

FROMM BROS. HISTORICAL PRESERVATION SOCIETY, INC.
A Wisconsin Non-profit Corporation

AMENDED AND RESTATED BYLAWS

Dated effective as of July 20, 2010

ARTICLE I

PURPOSES

1.1 FROMM BROS. HISTORICAL PRESERVATION SOCIETY, INC (the “Corporation”) is organized exclusively for charitable, religious, educational and/or scientific purposes under Section 501(c)(3) of the Internal Revenue Code. This Corporation may not engage in a business ordinarily carried on for a profit, except to the extent such business is incidental or subordinate to the main or principal purposes of this Corporation that qualify as being charitable and educational within the meaning of Code Section 501(c)(3). The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Code. The properties received by the Corporation and the proceeds therefrom shall always be used exclusively for charitable, religious or educational purposes, and no part of such income or such principal shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or individual or any substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation (except to the extent such activities are permitted under Section 501(c)(3) and Section 501(h) of the Code); nor shall any part of the activities of the Corporation be carrying on propaganda or otherwise attempting to influence legislation or participate in or intervene in (including the preparation or distribution of statements) any political campaign on behalf of any candidate for public office; nor shall any of the net earnings of the Corporation inure to the benefit of, or be distributable to, any director or officer of the Corporation or any private person, except that reasonable compensation may be paid for services rendered to the Corporation and the Corporation may make payments and distributions in furtherance of the purposes for which the Corporation is organized.

ARTICLE II

OFFICES

2.1 The principal office of the Corporation shall be located in Hamburg, Wisconsin.

2.2 The Corporation may also have offices at such other places both in and out of the State of Wisconsin as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE III

NO MEMBERS

The Corporation shall have no members.

ARTICLE IV

DIRECTORS

4.1 The number of initial Directors shall be four (4). Each Director's term shall begin on the date designated by the Board of Directors upon electing such Director and continue until the first annual meeting of the Board of Directors after such Director's term began and until such Director's successor has been duly elected and qualified, or until the earlier of the Director's death, resignation or removal. There shall be no limit to the number of terms, consecutive or otherwise, during which a person may serve as a Director. The size of the Board of Directors may be changed by approval of the Board of Directors, provided that no such change shall have the effect of shortening the term of any Director then in office and the size of the Board of Directors shall never be lower than three (3).

4.2 Any Director by notice in writing to the Board of Directors may resign at any time. Any Director may be removed from office without assigning any cause at a meeting of Directors by a vote of the Directors.

4.3 The Directors shall have the right to fill all vacancies in the Board of Directors at any meeting of Directors, including any vacancies created by an increase in the size of the Board of Directors. If the vacancy is created in an existing Director position, a Director so elected shall hold office for the unexpired term of his or her predecessor.

4.4 Except with respect to the filling of a vacancy in the Board, a majority of the whole authorized number of Directors present in person or by written proxy shall constitute a quorum for the transaction of business at any meeting of the Directors. Unless otherwise restricted by law, the Certificate of Formation or these Bylaws, any Director may vote in person or by proxy executed in writing by the Director. At all meetings of the Board of Directors where a quorum is present all issues shall be resolved by a majority vote of the Directors present in person or represented by proxy, unless otherwise required by law, the Certificate of Formation or these Bylaws.

4.5 The Annual Meeting of the Board of Directors shall be held on a date shall be set by decision of the President, or such other date as a majority of all the Directors agree. Special meetings of the Board may be called by the President or any two Directors. Each annual meeting shall be held for the election of Directors and the transaction of such other business as may properly be brought before the Board of Directors. The Board of Directors may also provide for regular meetings by resolution stating the time and place for the holding of such meetings.

4.6 Written notice of the time and place of each meeting of the Directors shall be given by the Secretary, any Vice President or the person or persons calling the meeting not more than 50 days nor less than two days before the date of such meeting to each Director. Unless otherwise specified in these Bylaws, such notice need not specify the purposes of the meeting and may be given by any reasonable means. Notice of any meeting shall be considered given if mailed or otherwise sent or delivered in writing to the Director at his or her address specified in the records of the Corporation. The giving of notice shall be deemed to be waived by any Director who shall attend and participate in such meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice and may be waived, in writing, by any Director either before, at or after such meeting.

4.7 The Board of Directors shall have general charge of the affairs, property and assets of the Corporation. It shall be the duty of the Directors to carry out the aims and purposes of the Corporation and, to this end, to manage and control all of its property and assets.

4.8 The Board of Directors may, from time to time, create an executive committee of the Board and other committees. The Board of Directors may delegate to any such committee which consists solely of Board Members any of the authority of the Board, other than the authority to fill vacancies under Article 4.3, provided that any such committee to which authority is delegated shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board. Any third party shall not be adversely affected by relying upon any act by any such committee within the authority delegated to it. Each such committee shall act by not less than a majority of the whole number of its members.

4.9 Any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Board of Directors or all of the members of such committee, as the case may be.

4.10 Meetings of the Board of Directors or any committee of the Board may be held through communications equipment if all persons participating can communicate with one another in real time and such participation shall constitute presence at such a meeting.

4.11 The Directors shall serve without compensation.

ARTICLE V

EXECUTIVE AND OTHER COMMITTEES

5.1 The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee and one or more other committees.

5.2 The executive Committee (if there is one) shall consult with and advise the officers of the Corporation in the management of its affairs and shall have and may exercise, to the extent provided

by resolution of the Board of Directors, such powers of the Board of Directors as can be lawfully delegated by the Board.

5.3 Other committees shall have such functions and may exercise such powers of the Board of Directors as can be lawfully delegated and to the extent provided by resolution of the Board of Directors.

5.4 Regular meetings of the Executive Committee and other committees may be held without notice at such time and at such place as shall from time to time be determined by the respective committees, and special meetings of any committee may be called by any member thereof upon two (2) days' notice to the other members of the committee, or on such shorter notice as may be agreed to in writing by each of the other members of the committee, given either personally or in the manner provided in these Bylaws pertaining to notice for the Board of Directors meetings.

5.5 Vacancies on the Executive Committee or on other committees shall be filled by the Board of Directors at any regular or special meeting of the Board of Directors.

5.6 At all meetings of the Executive Committee or other committees, a majority of the committee's members then in office shall constitute a quorum for the transaction of business.

5.7 The acts of a majority of the members of the Executive Committee or any other committee present at any meeting at which there is a quorum shall be the act of such committee.

5.8 The Executive Committee (if there is one) and each other committee shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

ARTICLE VI

OFFICERS

6.1 The officers of the Corporation shall be elected by the Board of Directors and shall consist of a President and a Secretary, and may consist of such other officers as the Directors in their discretion designate from time to time. Any officer may be removed from office without assigning any cause at a meeting of Directors by a vote of the Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights. Any vacancy occurring in any office of the Corporation by death, resignation, or removal or otherwise shall be filled by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

6.2 The officers shall have such authority and shall perform such duties as are customarily incident to their respective offices and such other and further duties as are prescribed in these Bylaws and as may from time to time be required of them by the Directors.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall be fixed by the resolution of the Board of Directors.

ARTICLE VIII

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees, and shall keep at its registered office or principal place of business in Wisconsin a record of its Directors giving the names and addresses of all Directors. There shall also be stated therein the date upon which each Director became such and the date of termination. It shall be the duty of every Director, upon becoming a Director, to furnish to the Secretary of the Corporation, for inclusion in such record, his or her current address and other contact information and promptly to report to the Secretary for inclusion in such record any change in such information. All books and records of the Corporation may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX

AMENDMENTS

These Bylaws may be amended at any meeting of the Board of Directors at which a quorum is present by approval of a majority of the whole number of Directors then serving on the Board of Directors. Written notice of proposed amendments shall be given to the Directors at least ten days prior to the meeting or to those present at the meeting which immediately precedes the meeting at which the amendment is voted upon.

ARTICLE X

INDEMNIFICATION OF DIRECTORS AND OFFICERS

10.1 Each person who is or was a Director, officer or committee member of the Corporation, or any person who, while a Director, officer or committee member of the Corporation, is or was serving at the request of the Corporation as a Director, officer, committee member, partner, venturer, proprietor, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, and the heirs, executors or administrators or estate of such person, shall be indemnified by the Corporation to the fullest extent permitted or authorized by Wisconsin laws, as amended from time to time, against any liability, cost or expense incurred by him or her, in his or her capacity as a

Director, officer or committee member, or arising out of his or her status as a Director, officer or committee member. The rights granted pursuant to this Article X shall be deemed contract rights, and no repeal or amendment of this Article X shall have the effect of limiting or denying any such rights with respect to actions taken or proceedings arising prior to any such amendment or repeal.

10.2 The Corporation may, but shall not be obligated to, pay expenses incurred in defending a civil or criminal act, suit or proceeding arising out of a Director's, officer's or committee member's capacity or status as Director, officer or committee member in advance of the final disposition of such action, suit or proceeding, without any determination as to the person's ultimate entitlement to indemnification; *provided, however*, that the payment of such expenses incurred by any such person in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of both a written affirmation by such person of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article X and a written undertaking, by or on behalf of such person, to repay all amounts so advanced if it is ultimately determined that such person is not entitled to be indemnified under this Article X or otherwise.

10.3 Notwithstanding any other provision of this Article X, the Corporation may, but shall not be obligated to, pay or reimburse expenses incurred by a Director, officer or committee member in connection with his or her appearance as a witness or other participation in a proceeding at a time when he or she is not a named defendant or respondent in the proceeding.

10.4 The Corporation, by resolution of the Board of Directors, may, but shall not be obligated to, indemnify and advance expenses to an employee or agent of the Corporation to the same extent and subject to the same conditions under which the Corporation may indemnify and advance expenses to Directors, officers and committee members under this Article X.

10.5 The indemnification provided by this Article X shall not be exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law or under any agreement or otherwise.

10.6 The Corporation may, but shall not be obligated to, maintain insurance at its expense to protect itself and any person who is or was a Director, officer, committee member, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, committee member, partner, venturer, proprietor, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any liability asserted against him or her and any liability, cost or expense incurred by him or her in such capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify such person against that liability under this Article X or Wisconsin law.

ARTICLE XI

SPECIAL PROVISIONS RELATING TO CHARITABLE STATUS

11.1 The affirmative vote of two-thirds of the full Board of Directors at any meeting of Directors shall be required to approve the distribution of assets upon dissolution of the Corporation. The notice of the meeting at which any such action is to be considered shall set forth the subject of the action or actions to be approved.

11.2 No Director, officer or committee member shall, on behalf of the Corporation, devote more than an insubstantial part of his or her activities to attempting to influence legislation by propaganda or otherwise, or participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.

11.3 The Corporation directs that on discontinuance of the organization by dissolution or otherwise the assets are to be transferred to the State of Wisconsin or to an educational, religious, charitable, or other similar organization that is qualified as a charitable organization under Section 501(c)(3) of the Code. Thus, upon dissolution or discontinuance of the Corporation, will direct that the assets of the Corporation be distributed to the State of Wisconsin or to one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. In particular, the Board of Directors will give preference with regard to such distribution of assets to an organization with similar purposes to the Corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, provided that such distribution is legal and does not alter the Corporation's tax-exempt status under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such exempt purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such exempt purposes.