

**THIRD
AMENDED AND RESTATED
BY-LAWS
OF
EASTER SEALS MIDWEST**

ARTICLE I

LOCATION OF OFFICE

Section 1. Principal Office. The principal office of Easter Seals Midwest¹ (the "Corporation") is located in St. Louis, State of Missouri. The Corporation is formed under the "Missouri Nonprofit Corporation Act" of the State of Missouri, Chapter 355 of the Revised Statutes of Missouri, as amended, and any successor provision thereto (the "Act").

ARTICLE II

MEMBERSHIP

Section 1. Membership. The Corporation shall not have members.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers and Authority. The Board, subject to these Bylaws, shall exercise all corporate powers and conduct, manage, and control the affairs and property of the Corporation. It shall cause the books and financial statements of the Corporation to be audited annually by independent certified public accountants. It shall have the power to receive, use, hold, invest, and reinvest gifts, bequests, devises, grants, or funds from whatever source and use the same or the proceeds thereof for the Corporation or any of its services or activities, or as specifically designated. No member of the Corporation other than a member of the Board of Directors shall have the right to vote on any matter in connection with the business of the Corporation.

Section 2. Number of Directors; Qualifications and Composition. The number of Directors of the Corporation shall be no less than twelve (12) and no more than forty-five (45), the exact number of which shall be set from time to time by resolution of the board. The composition of the Board shall be geographically representative and reflective of the Corporation's growth, considering the number of individuals served, type of services offered and size of the population of each community it serves. In addition, a minimum of three (3) members or 10%, whichever is greater, of the Board of Directors, must reside in the Kansas City region.

Section 3. Term. A term for a member of the Board of Directors shall be three (3) years, and shall begin on January 1 and end on December 31st. A Director may be elected at any time during a year and such Director's term shall begin on the January 1st immediately prior to such election if such election occurred prior to July 1st, or on the January 1st immediately following such election if such election occurred on or after July 1st. A Director shall not serve more than

two consecutive terms; provided, however, that if such Director shall have be serving as an officer at the expiration of the second term, such term shall be deemed to be extended beyond three years until the date when such Director shall no longer be serving as an officer, with no time limitation as to such extended term. A Director whose two terms have expired, whether by the expiration of two consecutive terms, or by also including the extended second term if such Director shall have been acting as an officer in accordance with the immediately preceding sentence, shall not be elected to serve as a Director again until one (1) year of time has elapsed from the end of the Director's second term (including an extended term due to officer service). For example, a Director who serves six consecutive years must take one year off of the Board before returning to the Board of Directors. For further example, a Director who serves eight (8) consecutive years, having served a first term of three years, a second term of five years including the final three (3) years of such second as an officer, must take one year off of the Board before returning to the Board of Directors at such time as such Director ceases to be an Officer and a Director. The term of a Director elected to fill the unexpired term of another Director shall expire on the same date as the expiration date of such unexpired term.

Section 4. Election. At the annual meeting of the Board of Directors or at such other times as the Board deems appropriate, the Board may hold elections for Directors. Notwithstanding the foregoing, no employee of the Corporation shall be a Director. Directors whose terms end in a particular year and/or are not re-elected shall leave the Board of Directors, although they shall be eligible to serve on committees of the Board of Directors.

Section 5. Removal. The Board of Directors, by an affirmative vote of two-thirds of the Directors then in office, may remove a member of the Board of Directors from membership for conduct detrimental to this Corporation, and thereupon declare such seat vacant.

Section 6. Vacancies. Any vacancy on the Board of Directors occurring between regular elections may be filled at the earlier of the next annual meeting of the Board or such regular or special meetings of the Board by vote of the Directors.

Section 7. Meetings. The annual meeting of the Board shall be held each year in October on a day determined by the Chairperson. At least three (3) regular meetings per year shall be held as determined by the Chairperson at the place and date specified in the notice sent to the Board. Special meetings of the Board may be called by the Chairperson, upon the written request of a majority of voting members of the Board. Notice of the time, place, and, in the case of a special meeting, the purpose thereof, shall be given by the Secretary to each member of the Board not less than ten (10) days before the date specified for such meeting, except forty-eight (48) hours notice of any meeting shall also satisfy the requirements hereunder (other than in cases where such notice is given for the removal of a director) if given personally or by phone. Such notice shall be addressed to each member at his or her preferred address last recorded with the Corporation. Members of the Board may participate in a meeting through use of a conference telephone or similar communications equipment, so long as all members participating in such meeting can communicate with one another. Participating in a meeting pursuant to the foregoing sentence constitutes presence in person at such meeting. Any members may waive notice of a meeting. Resolutions and other actions of the Board may be voted on by electronic mail or other similar means.

Section 8. Procedure. The meeting of the Board of Directors shall be conducted in an orderly manner, or in the case of a special meeting, as determined by the notice of such meeting. If at a meeting of the Board of Directors a majority of the Directors present shall so request, the meeting shall be conducted in accordance with Robert's Rules of Order to the extent that such Rules do not conflict with the provisions of these By-Laws.

Section 9. Quorum and Voting. A quorum for the transaction of business shall exist whenever a majority of the Board (exclusive of ex-officio member) is present in person or by proxy. Each director (excluding ex-officio directors) shall be entitled to one vote, to be cast in person or by proxy. Unless a greater vote is required by these bylaws, any proposal to come before the Board shall be deemed to be adopted upon the affirmative vote of the majority of the Directors present and voting, a quorum being present.

Section 10. Proxy Voting. A Director may vote by proxy and the Corporation will accept a proxy vote which complies with the provisions of this Section 10 and R.S.Mo. Section 355.291. To be valid, a proxy must be: in writing, revocable, signed and dated by the Director wishing to vote by proxy (the conferring Director), signed and dated by the Director who agrees to serve as proxy (the proxy Director), delivered to the Secretary prior to the commencement of the meeting where a vote is taking place for which the proxy will be used. The proxy will be valid until the earliest of: such time as the conferring Director revokes it in writing delivered to the designed proxy Director and the Secretary, one month after the date of the proxy. In no event will any proxy be valid for more than one month. The death or incapacity of the conferring Director does not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary before the proxy Director exercises authority under the appointment. A proxy is deemed to be suspended by the conferring Director if such Director attends the meeting and votes in person. Members of the board may only use one proxy vote per calendar year.

Section 11. Interests in Transactions. The Corporation shall endeavor not to enter into business relationships with persons or entities in which its directors, officers, staff or members of the immediate families of any of the foregoing (including spouse, domestic partner or companion living in the same household, children or step-children, sibling or step-sibling, parents, in-laws, grandparents or grandchildren) have a direct or indirect material interest ("Related Transactions"). However, in the event of a potential Related Transaction, the director holding such an interest shall fully disclose the nature of the conflict and the interest to the Board, and such director shall not participate in, or attend, the discussions or votes regarding the proposed Related Transaction. No conflict of interest transaction between the Corporation and one or more of its Directors shall be voidable or the basis for imposing liability on the Director solely for this reason, or solely because the Director is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, if: (a) the material facts of the transaction and the Director's interest are disclosed or are known to the Board of Directors or committee in advance of a vote to approve such transaction, (b) the Board of Directors or committee approving the transaction in good faith reasonably believes that the transaction is not unfair to the Corporation, and (c) the interested Director or Directors do not vote, or his or her votes are not counted for purposes of approving the transaction. A conflict of interest transaction shall be approved if it receives the affirmative vote of a majority of the Directors on the Board of Directors or committee who have no direct or indirect interest in the transaction, even though less than a quorum, but such a transaction may not be approved by a single Director. Common or

interested Directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee which authorizes the contract or transaction. For purposes of this Section, a conflict of interest transaction is a transaction with the Corporation in which a Director has a material interest.

Section 12. Action by Directors Without a Meeting. Any action which is required to be or may be taken at a meeting of the Directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by two-thirds (2/3) of all the Directors. Consents may be solicited by the Corporation by electronic mail, and an affirmative response by a Director shall be deemed a signed consent. The consents shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held, and may be stated as such in any certificate or document filed under the provisions of the Act. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors.

Section 13. Kansas City Advisory Board. The Board of Directors shall establish an Advisory Board in the Kansas City region ("Kansas City Advisory Board"). The Kansas City Advisory Board shall not have any authority to act on behalf of the Corporation, but shall consult with and advise the Board of Directors in the areas of fundraising, community outreach and advocacy for the Corporation in the Kansas City Region.

Section 14. Emeritus Directors. The Board of Directors shall have authority to name Directors who have provided extraordinary service to the Corporation as emeritus directors. Emeritus Directors shall not have voting power or be required to attend meetings of the Board of Directors; provided, however, that the Board of Directors shall have authority, when naming an Emeritus Director, to provide that such individual shall have the power to vote as a Director on the Board of Directors, and if so provided, such Emeritus Director shall be required to attend the meetings of the Board of Directors to exercise such vote and shall not be permitted to vote by proxy as otherwise provided. Such persons may be identified as having such status in publications of the Corporation.

Section 15. Director Reimbursement. Directors will be reimbursed for actual out-of-pocket expenses (other than local travel) if they are reasonable and incurred in connection with the purposes and activities of the Board of Directors. As with the Corporation's audit practices, appropriate supporting documentation for expenses will be required and subject to review.

Section 16. Employment Following Board Service. No Director shall be eligible to be employed by the Corporation for one (1) year following the expiration of such Director's term as a member of the Board of Directors.

ARTICLE IV

OFFICERS

Section 1. Number and Qualifications. The Officers of the Corporation shall be a Chairperson, one (1) or more Vice Chairpersons, a Secretary, a Treasurer and such other officers as the Directors may elect, including but not limited to Assistant Secretaries and Assistant Treasurers. The officers shall be elected from among the Directors and shall be a Director at all times while holding such offices. No two or more offices may be held by the same person.

Section 2. Duties. The Chairperson shall exercise general executive supervision over the affairs and activities of the Board of Directors and the Corporation. He or she shall preside over all meetings of the Board of Directors, and shall be an ex-officio member of each standing and special (ad hoc) committee.

Until a successor to the Chairperson is elected, the Vice-Chairperson shall perform the duties of the Chairperson in his or her absence or in the event of the inability of the Chairperson to perform his or her duties. The Vice-Chairperson shall perform such additional duties as may be assigned to him or her by the Board of Directors from time to time.

The Secretary shall record or cause to be recorded the minutes of all meetings of the Board of Directors and shall have custody of the records of the Board of Directors. He or she shall conduct Board correspondence as directed by the Chairperson or by resolution of the Board of Directors and shall prepare such reports of the Corporation's activities as the Chairperson or the Board of Directors by resolution may, from time to time, direct and shall deliver the records of the Corporation and the records of the Board of Directors to his or her successor in office. He or she shall receive any proxy votes, validly cast pursuant to the provisions of these Bylaws, and cause such votes to be recorded.

The Treasurer shall report periodically at the meetings of the Corporation and shall cause to be kept an accurate record of, and cause to be made proper accountings for, all receipts and expenditures and other financial transactions of the Corporation. The Treasurer shall have primary responsibility for coordinating with the chief financial officer the development and monitoring of the Corporation's annual budget. The Treasurer shall also serve as chair of the Finance Committee.

Section 3. Election of Officers and Terms. The Governance Committee shall present to the Board at every annual meeting a list of the nominees for the various offices. The Board of Directors shall elect the Officers from the slate submitted by the Governance Committee and those, if any, placed in nomination by the Directors at such annual meeting. Each of the Officers shall be elected for a term of two (2) years. The Officers so elected shall take office on the January 1st immediately following such annual meeting and shall serve a term of two (2) years and until their respective successors are duly elected and qualified.

Section 4. Removal. Any officer may be removed from office at any time, upon the affirmative vote of not less than a majority of the entire Board. The provisions of Section 5 of Article III shall govern the removal of a Director from the Board of Directors.

Section 5. Vacancies. Any vacancy in any office occurring between regular elections shall be filled at the earlier of the next annual meeting of the Board or such regular or special meeting of the Board as is presented with a slate for such purpose by the Governance Committee. The Board of Directors shall elect the Officer or Officers at such meeting from the slate proposed by the Governance Committee and those Directors, if any, placed in nomination at such meeting by the Board.

ARTICLE V

CEO

Section 1. The Board shall employ a CEO (or other similarly titled chief executive officer) of the Corporation for such period of time and upon such terms and conditions as the Board may determine. The CEO shall be the chief executive officer of the Corporation and shall have authority to employ and discharge employees of the Corporation. The CEO exercise such other powers customarily given to the chief executive officer of a business organization, including executing any and all contracts, instruments or agreements authorized by the Board. The CEO shall serve ex-officio, without vote, on all committees of the Corporation and shall do and perform such other duties as may be assigned to him/her from time to time by the Board.

ARTICLE VI

COMMITTEES OF THE BOARD

Section 1. Appointment and Terms. The Chairperson shall establish annually any special (ad hoc) committees other than the standing committees, which shall remain in existence, and shall designate the chairperson for each committee so established. The chairperson selected for each standing committee shall be an existing member of the Board. Committee members shall be appointed by the respective Committee chairperson, may be appointed from among the membership of the Board and from outside of the Board, and shall serve until the designation of their successors or until further notice. Each committee member, with the exception of ex-officio members and consultants, shall be entitled to vote at committee meetings. Board Members may serve on more than one committee unless otherwise specified herein.

Section 2. Standing Committees. The following committees, each of which shall have a minimum of three (3) members, unless otherwise specified, shall be appointed annually by the Chairman of the Board: Executive, Governance, Finance and Audit committees. The Board may create such additional committees as the Board deems appropriate, including but not limited to: Strategic Planning, Development, Government Relations, Programs and Services. Except as otherwise provided herein, each committee's recommendations shall be transmitted to the Board for action.

Section 3. Executive Committee. The Executive Committee shall consist of the officers of the Board and may include the chairs of the Standing Committees. The Chairperson shall act as chairperson of the Executive Committee. The CEO shall serve as the staff liaison to the committee. The Executive Committee shall have the authority to: (a) conduct necessary business for the Board and, subject to the Board of Directors power to overrule, as hereinafter provided, to bind the Board during the period between meetings of the Board, (b) to develop and present to the Board an agenda for each regular meeting of the Board, (c) shall have such other authority and responsibility as shall be delegated to it from time to time by the Board, and (d) on an annual basis evaluate the performance and review and establish the compensation of the Chief Executive Officer. A majority of the Directors may call a special meeting of the Board of Directors for the purpose of voting upon confirmation of any action taken by the Executive Committee. Unless a majority of the Directors present at such meeting shall vote to confirm such action, such action shall be rescinded.

Section 4. Governance Committee. The Governance Committee shall have responsibility for preparing and submitting to the Board at its annual meeting, a list of nominees for: (a) those directorships on the Board required to be filled at its annual meeting and any additional vacancies then existing, and (b) for the various offices of the Board. The Governance Committee shall evaluate the attendance and participation of members of the Board who are eligible for re-election; analyze the composition of the Board and its future needs; solicit, evaluate, recruit, and select candidates to serve as directors; and nominate one candidate for each directorship to be filled for the coming year based on appropriate geographic distribution of candidates and their qualifications. The Governance Committee shall also, from time to time, as directed by the Executive Committee, consider and propose nominees for vacated Directorships or offices of the Corporation to be filled at regular or special meetings of the Corporation held between annual meetings.

Section 5. Audit Committee. Neither the Chairman of the Board nor the Treasurer shall be eligible to serve on this committee, except that the Treasurer shall be appointed as an ex-officio member without the right to vote. This committee shall meet at least annually. The Audit Committee shall assure that a certified audit is performed by an independent certified public accountant, which includes Statements of Financial Position, Statements of Activities and Changes in Net Assets, Statements of Cash Flows and Statements of Functional Expense is completed. This committee shall be responsible for assisting the Board in its oversight of: (i) the integrity of the financial statements of the organization, (ii) the compliance with legal and regulatory requirements, (iii) the independence, qualifications and performance of the independent auditor, (iv) the evaluation of conflict of interest on the part of the Board, and (v) the management of business risk including the appropriateness of the organization's internal control procedures and their implementation. It shall present to the Board on an annual basis copies of the audited financial statements, management letter, and annual IRS Form 990.

Section 6. Finance Committee. The Finance Committee, of which the Treasurer shall serve as chair, shall oversee on behalf of the Board all matters relating to the funds, securities and investments of the Corporation. It shall maintain a continuous and overall review of income and expenditures and shall make recommendations to the Board relating thereto. The Finance Committee shall annually present to the Board a budget of anticipated receipts and expenditures for the coming year. It shall, in addition, review regularly the Corporation's fiscal position and make recommendations to the Board relating thereto. It shall also consider and advise upon any other matters relating to the fiscal management of the Corporation.

Section 7. Strategic Planning Committee. The Strategic Planning Committee shall have the responsibility for ensuring that the organization develops a strategic plan and for monitoring and reporting to the rest of the board the organization's progress regarding the strategic plan. It shall also be responsible for screening any strategic opportunities for the board to consider – such opportunities shall include potential merger partners, joint ventures, and affiliations with national organizations.

Section 8. Development Committee. The Development Committee is responsible for the implementation of the Corporation's Development Plan. The committee will review fundraising results, recommend activities to the board, consult with staff regarding potential donors and recommend an annual development budget to the Board.

Section 9. Government Relations Committee. The Government Relations Committee shall have the primary responsibility for reviewing, evaluating, and making recommendations regarding interactions between the Board and governmental bodies and agencies with whom the Board and Corporation interact.

Section 10. Programs and Services Committee. The Programs and Services Committee shall have responsibility for identifying needs for programs and services and for overseeing the planning, implementing, and evaluating of the programs of the Corporation. It shall oversee the quality of programs and services by reviewing and making recommendations to the Board regarding program performance standards and by monitoring compliance with these standards. It shall also be concerned with public and professional education programs.

Section 11. Real Estate Committee. The Real Estate Committee shall have the responsibility for conducting oversight of the Corporation's real estate and leased facilities. This includes oversight, guidance, and strategic input into the Corporation's management and operations related to real estate. It shall review major real estate proformas and budgets, approve or reject real estate transactions as requested by senior management, and perform such additional duties consistent with its purpose and as the Board of Directors deems appropriate.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Obligation of Indemnification. The provisions of this Article shall be in the nature of a contract between the Corporation and each of its Directors and Officers made in consideration of such person's continued service to the Corporation. The protection afforded to each Director and Officer by the provisions of this Article shall survive such person's term of office. This Article may not be repealed, nor may the benefits to the Directors and Officers afforded hereby be dismissed, except as to liability accruing in respect of acts or omissions occurring after the date of such repeal or modification.

Section 2. Scope of Indemnification. The Corporation shall hold harmless and indemnify each Director and Officer to the fullest extent authorized or permitted by the provisions of Section 355.471 and Subsections 1 through 6 and 9 through 11 of Section 355.476 of the Act.

Section 3. Insurance. The Corporation shall purchase and maintain for the benefit of each Director and Officer, as named insured or additional insured, a policy or policies of general comprehensive liability insurance (covering claims arising out of death, illness or injury or arising out of property loss or damage) and directors' and officers' liability insurance (covering claims arising out of wrongful acts or omissions) in respect of liabilities asserted against and/or incurred by its Directors or Officers in either such capacity or otherwise in the performance of their services for the Corporation. In the event the Corporation does not purchase and maintain such insurance, it shall indemnify each Director and Officer and hold him harmless to the fullest extent of the coverage which would have been provided by such insurance.

Section 4. Additional Indemnification. In addition to the foregoing, and subject only to the exclusions set forth in Section 5 hereof, the Corporation shall, to the fullest extent

authorized or permitted by the provisions of the Act, hold harmless and indemnify each Director and Officer:

- (i) against any and all expenses (including attorneys' fee), judgments, fines and amounts paid in settlement actually and reasonably incurred by such Director or Officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the Corporation) to which such Director or Officer is, was or at any time becomes a party, or is threatened to be made a party, by reason of the fact that such Director or Officer of the Corporation, or is or was serving or at any time serves at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; and
- (ii) otherwise to the fullest extent as may be provided to such Director or Officer by the Corporation under the non-exclusivity provisions of the Act.

Section 5. Limitations on Indemnification. No indemnity pursuant to Section 4 hereof shall be paid by the Corporation:

- (i) except to the extent the aggregate of losses to be indemnified thereunder exceeds the amount of such losses for which the Director or Officer is indemnified either pursuant to Sections 2 or 3 hereof or pursuant to any insurance of the type referred to in Section 3 hereof purchased and maintained by the Corporation;
- (ii) in respect to remuneration paid to such Director or Officer if it shall be determined by a final decision of a court having jurisdiction in the matter that such remuneration was in violation of law;
- (iii) on account of such Director's or Officer's conduct which is finally adjudged by a court having jurisdiction in the matter to have been knowingly fraudulent, deliberately dishonest or willful misconduct; or
- (iv) if a final decision by a court having jurisdiction in the matter shall determine that such indemnification is not lawful.

Section 6. Continuation of Indemnification. All agreements and obligations of the Corporation contained in this Article shall continue during the period the Director or Officer is a Director or Officer of the Corporation (or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise) and shall continue thereafter so long as the Director or Officer shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal or investigative, by reason of the fact that he was a Director or Officer of the Corporation or serving in any other capacity referred to in this Article.

Section 7. Reimbursement by Indemnitee. The Corporation will pay all reasonable expenses of the Director or Officer incurred in defending any civil or criminal action, suit or proceeding against him, provided he shall have agreed to reimburse the Corporation if and to the

extent that it shall be ultimately determined that he is not entitled to be indemnified by the Corporation for such expenses.

Section 8. Savings Clause. In the event any provision of this Article shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article and any other provisions of this Article shall be construed as if such invalid provision had not been contained in this Article.

ARTICLE VIII

MISCELLANEOUS

Section 1. Stock. There shall be no stock issued by this Corporation.

Section 2. Charitable Purposes. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any of its Directors, Officers, members (if any) or other private individuals; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. The Board may provide that an officer may be reimbursed for such officer's actual out of pocket expenses (other than local travel) if they are reasonable and incurred in connection with the purposes and activities of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (All references to the Code herein shall also include the corresponding provision of any future United States Internal Revenue Law and the regulations promulgated thereunder); and (2) by a corporation, contributions to which are deductible under Code section 170(c)(2).

Section 3. Powers. All powers of the Corporation not specifically delegated by these By-Laws shall be and are hereby reserved to the Board of Directors.

The fiscal year for the Corporation shall be such period as is selected by the Board of Directors.

The Board of Directors shall from time to time designate such persons as shall have authority to execute checks and drafts on behalf of the Corporation and the limits of that authority, if any.

Section 4. Effective Date. These By-Laws shall become effective immediately upon adoption by the Board of Directors of the Corporation.

ARTICLE IX

AMENDMENT

Section 1. Adoption of Amendments. These By-Laws may be altered, amended or repealed, and additional by-laws may be adopted by an affirmative vote of two-thirds of the Directors then in office

ARTICLE X

RECORDS

Section 1. Retention of Records. The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by committees of the Board of Directors with the authority of the Board. The Corporation shall maintain appropriate accounting records. The Corporation shall maintain its records in written form or in another form capable of conversion into written form for a period governed by its retention policy.

Section 2. Records to be Kept at Principal Office. The Corporation shall keep a copy of the following records at its principal office:

- (1) Its Articles or restated Articles of Incorporation and all amendments thereto currently in effect;
- (2) Its By-laws or restated By-laws and all amendments thereto currently in effect;
- (3) A list of the names and business or home addresses of its current Directors and Officers;
- (4) Its most recent annual report delivered to the Secretary of State; and
- (5) Appropriate financial statements of all income and expenses.

Section 3. Disclosure of Records. The Corporation shall comply with applicable provisions of Missouri law, including the Act, governing disclosure of records. The Corporation shall not be required to disclose any information with respect to donors, gifts, contributions or the purchase or sale of art objects unless required by the Act.

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IN WITNESS WHEREOF, the undersigned Corporation has caused these Third Amended and Restated By-Laws to be executed in its name by its Chairperson and its Secretary, this 11th day of May, 2018, with an effective date of April 26, 2018.

EASTER SEALS MIDWEST

By: Richard Harkwell

Name: Richard Harkwell Title: Chairperson

By: Lynn Wallis

Name: Lynn Wallis Title: Secretary

Date: May 11, 2018

ⁱ Easter Seals Midwest was formerly known as Life Skills, which was formerly known as TouchPoint Autism Services, Inc.