

**THE KEMPER FOUNDATION
BOARD OF TRUSTEES**

Proposed Recitals and Resolutions – Signatory Authority

WHEREAS, Section 7.1 of the Bylaws permits the Board to authorize any officer or agent of the Foundation to enter into any contract and sign any instrument in the name of the Foundation; and

WHEREAS, the Board wishes to authorize certain officers of the Foundation to execute and deliver various contracts, instruments and related documents in the name of the Foundation and to take further actions to effectuate the purposes and intent of those contracts, instruments and related documents.

RESOLVED, that the President of the Foundation is hereby authorized and empowered to (i) execute and deliver, in the name of the Foundation, contracts, instruments and other documents that relate to (a) the Foundation’s Kemper Scholars Program, including but not limited to separate agreements with The University of Chicago, Northwestern University, the University of Wisconsin Foundation, The University of Notre Dame du Lac and certain other educational institutions and related foundations, (b) the Foundation’s Read Conmigo program and (c) Foundation grants and sponsorships and (ii) take any and all such further action as the President of the Foundation may deem necessary or advisable to effectuate the purposes and intent of those contracts, instruments and other documents;

RESOLVED, that the President of the Foundation is hereby authorized and empowered to (i) execute and deliver, in the name of the Foundation, contracts, instruments and other documents that relate to the Foundation’s retention of service providers or other outside advisors and experts in connection with Foundation-related matters, including but not limited to (a) agreements with one or more affiliates of Kemper Corporation to provide services to the Foundation, (b) an engagement letter with CliftonLarsonAllen LLP (“CLA”) to assist the Foundation in connection with matters including the submission of filings to the Internal Revenue Service to change the Foundation’s status to a private nonoperating foundation and obtain advanced approval of certain granting activities, (c) annual audit and tax engagement letters and (d) legal engagement letters and (ii) take any and all such further action as the President of the Foundation may deem necessary or advisable to effectuate the purposes and intent of those contracts, instruments and other documents;

RESOLVED, that the President and Treasurer of the Foundation are hereby authorized and empowered to (i) execute and deliver, in the name of the Foundation, any other contracts, instruments and documents not otherwise enumerated in this consent that (a) such officer deems to be in furtherance of the goals and objectives of the Corporation and (b) involves payments by the Foundation that total \$25,000.00 or less and (ii) take any and all such further action as the President of the Foundation may deem necessary or advisable to

effectuate the purposes and intent of those contracts, instruments and other documents;
and

RESOLVED, that the authority and power given hereunder shall be deemed retroactive and any and all prior actions taken by the President or the Treasurer of the Foundation, as applicable, with the same purpose and intent of the foregoing resolutions prior to their approval hereof are hereby ratified, approved and confirmed.