

Constitution of the
J. M. Burguières Family

Preamble: (Adapted from mission statement adopted 4/29/00) This document is the Constitution of the J.M. Burguières Family Assembly. The term “Family” used throughout this text refers to the Family Assembly as defined on page 7.

Mission: To achieve an appropriate balance of monetary, personal and family values for the descendants of Jules Martial Burguières and to enhance and preserve those values in perpetuity.

Vision for the Family:

- Manage the affairs of the Family in conformity with the highest ethical standards and solid Christian values.
- Develop and maintain an environment fostering effective family and interpersonal relations.
- Encourage education of future generations, in part by providing education and development pertaining to the Family and the Family business. Carefully select and adequately prepare them for the succession in leadership and governance of both the J. M. Burguières Company (“the Company”) and the Family, and in the community at large.
- Provide open lines of communication, meetings, events and governance structures to cultivate an inclusive family, shareholder and organizational climate.

- Participate actively in our business and personal communities, serving as responsible citizens and offering aid to those in need.
- Preservation of family history and genealogy.

Success will be defined to the extent to which the Family name becomes synonymous with good character, philanthropy, and commitment to each other and our communities.

Family Assembly's Vision for the Company:

- The Family wants the Company to have a reputation for maintaining its asset interests (primarily land) in first-class condition and for rehabilitating and preserving those assets it may acquire. The Family also wants all business dealings to be conducted in conformity with the highest ethical standards.
- The Company is primarily a land holding organization with real property interests in South Louisiana, South Florida and West Texas. The Family believes that there is innate value in the ownership of raw land. Because of this deeply held belief, the Company should be primarily an acquirer of land when the opportunity arises. The Family does not want the Company to engage in speculative investment, but rather views each acquisition as having a long-term investment horizon.
- The Family firmly believes that the Company should remain headquartered near its founding in Franklin, Louisiana.
- The Family would be willing to give up some distributions for growth and wants management to engage in positive, ethical practices to generate profits. While the Family believes strongly in maintaining business interests in South Louisiana, Florida and Texas,

we recognize the challenges in obtaining suitable assets in those areas. So long as the investment criteria above are met, the Family would endorse the consideration of properties outside the areas of initial holdings. The Family prefers to retain property/rights and will only release them grudgingly. The Family feels very strongly that the original South Louisiana properties be maintained in perpetuity to the extent possible.

- The Family would prefer to pay out at least a minimum annual distribution of earnings to provide sufficient funding for shareholders' income taxes.
- The Family currently has no family member or shareholder employees and for reasons related to family harmony would prefer that no family member become a full-time employee so long as the Company does not maintain active operations.

Should the Board of Directors structure prove stable enough to support an operating business unit, then, and only then, will the Family endorse having family members as full-time employees. Once active operations begin family members may be considered based on their qualifications and business needs as per policy standards for employment. The Family desires management to be open to family employees and to employ/promote them to the highest level of interest and ability. In order to be considered for employment, the Family encourages management to hire family members who have completed a college degree, have experience in the area of business where they will be employed and who have held a management role in a previous organization.

The Family will also be involved in the Company through the Family Council and Board

of Directors. The Family wants management and the Board of Directors to respect the goals and desires of the Family as expressed through the Family Council. The Family Council, in turn, understands that the Board of Directors sets policy for the business and management runs the Company, and that it will respect these boundaries as well. The Family Council desires an open and friendly dialogue with the Board of Directors about business goals, policy and culture.

Vision for Other Activities, Ownership and Governance:

- Family Foundation. The Family does not currently have a foundation but may desire to establish one at a point in the future. The goals and structure of such organization will be added to this document at the time the foundation is established.
- Ownership Group. The Family desires the Company to remain under family control (family control is defined as a majority of voting shares beneficially owned by family members) so long as the shareholder group remains committed to the success of the business. Currently the Board of Directors consists entirely of family members, but the Family recognizes there may come a time when qualified outside expertise may be required and will support such outside directors with the same ardor as family directors. Similarly, there are currently no owners in management positions outside of the Board of Directors. If circumstances arise where owners are qualified and able to take on such roles, the Family would support them so long as the established criteria for family member employment are met. The Family Council is comprised of individuals who either own shares or are in line to receive shares through inheritance. In an effort to

ensure all family members may participate in family governance, stock ownership is not a requirement for Family Council members.

Shareholders must recognize that they are members of the ownership group and not members of management, nor are they members of the Board of Directors. As owners, the shareholders must comport themselves in accordance with the principles outlined in the Vision for the Family, but also must recognize that they represent the Company as well. As such, they must be mindful that their actions are a reflection of the J. M. Burguières Company and so should be in alignment with family and Company values.

- Family Business Governance. The Family believes that the governance structure for the family business, i.e. the Board of Directors, should manage and keep the Company's assets in good condition and maximize returns on those assets while acting in accordance with the guidelines set forth in the Vision for the Company. The Board of Directors should report to the family shareholders quarterly and as material events warrant as well as in an annual meeting. The Family recognizes the amount of time and effort that the Board of Directors puts into its duties and will treat the Board of Directors with respect for their energy and commitment.
- Core Family Values. These are the values of Jules Martial Burguières, our forefather and the founder of the Company. The Family embraces these values and is committed to handing them down from generation to generation by teaching them and acting as living examples. We will strive to

- Behave with honesty, integrity and transparency.
 - Maintain a high regard for the rights and opinions of our fellow men.
 - Practice our religious beliefs and strive to enhance our spiritual lives.
 - Exercise good judgment and commitment in all we undertake.
 - Preserve the culture and traditions of our South Louisiana heritage.
 - Uphold federal, state and local laws and ordinances in our actions.
 - Be ready to act in any movement for the uplifting of humanity or for the advancement of the material interests of the communities in which we live.
- Commitment to Businesses. We are proud of our family's history of owning and managing our family business and we are committed to supporting this business for as long as our family can muster the capital, talent and passion.

Family Council and Family Assembly Meetings

Family Council Mission Statement:

The mission of the Family Council is to encourage and facilitate the unity of all family members (Family Assembly) and to develop and support a long-term family commitment to the business. The Family Assembly shall include all members of a shareholder's extended family, defined as spouses, children (including adopted and step), families of children of shareholders and family members and their spouses who are former shareholders who are at least 15 years old.

The Family Council will develop tools to promote and encourage: successful communication among all family members and between the family and business; effective involvement of family members in the business and other family activities; education of the Family on business ownership and family matters; and the resolution of family issues.

Election of Representatives:

Membership and participation: To the extent possible the Family Council shall consist of seven (7) members, five of which shall represent the extant branches of the original family, namely the heirs of Denis Philip Joseph, Ernest Aloysius, Henry Isidore, Charles Patout and Inez Burguières and two at-large positions. In the event that a branch opts not to nominate a representative, an additional at-large nomination shall be accepted from the floor. Members of the Family Council shall be nominated and elected by the Family Assembly based on individual merit.

Qualifications: Members of the Family Council shall be at least 25-years-old and not more than 70-years-old.

Before an individual can serve on the Family Council, he/she must accept the nomination, understand the responsibilities and time commitment associated with serving on the Family Council and be willing to perform the duties of a council member.

Standard process for electing Family Council members: The voting Family Assembly members shall nominate and elect the members of the Family Council. By confidential ballot, each eligible member of the Family Assembly shall vote for seven nominees. The top vote-getters from each of the five branches shall represent their branches and the top-two vote getters beyond them will hold the two at-large positions. In the event that some family branches may opt out of nominating a representative to the Family Council, the third (and subsequent) top vote getter(s) shall hold the additional at-large positions.

Procedural Issues: The Family Council Chairperson(s) shall make all reasonable efforts to notify all Family Assembly members eligible to vote 45 days in advance of an election of a Family Council member. The notification shall include an agenda of the Family Assembly meeting and shall allow members to pledge their vote on agenda decisions through a signed proxy form.

Term: Family Council members shall serve for three years. The Family Council Chairperson(s) shall serve for two years.

Terms shall be staggered. Three of the seven members of the Family Council shall serve their initial term for two years; the other four shall serve for three. As an agenda item in the first year, the Family Council shall determine which of the first Family Council members shall serve for two years.

Family Council Leadership

Family Council Chairperson(s): The Family Council shall elect a Family Council Chairperson and a deputy Family Council Chairperson. The deputy Family Council Chairperson shall serve as a Co-Chairperson, fulfilling the duties of the Family Council Chairperson when the Family Council Chairperson is absent.

Process for electing Family Council Chairperson and deputy: The Family Council members shall nominate candidates for the leader position. Before the election can proceed, the nominated candidate must accept the nomination, understand the responsibilities, and be willing to perform the duties herein described. Should there be more than two candidates, voting will take place in primary and final elections in order to ensure majority support for the elected leader.

The individual receiving the majority of votes in the final election shall be named Family Council Chairperson and shall serve in that capacity for two years. The individual receiving the second most votes shall be named deputy Council Chairperson and shall also serve for two years. At the end of the two year term, the Family Council Chairperson may be re-elected if 1) he or she is willing to accept the responsibilities and duties of the Family Council Chairperson and 2)

he or she is nominated and selected according to the rules governing the election of Family Council Chairperson and deputy Chairperson.

Responsibilities of the Family Council Chairperson:

Communicate

- with Family Assembly members about current issues, concerns and meeting topics
- with Chairman of the Board of Directors
- results from the Company and other communications to Family Assembly members

Organize and lead

- regular Family Council Meetings
- annual Family Assembly meetings

Prepare and distribute

- Family Council meeting notes
- agendas

Facilitate

- development of key family policies
- the express resolution of family concerns and conflicts

Maintain

- Family Council budget and seek Board of Directors approval
- a record of important family policies and protocols

Relationship between Family Council and Board of Directors

The Family Council creates policy for the family and the Board of Directors creates policy for the business. Both groups should work closely together and keep each other well informed of their activities and decisions. The Family Council is responsible for providing the Family with information on the Board of Directors' decisions and to act as a conduit for feedback from the Family to the Board of Directors. It is desired that a representative of the Council and Board of Directors will report to the other group at or following each meeting.

Funding of Family Council and Family Assembly

Family Council

Budget: An annual budget for the Family Council shall be prepared during the first Family Council meeting. This budget shall be presented to the Company CFO prior to the 15th of May of each year.

Reimbursement: Members of the Family Council shall be reimbursed for out-of-pocket expenses related to the Family Council such as transportation, lodging, printing, communication, meals, parking, tips and other reasonable items out of the Board of Directors-approved budget.

Family Assembly Meeting

The Company financially supports an annual Family Assembly Meeting, run in conjunction with the annual shareholders meeting. Included in these expenses are administrative costs of the

meeting, lodging and travel expenses of Family Council members and others approved by the Board of Directors.

Responsibilities and Preparation

The Family Council shall serve as a legislative body and will create rules, policies and procedures to benefit the Family. The main responsibilities of the Family Council are to:

- Plan family meetings, gatherings and formal education
- Develop loyal, informed, contributing shareholders
- Scout the Family ranks for talent to help the business
- Keep the Board of Directors informed about Family views
- Keep the Family informed about Board of Directors' decisions
- Maintain a dialogue with the Board of Directors about key policies and topics
- Communicate family and Company information to the Family
- Develop plans and policies for the Family
- Discuss current business, ownership and family issues and direction
- Guard against Family interference with the business
- Maintain Family equanimity in relationship to the business
- Represent the entire Family with fairness and impartiality
- Maintain decisiveness for the Family
- Encourage the Family to have fun together

Limitation of Power: The Family Council shall govern the Family only and shall not have any direct executive authority regarding the Board of Directors or power to run any of the Family companies.

Family Council Code of Conduct

In order to ensure open communication and create a productive environment, Family Council members will conduct themselves with honesty, integrity and mutual respect. Family Council members' actions and conduct with one another shall be aimed at building trust and harmony throughout the Family, while representing the broadest interests possible of their individual family branch and the Family as a whole.

Family Assembly

Definition: A Family Assembly is a vehicle for convening its membership on an annual basis to share information about the Family, business and shareholders, gain instruction on key skills related to the Family, discuss direction, values, policies and current issues, develop social relationships with one another, celebrate business and family successes and have fun.

Purpose: The purpose of the Family Assembly is to provide a forum in which all Family Assembly members can receive information about the business, learn key skills that apply to family business and family matters, talk about family and current issues, policies, values, and have fun.

Membership: All members of a shareholder's extended family, defined as spouses, children (including adopted and step), families of children of shareholders and family members and their spouses who are former shareholders who are at least 15 years old.

Voting qualifications for members of the Family Assembly: All Family Assembly members *i.* who attend a Family Assembly meeting in person or by proxy, and *ii. who* are at least 18 years old shall be eligible to vote on issues presented to the Family Assembly including the nomination and election Family Council members. All Family Assembly members may participate in all other activities of the Family Assembly.

Family Assembly Chairperson: The Family Council Chairperson(s) shall serve as the Family Assembly Chairperson.

Meetings: The Family Assembly shall convene at least one time per year preferably in conjunction with the Company's annual shareholder meeting. It is preferable that the Family Assembly convene in a private conference room or meeting hall off the Company premises.

Meeting agenda: The agenda of the Family Assembly will be set by the Family Assembly Chairperson(s) and shall consist of a number of pertinent items, including but not limited to:

- Nomination and election of Family Council members.
- Presentation and discussion of information about the business, family and shareholders.
- Instruction and education on key family-, business- or ownership-related skills.
- Discussion about direction, values, policies and current issues.

- Establish rules of conduct and order for all subsequent Family Assembly meetings.

Approved

Policies and Guidelines

Policy for Family members in JMB Company Operations

Standards for Family Employment:

The business will financially benefit Family members through dividends, not by providing jobs, unless or until business conditions change. The Company currently has no family member employees but the possibility for family member employees exists. The Company prefers that family members interested in pursuing full-time positions have first shown an interest in working with the family business. Family members are invited and encouraged to contact the Board of Directors regarding specific projects under way or upcoming and volunteer their efforts in those endeavors. The Company will reimburse family members for expenses incurred for the project, but the work will not be compensated. In the event there is a future need for full time employment, interviewing preference will be given to those who have shown initiative and completed such non-compensated consulting assignments.

In order to be considered for full time employment, the Family must be aware:

- There must be a real business need for the position, i.e. a real position must have previously been identified within the business.
- Family members must be more qualified than non-family candidates that could be hired from outside the Company.
- Compensation for family members will be paid according to their jobs at prevailing market rates.
- Job performance must meet the expectations of the hiring manager. The manager has full authority to discharge the family member if expectations are not met.

Family members who wish to be considered for employment must first express their interest to the Board of Directors through the Family Council. If both entities are in agreement on the candidate's qualifications and interest, then the interview process may proceed. Family members must be interviewed and hired by the president and manager of the area in which they will work.

To be hired for a full-time position in the Company, family members must meet or exceed the following standards:

- A university degree from an accredited institution.
- A graduate degree is encouraged but not required.
- A minimum of three years of outside work experience, preferably in a field where the experience gained would benefit the Company.
- Management experience in a company or organization.
- A clear interest in our Company as a career, not just to have a job.

Continued Employment Requirements:

Family members employed in the business are not guaranteed employment. In order to maintain employment, family members must meet acceptable levels of performance in their job and live up to the statement of family values. All family members must live up to the family's statement of values, especially when they are primarily employed by the Company. A family member employee, whose behavior falls short of or violates our family values, will be counseled by the Chairman of the Board and the Family Council Chairman. They will decide the right course of action to help improve a family member employee's behavior. The Family will not accept long-term violations of family values or poor performance in any position in the Company. If a

family member's behavior does not improve, he will be asked to leave the employment of the Company.

Family Compensation Policy:

Family members will be paid according to their jobs as determined by the position description written by their supervisor and approved by the Board of Directors.

Career Development Policy:

This policy will be formulated at such time as operating units are added to the Company and may be adapted from those entities.

Retirement Policy:

This policy will be formulated at such time as operating units are added to the Company and may be adapted from those entities.

Supplier Relationship Policy:

A family member who owns, or has an economic interest in, a business that can be a supplier of goods or services to the family business will be considered for contracts by the Company. No preferential treatment will be given to family members bidding on contracts as outside suppliers. Contracts shall always be awarded to suppliers who provide the most value to the Company. All material contracts between the family business and other family members' companies will be approved by the Board of Directors and announced to the Family Council.

JMB Company Policies that relate to the Family

Ownership Transfer Policies:

It is preferred that ownership of the Company remains in the Family. To ensure this, the procedures for stock transfers are addressed in the Company Articles of Incorporation. The Family Council endorses these procedures for the preservation of ownership by family members.

Stock Buyout Process and Valuation Method:

Advantages of Ownership: The Family feels that the advantages of owning shares are greater than the disadvantages. The Family believes that participation in the ownership of the company can become a source of competitive advantage. This can result from the company leveraging family familiarity and shared heritage into the ability to make quick decisions, remaining intensely loyal to one another, providing stewardship over shared assets and respecting and caring for one another.

Selling Shares: The Family recognizes, however that individuals within the Family may from time to time wish to sell all or a portion of their shares in the Company. The Family realizes that owners who are prohibited from selling shares can create high costs for the Company in terms of management time, family conflict and legal fees.

Process for Selling Shares: The Family Council will maintain a list of family members interested in acquiring shares if and when they come available. The individual wishing to sell shares to current shareholders or other family members may contact a Family Council member for that list or seek a family member buyer on their own. Seller and potential buyers shall hold

private share price negotiations and both shall have the right to purchase professional valuation services if needed. Once negotiations are complete, the transaction may be completed pursuant to the company's Ownership Transfer Policies.

Reserves Policy:

To come based on policy adopted by Board of Directors.

Dividend Policy:

The Family would prefer to pay out at least a minimum annual distribution of earnings to provide sufficient funding for shareholders' income taxes and over time, pay out at least 50% of cash flow to shareholders.

Policies for Shareholders

Shareholder Responsibilities and Rights:

The formal governance structure for the business organization and direction of shareholders shall be the shareholders meeting. The shareholders meeting shall take place on an annual basis and shall be led by the Chairman of the Board of Directors.

The primary objectives for the meeting shall be:

- Review Company performance
- Elect slate of Directors

Shareholder Responsibilities:

It is encouraged that Shareholders:

- Be knowledgeable about Company operations
- Be knowledgeable about basic Company finances and be able to read an income statement and balance sheet
- Attend shareholder meetings
- Have a knowledge of Board Member qualifications and participate in their screening
- Constructively question management, offer suggestions to management in appropriate settings and through the Family Council and not interfere in management
- Be a positive emissary for the Company
- Support management decisions publicly
- Keep appropriate Company information in strict confidence and recognize they are not entitled to information on demand

- Where possible and useful, generate business leads
- Where possible and useful, provide additional investment capital

Shareholders have a right to:

- Information on Company strategy, important organizational changes, basic financial status
- Openness by the Board of Directors and management to shareholder views on the above
- Ability to participate in the election of Board Members and vote on agenda items in accordance with the Company's By Laws and Articles of Organization.
- Fair policies that protect their interests but also require their cooperation and risk-taking
- Acceptable economic performance by the Company including reasonable dividends and capital gains
- Openness by the Family Council to any issues related to the Company and or Family.

Policies for Other Benefits for the Family:

Perquisites

The Family Council shall create a detailed list of perquisites available to members of the Family (e.g. use of the Company and family assets such as hunting leases in West Texas and vacation homes there and at Cypremort). The Council shall then determine how these perks shall be administered and paid for. The Family Council shall communicate the results of discussion to the Family Assembly for approval.

Family Office and Services:

A family office as opposed to a business office is a group of dedicated professionals and support staff that helps wealthy families to protect and preserve their assets, manage their affairs and activities and plan for their long-term success and well-being. The Family agrees that the role may exist in the future for a family office. In future, the CEO may recommend dedicated personnel for an independent family office to the Board of Directors who would then put the issue to the shareholders for approval.

Plan to Involve Family Members in Philanthropy, Civic and Other Key Family Activities:

The Family encourages each individual family member to be involved in philanthropic and community activities. The Family believes that family members who choose to contribute time and/or money to charitable causes should do so according to their own personal values.

The Family however feels that charitable causes may be more effectively supported if individual shareholders' and family members' resources are grouped together, at the sole discretion of each

family member. This would provide better focus and management of a larger pool of money for deserving causes. As such, it is agreed that a Fund be set up, to be called “The Burguières Family Charity Fund.” Among other charitable causes, The Burguières Family Charity Fund is charged with the preservation and maintenance of St. Helen’s Cemetery.

This fund will be managed by a Board of Trustees to be selected by the Family Council. Outsiders would be encouraged to contribute additional funds to increase the money available to the fund for support to charitable causes. The Trustees shall have the discretion to decide on suitable causes to whom money of the Fund will be distributed. In this, they would be guided by the Family Council Chairperson(s).

Family Ground Rules:

Confidentiality: The Family recognizes the need for strict and complete confidentiality pertaining to sensitive information regarding the Company. Information identified as confidential personal and family information should also be kept private and should not be discussed without the express written consent of the Family Council Chairperson(s).

Any request for information by members of local, national or international media groups should be reported directly to the communications officer for the Company. If no such person exists, this information will be passed on to the Family Council Chairperson(s) who will handle the situation directly.

Rules of Conduct: The Family is respected in the community and it is important that all family members conduct themselves in a manner that adds honor and esteem to the family name. Family members will conduct their personal business, and that of the Family with integrity, honesty, respect, kindness, and adherence to the laws.

The conduct of family members shall be consistent with the values statement of the Family. Family members' interactions with one another shall be aimed at building mutual trust, sustained loyalty and harmony within the Family. The Family believes that the future generations of the Family will learn the best modes of behavior and personal conduct through examples set by older relatives.

Rules for Family/Owner Managers: It is imperative that family managers and owners never demean Company employees or treat them with disrespect. The Family believes that all people are meaningful and valuable and have the right to be treated as such. Family managers and owners shall follow disciplinary processes and rules as set forth by the Company and shall have no right to supersede or change them without following the proper procedures. Any family member who mistreats or demeans a Company employee or otherwise fails to behave in accordance with the family values will be addressed by the Family Council.

Agreement on How to Arbitrate or Mediate Disputes:

The Family recognizes that unresolved conflicts within the Family are costly both emotionally and financially. The Family recognizes the need to create processes for settling disputes between family members and for helping individual family members resolve those conflicts. The Family authorizes the Family Council to address such issues as they arise.

Powers of the Family Council:

At all costs, family members should avoid filing legal actions against one another or the Company. Such activity may result in disciplinary action by the Family Counsel, including suspension from family activities and privileges associated with Family Assembly membership.

The Family Council supports non-litigious dispute resolution among family members and the Company, and, at the parties' request, will offer to assist in obtaining resolution. At all costs, family members should avoid filing unfounded, frivolous or vindictive legal actions against one

another or the Company. Such activity may result in the Family Council taking appropriate measures to discourage such actions.

Draft Only

Policies pertaining to Family Council Meetings:

Topics for Discussion

The agenda of the Family Council meeting will consist of a number of items including, but not limited to:

- Meeting goals and ground rules
- Next agenda, previous meeting notes review
- Providing/accommodating brand and personal updates (e.g. births, marriages, graduations)
- Updates on the Company and ownership topics
- Creating, altering or eliminating family policies
- Appreciations, formal and informal

The Family Council shall discuss and evaluate a number of important topics and issues on a regular basis, including but not limited to:

- What are the Family's core values?
- How do we express these values?
- How should violations of these values be addressed?
- How can we instill these values in future generations?

Ground Rules for Meetings

- The Family Council Chairperson shall regulate the discussion, setting time limits for certain topics as needed to ensure efficient discussions
- All are equal in the conversation
- Demonstrate respect
- Do not interrupt
- Strive for openness in expressing your thoughts
- Try to remain open-minded in hearing others' thoughts
- Lead comments with your point, providing additional explanation as necessary
- Be positive and professional in your comments; use "I" statements, not "you" statements in making your points; ask, don't accuse
- Constructively problem-solve
- Be on time for the start of meetings and when returning from any breaks
- Be prepared for the meetings
- Bring your calendars to the meeting to facilitate scheduling future activities
- Keep the discussions of the Council confidential
- Look to where we are going, as opposed to the past
- Acknowledge joint responsibility (including your responsibility) for successes and failures
- Remember that too little or too much emotion usually leads to poor decisions
- Keep in mind our goal is to reconstruct cohesiveness so that we can make smart decisions going forward

Communications Coordinator:

The Family Council Secretary will function in the capacity of Communications Coordinator. This person will be different from the communications officer of the Company, but will remain in close contact with that individual. The Coordinator will employ the use of fax, phone, e-mail, letter or voice to ensure that pertinent family information be passed to family members. As part of his/her responsibilities, the Communications Coordinator shall publish a quarterly newsletter that shall be distributed to all family members.

Draft Only

Appendix – Company Legacy Statement

MISSION

Through the operation of The J.M. Burguières Co., Ltd., achieve an appropriate balance of monetary, personal and family values for the descendants of J. M. Burguières and enhance and preserve those values in perpetuity.

Ethics

Manage the affairs of the company and the family in conformity with the highest ethical standards

Financial Management

Develop and maintain in perpetuity a financially sound family business engaged in utilizing its assets (primarily land) to achieve financial success.

Provide the opportunity for shareholders to convert their holdings in the JMB Companies to cash at reasonable values.

Maintain a moderate risk profile in business development activities with a capital cost to cash flow coverage, which is reasonable.

Pay out a minimum annual distribution of earnings to provide for shareholder income taxes, and over time, pay out at least 50% of cash flow to shareholders.

To the extent possible by law, maintain a tax status that achieves the most beneficial overall tax minimization position for the majority of shareholders. (Currently that objective is largely met by the corporate structure we enjoy.)

Family Functioning

Develop and maintain an environment fostering effective family and interpersonal relations among shareholders and their next generations.

Provide succeeding generations, through committees, and other means, education and development in matters pertaining to the family business. Carefully select and adequately prepare them for the succession in management and governance.

Provide open lines of communication, meetings, events and governance structures to cultivate an inclusive shareholder and organizational climate.

Make family recreational assets available to shareholders at a reasonable cost and maintain those assets in first class condition.

Governance

Attract to service and maintain a board composed of the most qualified shareholders.

Support an advisory structure composed of future generations of shareholders.

Adopted by the Board on April 29, 2000.