

Section 3.06 Informal Action by Membership. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Membership may be taken without a meeting if a majority of the members consent in writing through, mail, or by electronic means to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members shall be filed with the minutes of proceedings of the Membership.

Section 3.07 Voting. Except as noted elsewhere in these by-laws, all members are eligible to vote and or hold office. The Board may establish additional policies and procedures related to voting privileges

Section 3.08 Nonvoting Membership. The Board may, at its discretion and in the best interests of the organization, establish other categories of nonvoting membership including, but not limited to: associate, emeritus, and honorary memberships.

Section 3.09 Membership Approval. The Board shall establish policies and procedures for approving membership applications. All memberships shall be granted upon approval by the Board or designee.

Section 3.10 Dues. The Board shall establish policies and procedures for setting and collecting dues.

ARTICLE IV. Board of Directors

Section 4.01 Power of Board. The affairs of ILAPPA shall be managed by the Board of Directors. The Board is responsible for overall policy and direction of ILAPPA, and may delegate responsibility of day-to-day operations to officers and committees.

Section 4.02 Number of Directors. The number of Directors of ILAPPA shall be an odd number not less than three or more than seven. The number of Directors may be increased or decreased from time to time by Board resolution, approved by a vote of the membership. No decrease in the number of Directors shall shorten the term of any incumbent Director nor shall the number of Directors be decreased at any time to less than three.

Section 4.03 Election and Term of Directors.

(a) Initial Directors. The first Board of Directors of ILAPPA shall consist of those persons named as initial directors in the Articles of Incorporation. Such persons shall hold office until the first election of Directors.

(b) Terms. In order to facilitate staggering of terms, the initial founding members will serve 3 years. Beginning spring 2015, one new Board Member shall be elected for a three year term. Beginning 2016, all board members shall serve two-year terms.

| Member | 2014 | 2015 | 2016 | 2017 | 2018 |
|------------------------|----------------------|----------------------|----------------------|----------------------|-------------|
| Founding Member | 1 st Year | 2 nd Year | 3 rd Year | Up for Vote | |
| Founding Member | 1 st Year | 2 nd Year | 3 rd Year | Up for Vote | |
| Founding Member | 1 st Year | 2 nd Year | 3 rd Year | Up for Vote | |
| New Member 3-Year Term | | 1 st Year | 2 nd Year | 3 rd Year | Up for Vote |
| New Member 2-Year Term | | | 1 st Year | 2 nd Year | Up for Vote |

(c) Election of Board members. New Directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of voting members present at the annual meeting. The terms of directors shall be staggered. Each director shall hold office until the annual meeting when his/her term expires and until his/her successor has been qualified then elected.

Section 4.04 Qualifications. Board members shall be employees of ILAPPA member institutions in good standing. One Business Partner member in good standing shall be voted in as a Board member, provided the Board shall be comprised of five or more Directors upon the completion of said vote, and further provided that a Business Partner member is willing and able to serve as a Director.

Section 4.05 Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office and shall serve until his/her successor is qualified then elected.

Section 4.06 Removal of Directors. A director may be removed by a majority vote of the Board of Directors, at any regularly scheduled or special meeting of the Board of Directors, whenever, in its judgment, the best interests of the Corporation would be served thereby.

Section 4.07 Resignation. Except as otherwise required by law, a Director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 4.08 Quorum of Directors and Action by the Board. Unless a greater proportion is required by law, a majority of the directors then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. However, in no case shall any action be taken or deemed effective by a vote of less than three (3) Board Members. Remote attendance (telephone or other electronic means) shall be a valid means of attendance. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 4.09 Meetings of the Board.

(a) Meetings of the Board of Directors, regular or special, may be held at such place within or without the State of Illinois and upon such notice as may be prescribed by resolution of the Board of Directors.

(b) An annual meeting shall be held once a year at a time and location set by the Board of Directors. The Board shall hold at least one regular meeting per calendar year, but may meet more frequently if circumstances require.

(c) Notice of the annual meeting shall be given to all directors not less than five nor more than sixty days prior to the date of said meeting. In lieu of written notice, any director may sign a waiver of notice of the annual meeting. A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

(d) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

Section 4.10 Informal Action by Directors; Meetings by Conference Telephone.

(a) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the directors consent in writing through, mail, or by electronic means to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

(b) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

Section 4.11 Voting. Each director shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed.

Section 4.12 Compensation. Directors shall not receive any compensation from ILAPPA for services rendered to the Corporation as members of the Board, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts based on policies approved by the Board.

Section 4.13 Absence. Each Board member is expected to communicate with the Chair/President in advance of all Board meetings stating whether or not s/he is able to attend or participate by electronic means or other agreed-upon means of communication. Any Board member who is absent from three successive Board meetings or fails to participate in any board activities within

a twelve month period shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Board affirmatively votes to retain that director as a member of the Board.

ARTICLE V. Committees, Task Forces, and Councils

Section 5.01 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of one or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation. Committees may be dissolved by a vote of the Board of Directors.

Section 5.02 Executive Committee. Between meetings of the Board of Directors, on-going oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall include the officers of the Board.

Section 5.03 Finance/Audit Committee. The Finance/Audit Committee is responsible for ensuring that ILAPPA'S financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Corporation is in good financial health. The Treasurer of the Board shall always be a member of the Finance/Audit Committee.

Section 5.04 Task Forces and Councils. The Board of Directors may create and appoint members to such other task forces and councils as they shall deem appropriate. Such task forces and councils shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 5.05 Term of Office. Each member of a committee shall serve for two years unless directed otherwise by the Board. New committee members may be appointed as needed.

Section 5.06 Vacancies. Vacancies in the membership of committees, task forces, and or councils may be filled by the Chair of the Board.

Section 5.07 Rules. Each committee, task force and or council may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE VI. Officers, Agents, and Employees

Section 6.01 Officers. Officers will include: President, President-Elect, Secretary, and Treasurer. The Secretary may also serve as the Treasurer. Officers shall be elected by the voting members present at an annual meeting of the members. Officers shall not receive any salary and must be Directors of the corporation.

Section 6.02 Term of Office. Beginning 2016, the officers of ILAPPA shall be elected for two-year terms at the regular annual meeting of the members. Vacancies may be filled at any meeting

of the Board. Each officer shall hold office until a successor shall have been duly qualified and elected or appointed by the Board.

Section 6.03 Removal. Any officer may be removed by a majority vote of the Board of Directors in office whenever in the Board's judgment the best interests of the Corporation will be served thereby.

Section 6.04 Resignation from Office. Officers may resign at any time by providing written notice to the Chair.

Section 6.05 Powers and Duties. The powers and duties of the officers of ILAPPA shall be as follows:

(a) **President.** The President shall preside at the membership meetings, and shall serve as chair of the Board of Directors; and such other duties as directed by the Board of Directors.

(b) **President Elect.** The President Elect shall: assume the duties of the President if the President is absent or if the post becomes vacant; and such other duties as assigned by the President or Board of Directors.

(c) **Secretary-Treasurer.** The Secretary-Treasurer shall be responsible for keeping an accurate record of all meetings of the Board of Directors and the membership, see that all notices are duly given in accordance with these Bylaws or as required by law, maintain the official records of the organization, and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board. The Secretary-Treasurer shall have custody of the corporate seal of the Corporation, if any, and shall have the authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by his/her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his/her signature.

The Secretary-Treasurer shall be responsible for financial management, including keeping all appropriate fiscal records, and ensuring that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management.

ARTICLE VII. Miscellaneous

Section 7.01 Fiscal Year. The fiscal year of the corporation shall begin on January 1st, and shall end on December 31st.

Section 7.02 Contracts and Other Documents. The Board of Directors may authorize officers and agents to enter into contracts or to execute and deliver other documents and instruments on the Corporation's behalf. Such authority may be invested in other officers or agents of the Corporation from time to time for specific purposes.

Section 7.03 Gifts. The Board of Directors may authorize officers to accept on behalf of the Corporation any contribution, gift, bequest, or device for the purposes of ILAPPA

Section 7.04 Checks, Drafts, Loans, Etc. All checks, drafts, loans, or other orders for the payment of money, or to sign acceptances, notes, or other evidences of indebtedness issued in the name of ILAPPA shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be from time to time determined by the Board of Directors.

Section 7.05 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

Section 7.06 Indemnification and Insurance.

(a) Unless otherwise prohibited by law, ILAPPA shall indemnify and defend any director or officer, any former director or officer, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which s/he may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which s/he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his/her own gross or willful negligence or misconduct in the performance of a duty to the Corporation.

(b) Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that s/he is not entitled to indemnification under this Article.

(c) The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

(d) The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

(e) The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

(f) In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code, as now in effect or as may hereafter be amended ("the Code").

(g) If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 7.07 Amendment to Bylaws. These Bylaws may be amended at any Annual Business Meeting by a majority vote of the members present and voting, without previous notice.

CERTIFICATION

The undersigned, Secretary of ILAPPA, Inc., hereby certifies, pursuant to Section 108.50(a) of the Illinois General Not For Profit Corporation Act, that the foregoing bylaws are the true and correct Bylaws of the Corporation.

Dated this 11th day of December, 2014



Robert R. Roman, Secretary