

**BYLAWS OF
KIDS NEED TO EAT, INC.
March 23, 2013**

ARTICLE 1: NAME & LOCATION

1. **Name.** The name of the corporation is Kids Need To Eat, Inc. (aka KN2E).
2. **Address.** The address for the registered office of the corporation is @Judith G. Storandt, 105 Race, El Dorado, Kansas 67042.
3. The corporation by resolution of its board of directors may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution, the resident agent at such resident office may be changed to any other person or corporation, including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged, and filed with the Kansas Secretary of State.

ARTICLE 2: PURPOSES AND ACTIVITIES

1. This corporation is organized to engage in any lawful charitable act or activity under the laws of Kansas relating to preventing and reducing poverty, food insecurity, homelessness, and their effects, and as such to operate exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or any future federal tax code.
2. Activities and projects of this corporation are limited to those that further the specific exempt purposes for which tax exempt recognition was granted and are to be conducted by or under the authority of this corporation operating solely and exclusively as a charitable, scientific, literary and educational organization as designated by 501(c)(3) of the Internal Revenue Code
3. To further these purposes, the corporation shall have and may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.
4. Specifically, this corporation shall have power to acquire, purchase, hold, lease, convey, mortgage and pledge such real personal property in Kansas, other states of the United States and elsewhere, as shall be necessary or convenient to the transaction of its business and the realization of its objects and purposes.
5. This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. It shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as an organization described in Sect. 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).
6. No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any portion of the assets or net earnings, current or

accumulated, of this corporation shall ever be distributed to or divided among any such persons; provided, further that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

7. This corporation will not have authority to issue capital stock.

ARTICLE 3: MEMBERS

1. General membership in this organization shall be open to any person or organization that has an interest in furthering the goals and purposes of this corporation.

2. No dues will be required for individual or organization memberships. Membership will be constituted by factors evidencing support of this corporation, including but not limited to: attendance at membership meetings, volunteer service, donations, and serving on the corporation's board of directors.

3. This corporation's board of directors shall be its voting and governing body.

ARTICLE 4. MEETINGS OF MEMBERS

1. **Annual meetings.** The initial annual meeting of this corporation shall be held no later than May 1, 2013. Annual meetings thereafter shall be held no later than January 31 each and every year beginning in 2014, and the corporation's board of directors shall fix the exact day.

2. **Purpose.** Annual meetings are held for the purpose of electing directors and transaction of such other business as may come before the meeting.

3. **Location.** Annual meetings shall be held in Kansas at any location within the State of Kansas designated by the Board of Directors, with a preference for a location in Butler County, Kansas.

4. **Notice of Meetings.** Notice stating the place, date, and hour of the meeting, the purposes for which the meeting is being called, shall be delivered not less than ten days nor more than thirty days before the date of the meeting, either personally, by email, or by U.S. mail to each person entitled to vote at such meeting. Notices will include information about the candidates to be elected and/or any issues to be decided.

5. **Quorum.** At any meeting a quorum shall consist of at least 60% of the voting members. If less than a quorum is present at a meeting, a majority of the members present may discuss matters and make recommendations to the board as a whole, or adjourn the meeting without further notice. In no way can less than a quorum elect directors.

6. **Elections.** Directors are to be elected by a vote of a majority of the voting members at the annual meeting. No proxies are allowed. The votes may be cast by voice or by written ballot at the annual meeting or submitted prior to the annual meeting by procedures determined by the board of directors prior to the annual meeting.

ARTICLE 5: BOARD OF DIRECTORS

1. Powers and Responsibilities. Each member of the board of directors (“director”) is charged with the duties of loyalty and care to the corporation and must act to preserve and further the corporation’s best interests. The business and affairs of the corporation shall be managed by the board of directors or by its authorized staff persons. The board shall have the powers and duties necessary or appropriate for the administration of the affairs of the corporation, including but not limited to the authority to employ an executive director and any other staff deemed necessary to the development and operation of the corporation. However, all powers of the corporation are vested in the board and may not be delegated to staff.

2. Number, tenure and qualifications. The number of directors shall be no fewer than 5 and no more than 15 until changed by amendment of this Bylaw. Each director shall serve a three-year term. The terms shall be staggered to the extent feasible. In order to achieve staggered terms the terms of members of the first board of directors may be less than three years. Directors may serve two consecutive terms. After a year off of the board, a director is eligible for reelection to the board.

3. Acting Board of Directors. The following individuals will serve as the acting board of directors effective February 17, 2013:

Judith G. Storandt, 105 Race, El Dorado, KS 67042
Shelley Shipman, 249 Post Road, El Dorado, KS 67042
Sarah Johnston, 1675 Pennsylvania, El Dorado, KS 67042
Peter C. Storandt, 105 Race, El Dorado, KS 67042

4. Executive Committee. The executive committee of the board of directors shall consist of the officers of the corporation as provided for in Article 6 of these bylaws.

5. Annual meetings. An annual meeting of the board of directors shall be held without other notice than this bylaw at the same place as the annual meeting of members.

6. Regular meetings. Regular board meetings shall be held on an as needed basis quarterly at times and locations set by the executive committee. Board meetings shall be open to members of the corporation as well as to the public.

7. Special meetings. Special meetings of the board of directors may be called by or at the request of the president or a majority of directors. Special meetings of the board may be held by teleconference, either audio or audio-visual, or other similar communication device whether now known or invented in the future, so long as the communication device satisfies Kansas law, proper notice of the meeting has been given, a quorum as otherwise provided in these bylaws is present on the teleconference, a written agenda is provided at least two days prior to the meeting, the meeting is properly convened, minutes are taken, and other procedures for considering matters before the board and the methods of taking decisions by the board are the same as if the board was meeting face to face.

8. Emergency meetings. Emergency meetings of the executive committee of the board of directors may be called by or at the request of the president or a majority of directors if immediate action is required in order to respond to government action, initiation of litigation involving the corporation or other matter requiring immediate action or response. The secretary may fix any place for holding any emergency meeting and will provide notice to each of the directors. Emergency meetings of the board’s executive committee may be held by teleconference, either audio or audio-visual or other similar communication device whether now

known or invented in the future so long as a majority of the members of the Executive Committee are present and can communicate with each other. Action taken by the Executive Committee or other board members as a result of an emergency meeting must be ratified by the full board of directors at or before the next regularly scheduled meeting of the board.

9. Notice. Except in the event of an emergency meeting or as otherwise specified in these bylaws, notice of the purpose and time of any regular or special meeting of the board shall be given at least ten (10) days and not more than thirty (30) days before the meeting by written notice delivered personally, by email, or by U.S. mail to each director at their mailing address as it appears in the corporation's records.

10. Waiver of Notice. Waiver of notice is required for any meeting not conducted in accordance with notice provisions of these bylaws. Each director in attendance may waive notice of any meeting in writing, including but not limited to a printed email addressed to the secretary of the corporation. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when 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.

11. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of all business at any meeting of the board of directors. If less than a majority is present at a meeting, the directors present may discuss matters and make recommendations to the board as a whole, or adjourn the meeting without further notice. A majority is determined on the basis of current number of total elected or appointed directors, not total number of board positions.

12. Vacancies. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. However, that unexpired term shall not be counted as one of the two consecutive terms that a director can serve as specified in paragraph 2 of this Article.

In the event of any vacancy on the board which reduces the number of board members to less than the minimum number set by these bylaws, the vacancy must be filled by appointment made by the President with the advice and approval of the board within thirty days following the day on which the vacancy occurred.

If the board is unable to agree to or approve the appointment(s) necessary to achieve the minimum number of board members within thirty days, the president shall appoint one or more new directors as necessary to fill the board's membership to the required minimum of five directors. Each such board member (whether appointed by the president with board approval or by the president alone in the absence of board action) shall serve until the next annual meeting and election of new board members. Appointed board members are eligible for election to the board and can serve two consecutive terms.

13. Compensation: Directors shall be precluded from receiving compensation for their services as board members but shall be entitled to receive such amount, if any, as the directors may from time to time determine, to cover expenses of attendance to meetings.

14. Automatic removal from office due to dispute or loss of affiliation with organizational member. In the event that a director ceases to be affiliated with an organizational member due to a change in employment or loss of authorization to represent the member, that director is no longer qualified to serve on the board of directors and is automatically removed from office. In

the event that a director representing an organizational member is involved in an employment dispute with that organizational member, the director will be considered to be on leave of absence pending resolution of the dispute. Removal or reinstatement to the position of director shall be determined after resolution of the dispute. If a member organization represented by a director no longer qualifies as an organizational member, a director representing that organization is no longer qualified to serve on the board of directors, unless the director is designated as a representative of a different, qualified organizational member and elected to the board of directors in the new designated representative capacity.

15. Removal from office. A director may be removed from the board for cause bearing on the director's ability to fulfill his or her duties to the organization and act in the best interests of this corporation, by the vote of not less than two thirds of the voting members present at a meeting of the members and after such vote is affirmed by a vote of two thirds of the remaining directors at any regular or special meeting of the board of directors, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the director and member represented by the director, were informed in writing of the charges presented against the director at least ten days before such meeting. The director involved shall be given an opportunity to be heard at such meeting. Any vacancy created by the removal of a director may be filled by majority vote of the board of directors, which may be taken at the same meeting at which such removal took place. Removal of a director from the board will serve as removal as an officer, employee or other agent of the corporation, but will not affect the membership of the organization that designated the removed director as its representative. In the event that a member's authorized representative is removed from position as a director, the member will appoint a new representative.

16. Absence from meetings. Any director who is absent from two consecutive meetings without excuse satisfactory to the board shall be deemed to have surrendered the office of director.

17. Proxies. No proxies are allowed for any board meeting unless otherwise specifically mandated by Kansas law or if approved by the board of directors in the form of a resolution.

ARTICLE 6: OFFICERS

1. Officers. The officers of the corporation's board of directors shall be a president, a vice-president, a secretary and a treasurer. Such other officers as may be deemed necessary may be elected or appointed by the board of directors. The offices of secretary and treasurer may be combined and held by the same person.

2. Election and term of office. Officers will be elected by the Board of Directors for a three year term at the annual meeting. Newly elected officers will take office immediately.

3. Removal of directors and officers of the board: Any officer of the board may be removed by the board for cause by a two thirds vote of the remaining directors at any regular or special meeting of the board of directors. Any director who has been automatically removed from the board in accordance with Article 5, section 12 of these bylaws will also be automatically removed as an officer.

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

result in the number of directors falling below the minimum number required by these bylaws must be filled in accordance with the provisions of these bylaws.

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 in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board from time to time.

The president by virtue of his/her office shall be the chair of the board of directors, and when present preside at all meetings of the members and of the board.

The president may sign with the secretary or any other proper officer of the corporation authorized by the board: any bonds, contracts, deeds, grants, loans, mortgages, or other instruments which the board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed.

6. **Vice-President.** In the absence of the president or in the event of death, inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall state the necessity of assuming the president's duties. When performing the duties of the president, the vice president shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform other duties as from time to time may be assigned to her or him by the president or by the board.

7. **Secretary.** The secretary shall: keep the minutes of the all member and board meetings; ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of all members and their mailing addresses; prepare and cause to be delivered to the Secretary of State of Kansas an annual report in compliance with the provisions of the statutes of the State of Kansas; 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.

8. **Treasurer.** The treasurer shall: have charge and custody of and be responsible for all funds of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever; deposit all monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; render a written account of the finances of the organization at stated periods as set by the board of directors; and in general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the board.

The board of directors may give a bond for the treasurer for the faithful discharge of duties in such sum and with such surety or sureties as the board shall determine.

ARTICLE 7: ORDER OF BUSINESS

1. **Order of business.** The order of business at any regular or special meeting of the members or the Board shall be: Reading and disposal of any unapproved minutes; reports of officers and committees; unfinished business; new business; and adjournment.

2. **Decision making.** Directors of the board may declare all or a portion of any meeting a discussion period during which no rules apply, and during which free and open discussion of issues and other matters may occur without decisions being made.

3. **Rules of Procedure.** The board of directors will adopt rules of procedure for use during the fiscal year by resolution at each and every annual meeting of this organization.

ARTICLE 8: COMMITTEES

1. **Committees of directors.** The board of directors, by resolution adopted by a majority of the directors then in office, may designate one or more committees composed in full or in part of board members. These committees, to the extent provided in said resolution, shall have and exercise the authority of the board in the management of the corporation; but the designation of committees and the delegation of authority to them shall not operate to relieve the board, or any individual director, of any responsibility imposed upon her/him by law. All committee actions must be ratified or approved by the board or a committee composed solely of board members.

2. **Standing committees.** The standing committees of the board of directors shall include but are not limited to an executive committee.

The **executive committee** will be composed of the officers of the board, specifically president, vice-president, treasurer and secretary for the purpose of managing situations when immediate action is required in order to respond to government action or initiation of litigation involving the corporation or other emergency. Emergency meetings will be conducted in accordance with the procedures set forth in these bylaws.

3. **Advisory committees.** The board of directors, by resolution adopted by a majority of the directors then in office, may designate one or more committees composed of members of the corporation, non-members of the corporation, and board members. These committees shall not have or exercise the authority of the board in the management of the corporation. Any recommendations or findings of any such advisory committees will not be binding.

4. **Term of office.** Each member of a committee shall continue as such until a committee has completed its work and made a report to the board or until the next annual meeting, whichever occurs first. Committee assignments/appointments may be renewed.

5. **Chairperson.** One member of each committee shall be appointed chairperson by the president when the members of the committee are appointed.

6. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7. **Quorum.** Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the committee shall constitute a quorum.

8. **Rules.** Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

ARTICLE 9: CONTRACTS, LOANS, CHECKS, DEPOSITS, AND FUNDS

1. **Contracts.** No contract or instrument in the name of and on behalf of the corporation shall be effective until authorized by the board of directors by a resolution of the board. The resolution of the board may be general or confined to specific instances. Such authority may be general or confined to specific instances.

2. **Loans.** No loans shall be contracted on behalf of the corporation unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.

3. **Checks, drafts, etc.** All checks, drafts or other orders for the payment of money, note or other evidence 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 and at a designated depository as shall from time to time be determined by resolution of the board. In the absence of such determination by the board, such instruments shall be signed by the treasurer and countersigned by the president.

No special fund may be set aside that shall make it unnecessary for two officers of the corporation to sign the checks issued upon it.

4. **Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such bank, trust companies, or other depositories as the board may select by resolution.

5. **Gifts.** The board 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.

6. **Dissolution & disposal of assets.** Upon the dissolution of this corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or distribute the assets to the State of Kansas or to Butler County, Kansas, for a public purpose.

ARTICLE 10: FISCAL YEAR / BOOKS AND RECORDS

1. **Fiscal year.** The first fiscal year of the corporation shall begin on February 17, 2013 and end on December 31, 2013. Subsequent fiscal years of the corporation shall begin on January 1 and end on December 31 of each year.

2. **Books and records.** The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, the board, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members. All documents required to be made available pursuant to tax regulations, state or other statutes may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time during business hours subject to reasonable prior notice or other appointed time arranged by the party requesting inspection and by the corporation's custodian of records and books.

3. **Form 990.** As soon as the corporation's annual proceeds regularly exceed \$25,000.00, the board will designate staff or select outside professionals to prepare Form 990 and any other financial reports deemed necessary.

4. **Audit.** As soon as the corporation's annual proceeds regularly exceed \$100,000, the board will consider and will recommend for or against obtaining the services of a competent and disinterested auditor, who shall audit the books and records and render a report in writing, submitted to the board at the annual meeting. Nothing in this provision will preclude or in any way limit the authorization of an audit at any time regardless of the amount of the corporation's annual proceeds.

ARTICLE 11: REPEAL OR AMENDMENT

1. **Repeal or amendment.** These bylaws may be altered, amended or repealed in whole or in part by a vote of a majority of the directors then in office at any regular meeting of the board of directors or at a special meeting of the board of directors called for this purpose, when a quorum is present at the meeting; provided, however, no such action shall change the purposes of the corporation so as to allow its purposes to be broadened beyond those allowed for an organization recognized as a "supporting organization" as defined by the IRC and IRC Regulations, nor to otherwise impair its right and powers under the laws of the State of Kansas, other regulations of the Internal Revenue Service, or to waive any requirement of bond or any provision for the safety and security of the property and funds of the corporation or its members.

2. **Notice of amendments to IRS.** Pursuant to Kansas law, notice of any amendment to be offered at any meeting shall be given not less than ten nor more than sixty days before such meeting and shall set forth such amendment(s). To the extent required by law, notice of any change in these bylaws shall be promptly provided to the IRS upon the board's approval of the changes.

ARTICLE 12: INDEMNIFICATION

1. **Indemnification.** This corporation may voluntarily indemnify any trustee, officer, director, employee or agent of the corporation who was or is (because of said relationship with this corporation) threatened to be made a party in any legal proceedings whether civil, criminal, administrative or investigative if successful on the merits or otherwise in defense, or even if unsuccessful in defense, for his or her reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if such person is successful in whole or in part, or the proceeding against said person is settled with the approval of the court; and the court finds that the person's conduct fairly and equitably merits such indemnity.

The amount of such indemnity, which must be approved by the court in the same or separate proceeding, shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable.

2. **Application.** Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him or her in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he or she is not a party to the proceeding.

3. **Notice of application.** Notice of the application for such indemnity shall be served upon the corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the members in the manner provided in these bylaws for giving notice of members' meetings, in such form as the court directs.

ARTICLE 13: CONFLICTS OF INTEREST

1. **Purpose.** The purpose of this policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. **Interested person.** Any director, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

3. **Financial interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which the organization has a transaction or arrangement,
- b) A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or
- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists pursuant to the procedures provided below.

4. **Procedures.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given an opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

- a) After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- b) Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.
- c) No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate.

- d) No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:
1. The interest of such officer or director is fully disclosed to the board of directors.
 2. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization.
 3. Payments to the interested officer or director are reasonable and do not exceed fair market value.
 4. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

5. Code of ethical conduct policies and procedures. The board of directors may adopt a code of ethics, policies and procedures applicable to members of the board of directors and/or the corporation requiring a higher standard of behavior than described in Section 1 above in this Article. The board of directors may address issues of conduct permissible under applicable federal and state laws. Those issues may extend beyond conflict of interest, including but not limited to anti-harassment and anti-discrimination policies, duties of confidentiality and privacy, publicity or any other matter relevant to the corporation's activities, employees, volunteers and property.

CERTIFICATE OF AUTHENTICITY

I, the undersigned, do hereby certify:

A. That I am the duly elected secretary of **Kids Need To Eat, Inc.** of El Dorado, Kansas, 67042, a not-for-profit corporation; and

B. That the foregoing bylaws, comprising eleven pages including this page, constitute the current bylaws of said corporation, as duly approved and adopted at the meeting of the Board of Directors of Kids Need To Eat, Inc. duly held on the 23rd day of March, 2013.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 29rd day of March, 2013.

Peter C. Storandt, KN2E Secretary