

AMENDED AND RESTATED

BY-LAWS

OF

FOOD ALLERGY RESEARCH & EDUCATION, INC.

Adopted as of October ___, 2018

(A NEW YORK NOT-FOR-PROFIT CORPORATION)

ARTICLE I NAME AND OFFICES

The name of the organization is Food Allergy Research & Education, Inc. (the “Corporation”). The principal office of the Corporation shall be located in the County of New York, State of New York. The Corporation may also have other offices within and without the State of New York as the Corporation’s Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II PURPOSE

The purposes of the Corporation shall be those set forth in its Certificate of Incorporation, as may be amended from time to time (the “Certificate of Incorporation”).

ARTICLE III NO MEMBERS

The Corporation shall have no members.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 Powers and Number. The affairs and property of the Corporation shall be managed by or under the direction of the Board of Directors (the “Board”) subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein. The number of directors shall be at least three (3). Subject to the limitation on the minimum number of directors set forth in this Section 4.1, the number of directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the Entire Board and no decrease shall shorten the term of any director then in office. As used in these by-laws, the term “Entire Board” shall mean the total number of directors entitled to vote which the Corporation would have if there were no vacancies on the Board.

Section 4.2 Election and Term of Office. To become a director, a person shall be nominated by a director and elected by a majority of the Board. For the purpose of staggering the directors' terms of office, the Board shall divide the directors serving at the time of the adoption of these by-laws, and any additional directors appointed at such time, into three classes as nearly equal in number as possible, and shall appoint each such class to a term of three (3) years or less as follows: “Class A” shall be appointed for an initial term of one (1) year, “Class B” shall be appointed for an initial term of two (2) years, and “Class C” shall be appointed for an initial term of three (3) years; in each case, with such term expiring on December 31 of the year in which such anniversary occurs. At the conclusion of these initial terms, all subsequent terms shall be for a period of three (3) years ending on December 31, thus accomplishing a succession of staggered three-year terms with approximately one-third (1/3) of the Board eligible for reappointment or replacement each year. In the event of an increase or decrease in the number of directors, additional directors may be elected to terms of one, two, or three years as may be necessary to maintain equality in numbers among the classes of directors. Directors may serve a maximum of two consecutive terms, after which such person will be eligible to serve again as a director one year

from the date such person's second consecutive term expired or terminated; provided, however, that any time spent by a director filling the unexpired term of a vacated directorship occurring by reason of the death, resignation, or removal of a prior director, shall not count towards calculation of a consecutive term.

Section 4.3 Qualification for Directors. Each director shall be at least 18 years of age.

Section 4.4 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the authorized number of directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board by the vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director elected to fill a vacancy occurring by reason of the death, resignation, or removal of a prior director, shall serve for the unexpired term of his or her predecessor and until his or her successor is elected and qualified or until his or her death, resignation or removal, and such time spent by a director filling the unexpired term of a vacated directorship shall not count towards calculation of a consecutive term.

Section 4.5 Removal. Any director may be removed at any time for cause at a regular or special meeting called for that purpose by a majority of the Entire Board or by such other means as permitted by applicable law.

Section 4.6 Resignation. Any director may resign from the Board at any time by giving written notice to the Board, the Chief Executive Officer, the Chair, or the Secretary of the Corporation. Unless otherwise specified in the notice for a future date, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignation shall discharge any accrued obligation or duty of a director, or be deemed effective prior to the time of its delivery to the Board in accordance with the provisions of this Section 4.6.

Section 4.7 Meetings. The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Special meetings of the Board may be held at any time upon the call of (i) the Chief Executive Officer or (ii) any director upon the written demand of not less than one-fifth of the Entire Board; in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

Section 4.8 Notice of Meetings. Notice of a meeting may be sent by mail, telephone, facsimile transmission, telegraph, courier service, electronic mail or hand delivery, directed to each director at his or her address or contact information as it appears on the records of the Chief Executive Officer. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Notice of any regular meeting for which the time and place is not fixed by the Board must be given to each director not less than five (5) days before such meeting. Notice of a special meeting of the Board must be given to each director not less than five (5) days before such meeting, provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight (48) hours before the time at which such meeting is to be held if given personally, by telephone, by facsimile transmission or by electronic mail, unless

the meeting relates to an emergency which must be resolved within forty-eight (48) hours, in which case notice shall be given as promptly as possible. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

Section 4.9 Quorum. At each meeting of the Board, the presence of a majority of the Entire Board shall constitute a quorum for the transaction of business or any specified item of business. If a quorum is not present at any meeting of the Board, a majority of the directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any directors who were not present at the time of the adjournment.

Section 4.10 Voting. Except as otherwise provided by statute or these by-laws, the vote of a majority of the directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board.

Section 4.11 Meeting by Remote Communication. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or a committee thereof.

Section 4.12 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 4.13 Compensation. The Corporation shall not pay compensation to directors for services rendered to the Corporation in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. A director may receive reasonable compensation for the performance of services provided to the Corporation in any capacity separate from his or her responsibilities as a director when so authorized by a majority of the directors then in office and in accordance with the Corporation's Conflict of Interest Policy.

ARTICLE V COMMITTEES; ADVISORY BOARDS

Section 5.1 Executive Committee and Other Committees of the Board. The Board, by resolution adopted by a majority of the Entire Board, may designate from among the directors an Executive Committee and other committees of the Board consisting of three (3) or more directors. Each committee of the Board shall have such authority as the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- (a) The filling of vacancies on the Board or in any committee.
- (b) The amendment or repeal of the by-laws, or the adoption of new by-laws.
- (c) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Section 5.2 Quorum and Action by Committee. Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee shall be the act of the committee. The procedures and manner of acting of the committees of the Board shall be subject at all times to the directions of the Board.

Section 5.3 Alternate Members. The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member or members at any meeting of such committee.

Section 5.4 Committees of the Corporation; Advisory Boards. The Board, by resolution adopted by a majority of the Entire Board, may designate one or more (i) committees of the Corporation or (ii) advisory boards to the Corporation. Members of any committee or advisory board of the Corporation may be, but are not required to be, directors of the Corporation. No committee or advisory board of the Corporation shall have the power to bind the Corporation.

ARTICLE VI OFFICERS, EMPLOYEES, AND AGENTS

Section 6.1 Officers. The officers of the Corporation may consist of a Chief Executive Officer, a Chairman, a Secretary, and a Treasurer. The Board may from time to time appoint such other officers, including one or more Vice Chairs, as it may determine. All officers shall be chosen by the Board.

Section 6.2 Election, Term of Office, and Qualifications. The officers of the Corporation shall be elected annually by a majority vote of the Board at the annual meeting of the Board, and each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. Except as may otherwise be provided in the resolution of the Board electing an officer, no officer need be a director. One person may hold, and perform the duties of, more than one office, except that the same person may not hold the offices of Chair and Secretary. All officers shall be subject to the supervision and direction of the Board.

Section 6.3 Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the Entire Board.

Section 6.4 Resignations. Any officer may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice for a future date, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective. No resignation shall be deemed effective prior to the time of its delivery to the Board in accordance with the provisions of this Section 6.4.

Section 6.5 Vacancies. The Board shall fill a vacancy in any office for the unexpired term of such office.

Section 6.6 Chief Executive Officer. The Chief Executive Officer shall have the general powers and duties of supervision and management of the Corporation which usually pertain to his or her office, and shall keep the Board fully informed of the activities of the Corporation. The Chief Executive Officer shall serve as an ex-officio member of the Board, having all of the rights and privileges of other directors, but shall not be entitled to make or second any motion or to vote on any matter before the Board, and the presence of the Chief Executive Officer will not be considered in determining the existence of a quorum or a majority for any purpose under these bylaws. The Chief Executive Officer shall perform all such other duties as are properly required of him or her by the Board. He or she has the power to sign and execute alone in the name of the Corporation all routine contracts that arise in the ordinary course of business and as contemplated by the Corporation's budget, in addition those contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.

Section 6.7 Chair of the Board. The Chair shall preside at all meetings of the Board and shall have such powers and perform such duties as usually pertain to his or her office or as are properly required of him or her by the Board.

Section 6.8 Vice Chair. Each Vice Chair may be designated by such title as the Board may determine, and each such Vice Chair in such order of seniority as may be determined by the Board, shall, in the absence or disability of the Chair perform the duties and exercise the powers of the Chair. Each Vice Chair also shall have such powers and perform such duties as usually pertain to his or her office or as are properly required of him or her by the Board.

Section 6.9 Secretary. The directors may, from time to time, as determined and authorized by resolution of the Board, designate a secretary of the Corporation, with such duties as may be specified by the Board by resolution.

Section 6.10 Treasurer. The directors may, from time to time, as determined and authorized by resolution of the Board, designate a treasurer of the Corporation, with such duties as may be specified by the Board by resolution.

Section 6.11 Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 6.12 Compensation. Any officer, employee, or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Entire Board, and only when so authorized and in accordance with the Corporation's Conflict of Interest Policy.

ARTICLE VII EXECUTION OF INSTRUMENTS

Section 7.1 Contracts and Instruments. The Board, subject to the provisions of the Corporation's Conflict of Interest Policy, may authorize any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 7.2 Deposits. The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

Section 8.1 Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a director or officer of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 8.2 Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors and officers pursuant to this Article VIII, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 8.1 above.

ARTICLE IX GENERAL PROVISIONS

Section 9.1 Fiscal Year. The fiscal year of the Corporation shall end on June 30 of each year unless otherwise provided by the Board.

Section 9.2 Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization, and the words "Corporate Seal, Not-for-Profit, New York." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 9.3 Books and Records. The Corporation shall keep at the office of the Corporation correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these by-laws, all resolutions of the Board, and all minutes of meetings of the Board and committees thereof.

Section 9.4 Annual Returns. The Entire Board shall review the Corporation's annual filing with the Internal Revenue Service prior to it being filed.

Section 9.5 Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

ARTICLE X AMENDMENTS

These by-laws may be altered, amended, or repealed by the affirmative vote of the majority of the Entire Board present at any meeting of the Board at which a quorum is present, except a two-thirds vote of the Entire Board shall be required for any amendment to add or remove a provision of these by-laws requiring a greater proportion of directors to constitute quorum or a greater proportion of votes necessary for the transaction of business. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.

ARTICLE XI NON-DISCRIMINATION

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

ARTICLE XII REFERENCE TO CERTIFICATE OF INCORPORATION

References in these by-laws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these by-laws. In the event of a conflict between the Certificate of Incorporation and these by-laws, the Certificate of Incorporation shall govern.