

File Number 5721-626-3



Whereas, ARTICLES OF INCORPORATION OF PROJECT SIMON 2000 INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE JANUARY 1, A.D. 1987.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 11TH day of MARCH A.D. 19 93 and of the Independence of the United States the two hundred and 17TH.



George H. Ryan
SECRETARY OF STATE

FORM NP-102.10
(Revised 5-88)

ARTICLES OF INCORPORATION

(Do Not Write in This Space)

SUBMIT IN DUPLICATE
Payment must be made by Certified Check, Cashiers' Check, Illinois
Attorney's Check, Illinois C.P.A.'s Check or Money Order, payable
to "Secretary of State"
DO NOT SEND CASH!

Date Paid : 11-93
Filing Fee \$50
Clerk \$

TO: JIM EDGAR, Secretary of State

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986", the undersigned incor-
porator(s) hereby adopt the following Articles of Incorporation.

Article 1. The name of the corporation is: Project Simon 2000 MH

Article 2. The name and address of the initial registered agent and registered office are:

Registered Agent	<u>SCNSR Registered Agent, Inc.</u>		
	First Name	Middle Name	Last Name
Registered Office	<u>8000 Sears Tower</u>		
	Number	Street	(Do Not Use P.O. Box)
	<u>Chicago</u>	<u>IL</u>	<u>60606</u>
	City	Zip Code	County
			<u>Cook</u>

Article 3. The first Board of Directors shall be 7 in number, their names and addresses being as follows:
(not less than three)

Directors' Names	Number	Street	Address City	State
<u>John M. Johnson,</u>		<u>11132 S. Hoyne,</u>	<u>Chicago,</u>	<u>IL 60643</u>
<u>Marfield Johnson,</u>		<u>11132 S. Hoyne,</u>	<u>Chicago,</u>	<u>IL 60643</u>
<u>Rachel Laird,</u>		<u>8423 W. 99th Terr., Bldg. 35,</u>	<u>#216, Palos Hills,</u>	<u>IL 60465</u>
<u>Jacqueline Burton,</u>		<u>5050 S. Lake Shore Dr.,</u>	<u>#3409, Chicago,</u>	<u>IL</u>
<u>See Attachment</u>				

Article 4. The purposes for which the corporation is organized are:

See Attachment

EXPEDITED

MAR 11 1993

SECRETARY OF STATE

PAID
MAR 11 1993

Is this corporation a Condominium Association as established under the Condominium Property Act? Yes No (Check one)

Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? Yes No (Check one)

Is this a Homeowner's Association which administers a common-interest community as defined in sub-section (c) of Section 9-102 of the Code of Civil Procedure? Yes No

Article 5. Other provisions (please use separate page):

727-626-3

NAMES & ADDRESSES OF INCORPORATORS

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true. Dated March 10, 19 93.

Table with 2 columns: Signatures and Names, Post Office Address. Row 1: Deborah A. Westphal, 8000 Sears Tower, Chicago, IL 60606.

Signatures must be in ink on original document. Carbon copy, wax or rubber stamp signatures may only be used on the true copy.

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.

The registered agent cannot be the corporation itself.

The registered agent may be an individual, resident in this State, or a domestic or foreign corporation, authorized to act as a registered agent.

The registered office may be, but need not be, the same as its principal office.

A corporation which is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors.

FOR INSERTS - USE WHITE PAPER - SIZE 8 1/2 x 11

File # Form NP-102.10 ARTICLES OF INCORPORATION under the GENERAL NOT FOR PROFIT CORPORATION ACT of

FILED

MAR 11 1993

GEORGE H. RYAN SECRETARY OF STATE

SECRETARY OF STATE DEPARTMENT OF BUSINESS SERVICES CORPORATION DIVISION SPRINGFIELD, ILLINOIS 62762 TELEPHONE (217) 782-6863

These Articles Must Be Executed and Filed in Duplicate

filing fee \$50

C 1575

NFP-110.30
(Rev. Jan. 1987)

Submit in Duplicate

Remit payment in Check or Money
Order, payable to "Secretary of
State."

DO NOT SEND CASH!

GEORGE H. RYAN
Secretary of State
State of Illinois

ARTICLES OF AMENDMENT
Under the
GENERAL NOT FOR PROFIT CORPORATION ACT

File # 5771-626-3

This Space For Use By Secretary of State	
Date	12-10-93
Filing Fee	25.
Approved	[Signature]

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986," the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is PROJECT SIMEON 2000

(Note 1)

ARTICLE TWO The following amendment to the Articles of Incorporation was adopted on Nov. 29,
19 93 in the manner indicated below ("X" one box only.)

- By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (Note 2)
- By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45 of this Act. (Note 3)
- By the members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation or the bylaws, in accordance with Section 110.20. (Note 4)
- By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20 of this Act. (Note 4)

(INSERT RESOLUTION)

SEE ATTACHED

PAID

DEC 14 1993

EXPEDITED

DEC 10 1993

SECRETARY OF STATE

1137.0344

Attachment

The corporation is organized exclusively for charitable, scientific, religious or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. In furtherance thereof, the objectives of the corporation are to provide vocational students in the City of Chicago the opportunity to more fully develop and utilize their skills.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the corporation may consist of carrying on propaganda or attempting to influence legislation. The corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these by-laws, 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(If space is insufficient, attach additional pages size 8 1/2 x 11)

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated November 29, 19 93

PROJECT SIMEON 2000

attested by *Marifield Johnson*
(Signature of Secretary or Assistant Secretary)
Marifield Johnson, Secretary
(Type or Print Name and Title)

by *John M. Johnson*
(Signature of President or Vice President)
John M. Johnson, President
(Type or Print Name and Title)

NOTES AND INSTUCTIONS

- NOTE 1: State the true exact corporate name as it appears on the records of the Office of the Secretary of State, BEFORE any amendments herein reported.
- NOTE 2: Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote.
- NOTE 3: Director approval may be (1) by vote at a director's meeting (either annual or special) or (2) consent, in writing, without a meeting.
- NOTE 4: All amendments not adopted under Sec. 110.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the members approve the amendment.

Member approval may be (1) by vote at a members meeting (either annual or special) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding members entitled to vote on the amendment. (but if class voting applies, then also at least a 2/3 vote within each class is required).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote and not less than a majority within each when class voting applies. (Sec. 110.20)

- NOTE 5: When a member approval is by written consent, all members must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)

FORM NFP-110.30

File No.

ARTICLES OF AMENDMENT
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT

Filing Fee \$25

Filing Fee for Re-States Articles \$100

FILED

DEC 10 1993

GEORGE H. RYAN
SECRETARY OF STATE

RETURN TO:

Department of Business Services
Secretary of State
Springfield, Illinois 62756
Telephone (217) 782-1832

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: DEC 20 2011

PROJECT SIMEON 2000
11132 S HOYNE AVE
CHICAGO, IL 60643

Employer Identification Number:
36-3877991

DLN:
301346034

Contact Person:
MARIA S TRITCH

ID# 31549

Contact Telephone Number:
(877) 829-5500

Public Charity Status:
509(a)(2)

Dear Applicant:

Our letter dated January 6, 1994, stated you would be exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, and you would be treated as a public charity, rather than as a private foundation, during an advance ruling period.

Based on the information you submitted, you are classified as a public charity under the Code section listed in the heading of this letter. Since your exempt status was not under consideration, you continue to be classified as an organization exempt from Federal income tax under section 501(c)(3) of the Code.

Publication 557, Tax-Exempt Status for Your Organization, provides detailed information about your rights and responsibilities as an exempt organization. You may request a copy by calling the toll-free number for forms, (800) 829-3676. Information is also available on our Internet Web Site at www.irs.gov.

If you have general questions about exempt organizations, please call our toll-free number shown in the heading.

Please keep this letter in your permanent records.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely yours,



Lois G. Lerner
Director, Exempt Organizations

Letter 1050 (DO/CG)

BY-LAWS
OF
PROJECT SIMEON 2000

ARTICLE I

Purpose

OPTIONAL 501(c)(3) LANGUAGE:

The corporation is organized exclusively for charitable, scientific, religious or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. In furtherance thereof, the objects of the corporation are to provide vocational students in the City of Chicago the opportunity to more fully develop and utilize their skills.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the corporation may consist of carrying on propaganda or attempting to influence legislation. The corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these by-laws, 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section-170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes or shall at the time qualify as an exempt organization or organizations under section-501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE II

Offices

The corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent, which agent may be either an individual resident in the State of Illinois whose business office is identical with such registered office, or a domestic corporation for profit or a foreign corporation for profit authorized to conduct affairs in the State of Illinois that is authorized by its articles of incorporation to act as such agent having a business office identical with such registered office, and may have other offices within or without the State of Illinois as the board of directors may from time to time determine.

ARTICLE III

Members

Section 1: Qualification and Selection of Members. The board of directors may determine the qualifications for membership and the manner in which members may be elected. Until the board of directors otherwise determines, the members of the board of directors from time to time shall constitute the members of the corporation. Election as a director for a term shall constitute election as a member for a like term.

Section 2: Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE IV

Meetings of Members

Section 1: Annual Meeting. An annual meeting of the members shall be held on the third Tuesday in September each year, beginning with the year 1993, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If such day be a legal holiday, the meeting shall be held at the same hour on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members called as soon thereafter as conveniently may be.

PROJECT SIMEON 2000

Article 4. The purpose for which the corporation is organized:

The purpose for Project Simeon 2000 is to provide enhance academic, social, and creative, experiences such as workforce development, affordable low to moderate housing for the community and Simeon alumni through educational, mentoring and charitable outreach to youths, and the community.

Article 5. Other provisions:

- a. Said, organization is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt to organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purposes clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is than located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 2: Special Meeting. Special meetings of the members may be called by any of the president, the board of directors or a majority of the members of the corporation.

Section 3: Place of Meeting. The board of directors may designate any place, either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois, provided, however, that if all of the members shall meet at any time and place, either within or without the State of Illinois, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4: Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than five nor more than sixty days before the date of such meeting, or in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets not less than twenty nor more than sixty days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered three business days after it is deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5: Informal Action by Members. Any action required to be taken at a meeting of the members of the corporation entitled to vote, or any other action which may be taken at a meeting of members, may be taken without a meeting and without a vote if a consent in writing, setting forth the action so taken, shall be signed either (i) by all of the members entitled to vote with respect to the subject matter thereof or (ii) by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting.

Section 6: Quorum. The members holding a majority of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7: Proxies. At any meeting of members a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

ARTICLE V

Board of Directors

Section 1: General Powers. The affairs of the corporation shall be managed by its board of directors. The directors may also be designated trustees.

Section 2: Number, Tenure and Qualification. The number of directors shall be at least seven and not more than eleven. Each director shall hold office until the next annual meeting of the members and until his or her successor shall have been elected and qualified. Directors need not be residents of Illinois.

Section 3: Regular Meetings. A regular meeting of the board of directors shall be held without other notice than this by-law jointly with the annual meeting of members or immediately after, and at the same place as, the annual meeting of members. The board of directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the board without other notice than such resolution.

Section 4: Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any director. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the board called by them.

Section 5: Notice. Notice of any special meeting of the board of directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail, overnight courier service, telecopy or telegram to each director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered three business days after being deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, overnight courier service or telecopy, such notice shall be deemed to be delivered the following business day. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a

director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws, except that no special meeting 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.

Section 6: Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7: Manner of Acting. 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 of directors, except where otherwise provided by law or by the articles of incorporation or by these by-laws. Directors or non-director committee members may participate in and act at any board of directors or committee meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with one another. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 8: Vacancies. Any vacancy occurring in the board of directors, or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 9: Informal Action by Directors. Any action required to be taken at a meeting of the directors of the corporation, or any other action which may be taken at a meeting of directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors and all the non-director committee members entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be.

Section 10: Removal. A director may be removed, with or without cause, at any time, by the affirmative vote of two-thirds of the votes present and voted at a meeting of members entitled

to vote, called for such purpose, at which a quorum is present. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at such meeting.

Section 11: Committees. (a) The board of directors by a vote of a majority of the directors may create one or more committees and appoint directors or such other persons as the board designates, to serve on the committee or committees. Each committee shall have two or more directors, a majority of its membership shall be directors, and all committee members shall serve at the pleasure of the board.

(b) Unless the appointment by the board of directors requires a greater number, a majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may act by unanimous consent in writing without a meeting and, subject to action by the board of directors, the committee by majority vote of its members shall determine the time and place of meetings and the notice required therefor.

(c) To the extent specified by the board of directors, each committee may exercise the authority of the board of directors under Section 108.05 of the Not For Profit Corporation Act of 1986 (the "Act"); provided, however, a committee may not:

(1) Adopt a plan for the distribution of the assets of the corporation, or for dissolution;

(2) Approve or recommend to members any act the Act requires to be approved by members;

(3) Fill vacancies on the board or on any of its committees;

(4) Elect, appoint or remove any officer or director or member of any committee, or fix the compensation of any member of a committee;

(5) Adopt, amend, or repeal the by-laws or the articles or incorporation;

(6) Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the corporation; or

(7) Amend, alter, repeal or take action inconsistent with any resolution or action of the board of directors when the resolution or action of the board of directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.

(d) The board of directors may create and appoint persons to a commission, advisory body or other such body which may or may not have directors as members, which body may not act on behalf of the corporation or bind it to any action but may make recommendations to the board of directors or to the officers.

ARTICLE VI

Officers

Section 1: Officers: The officers of the corporation shall be a president, a secretary and a treasurer and such other officers as may be elected in accordance with the provisions of this Article VI. The board of directors may elect or appoint such other officers, including one or more vice presidents and assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person.

Section 2: Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3: Removal. Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the board of directors for the unexpired portion of the term.

Section 5: President. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The president shall preside at all meetings of the members and of the board of directors. He or she may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 6: Vice Presidents. In the absence of the president or in the event of his or her inability or refusal to act, the vice presidents, in the order of their seniority, shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice presidents shall perform such other duties as from time to time may be assigned to them by the president or by the board of directors.

Section 7: Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine. The treasurer shall: have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the board of directors; and in general perform all the duties incident to the offices of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

Section 8: Secretary. The secretary shall keep minutes of the meetings of the members of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records of the corporation; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

Section 9: Assistant Treasurers and Assistant Secretaries.
If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the board of directors.

ARTICLE VII

Director Conflict of Interest

Section 1: If a transaction is fair to the corporation at the time it is authorized, approved or ratified, the fact that a director of the corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.

Section 2: In a proceeding contesting the validity of a transaction described in Section 1, the person asserting validity has the burden of proving fairness unless (i) the material facts of the transaction and the director's interest or relationship were disclosed or known to the board of directors or committee consisting entirely of directors and the board or committee authorized, approved or ratified the transaction by the affirmative votes of a majority of disinterested directors, even though the disinterested directors be less than a quorum; or (ii) the material facts of the transaction and the director's interest or relationship were disclosed or are known to the members entitled to vote, if any, and they authorized, approved or ratified the transaction without counting the vote of any member who is an interested director.

Section 3: The presence of the director, who is directly or indirectly a party to the transaction described in Section 1, or a director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the board of directors or a committee of the board takes action on the transaction.

Section 4: For purposes of this Article, a director is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the director has a material financial interest or of which the director is an officer, director or general partner.

ARTICLE VIII

Indemnification of Directors and Officers

(a) The corporation shall indemnify each director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director or officer of the corporation, or who is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) The corporation shall indemnify each director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application

that, despite that adjudication of liability but in view of all the circumstances of the case, such director or officer is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) The corporation shall indemnify each director and officer who is held to be a fiduciary under any employee pension, profit sharing or welfare plan or trust of the corporation or any of its divisions and who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was such a fiduciary and was serving as such at the request of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding for any breach of any of the responsibilities, obligations or duties imposed upon fiduciaries by the Employee Retirement Income Security Act of 1974 and any amendments thereto, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of such plan or trust, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of such plan or trust, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The provisions of all the following paragraphs of this Article relating to directors, officers, employees or agents shall apply also to directors, officers, employees or agents held to be fiduciaries under this paragraph (c), specifically including the power of the corporation (under paragraph (h)) to purchase and maintain insurance on behalf of such fiduciaries.

(d) To the extent that a person who is or was a director, officer, employee or agent of the corporation, or of any other corporation, partnership, joint venture, trust or other enterprise with which such person is or was serving in such capacity at the request of the corporation, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a), (b) and (c) of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified

against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(e) Any indemnification under paragraphs (a), (b) and (c) of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in paragraphs (a), (b) or (c). Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable but a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members entitled to vote.

(f) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

(g) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a director or officer seeking indemnification may be entitled under any statute, provision in the corporation's articles of incorporation, by-law, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

(h) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person 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 such person against such liability under the provisions of this Article.

(i) For purposes of this Article, references to "the corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such merging corporation or is or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

(j) For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on or involves services by such director, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article.

(k) The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

ARTICLE IX

Contracts, Checks, Deposits & Funds

Section 1: Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner, as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

Section 3: Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

Section 4: Gifts. The board of directors or the president may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE X

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI

Fiscal Year

The fiscal year of the corporation shall end on the last day of December in each year.

ARTICLE XII

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or by the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to

such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

Amendments to By-Laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, provided that at least two days' written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

About Us

John Michael Johnson, Sr., Founder and CEO.

Mr. Johnson is currently employed by the City of Chicago as a tradesman, project manager and trainer for more than 300 tradesmen. He served as president of Simeon's Local School Council from 1990 – 2000. He developed an employment and training model for students for the Mayor's Office of Employment and Training. He has coached and mentored hundreds of students. He attended Southern Illinois University and the University of Houston Industrial Technology and Industrial Supervision . He is a 1976 graduate of Simeon Vocational High School.

John Michael Johnson, II, Vice-President

Educator and athletic coach.. Mr. Johnson is founder/president of Faith Investments and one of the first carpentry students of Project Simeon 2000. He is a 1995 graduate of Simeon Vocational High School. He holds a BS in Education from Northern Illinois University and attended Harvard University received a certification in Community Development .

Ysmin K. Johnson, Secretary

Mrs. Johnson is a Sr. Corporate Tax Consultant for CNA Insurance Companies. She holds a BS in Accounting from DePaul University. An excellent organizer and administrator Mrs. Johnson is also an honorary Simeon Alumnus.

Ardell Young, Treasurer emeritus

Mr. Young is a retired Vice President in the banking industry. He is the former executive director of Neighborhood Housing Service of West Englewood and Project Simeon 2000's first corporate partner.

LaKeisha D. Charles, Project Manager

Field Recruiter for Heartland Food Corporation. Ms. Charles is a graduate of Simeon Career Academy, class of 1998 and has a B.A. in Sociology from Chicago State University. She is also a coach for the Chicagoland United Elite cheer team.

Tommie Davidson, Project Manager

President and CEO of Tommie Davidson Printing Company. Mr. Davidson is a graduate of Simeon Vocational High School's class of 1975 and has a BS in Education from Central State University. He is a former Park Supervisor for the Chicago Park District.

Devon H. Fason, Project Manager

Computer Programmer for marketing firm, Leo J. Shapiro. Mr. Fason is a graduate of Simeon Vocational High School's class of 1997 as a top ten graduate on the National Honor Society. He has a B.A. in Computer Science from North Central College. He is also a partner of Laughing on the 9 Entertainment. Small business owner

Kimberly D. Fason, Public Relations Coordinator

Trading Administrator for the public securities sector of Heitman Real Estate Securities. Mrs. Fason is a graduate of Simeon Career Academy's class of 1998. She earned a real estate license at the Chicago Association of Realtors and practices real estate with Century 21 Hometown.

Charmaine Jackson-Jones, Project Manager

Ms. Jones is a graduate of Simeon Vocational High School's class of 1987. She is an entrepreneur offering services such as barber, bartending and armed security. She is PS2's Cinderella Project coordinator.

Selena King, Project Manager

Graduate of Simeon Career Academy's class of 2000, Ms. King works for Action for Healthy Kids a national non-profit that focuses on fighting childhood obesity. Ms King holds a B.S. in Communication from Bradley University and a Masters of Public Administration from the University of Illinois at Springfield

Onie L. Riley, Project Manager

Youth Leadership Specialist for Uhlich Children's Advantage Network (UCAN). Ms. Riley is a graduate of Simeon Career Academy's class of 2000. She attended the University of Illinois in Urbana-Champaign on a four-year academic scholarship from the Department of Children and Family Services. She graduated in August 2004 with a B.A. in African American Studies and holds a Masters of Science in Non-Profit Management from Spertus Institute of Jewish Studies.

Alvin Scott, II, Project Manager

Civil engineer and project manager (Walsh Construction and II in One Corporation). Mr. Scott is an entrepreneur and one of the first architectural students of Project Simeon 2000. He is a 1994 graduate of Simeon Vocational High School. He holds a BS in Civil Engineering from Florida A&M University.

Cassandra Sprouse (Cassy), Project Manager

Founder/Creator of "Imagine That by Cassy", Ms. Sprouse is an event designer/coordinator. She graduated from Simeon Vocational High School in 1987 and Chicago State University in 1993. She has a background in Criminal Justice. After graduating, she spent 10 years as a Senior Special Agent/Criminal Investigator for the Federal Government.

Brain Frazier, Project Manager

Property Services Manager for Network Property Services. Mr. Frazier is a Green Technology contractor and trainer. A 1993 graduate of Simeon and the first carpentry student of Project Simeon 2000.

Willie Harris, Project Manager

A Training Specialist for CEDA, State of Illinois certified energy auditor, former City of Chicago Building Inspector, Field Architect for d'escoto Inc., Environmental Protection Agency's Certified Renovator of Lead Safe Operation and a Licensed General Contractor. He holds an AA in Architectural Technology, a B.A. in Architecture / Psychology and is a 1975 graduate of Simeon.