

**By-Laws  
Of**

**Food For Everyone Foundation**

**Article I  
Offices**

**Section 1. Registered Office and Registered Agent.** The registered office of the Corporation shall be at such locations within the State of Utah as may be fixed from time to time by the Board of Trustees upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with the registered office.

**Section 2. Business Office.** The primary business office of the Corporation shall be 10 West 100 South, Suite 700, Salt Lake City, Utah 84101.

**Section 3. Other Offices.** The Corporation may have other offices within or outside the State of Utah at such place or places as the Board of Trustees may from time to time determine.

**Article II  
Trustees**

**Section 1. Powers.** Subject to limitations of the Articles of Incorporation, of the By-laws, and of the Non-Profit Corporation Law of the State of Utah, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Trustees. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the trustees shall have the following powers, exercised by resolution, to-wit:

**First:** To select and remove all the other officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, with 26 U.S.C. 501©(3), with the Articles of Incorporation or with the By-laws; fix their compensation; and require from them security for faithful service.

**Second:** To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations therefor not inconsistent with law, with 26 U.S.C. 501©(3), with the Articles of Incorporation, or with the By-laws, as they may deem best.

**Third:** To provide for the establishment of one or more offices within or without the State of Utah, and to change such office or offices from one location to another; and to adopt, make and use a corporate seal from time to time as in their judgment they may deem best; provided such seal shall at all times comply with the provisions of law.

**Fourth:** borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities therefore.

**Fifth:** To appoint executive and other committees as provided by law.

**Section 2. Number of Trustees.** The Board of Trustees shall consist of not more than nine (9) and not less than three (3) Trustees.

**Section 3. Tenure and Appointment.** Trustees shall be appointed at annual meetings and the term of office of each Trustee shall be until the next annual meeting of Trustees and the appointment and qualification of his successor. Trustees may be re-appointed without limit.

**Section 4. Time and Place of regular Meeting.** Meetings of the Board of Trustees shall be held at the principal office of the Corporation at 12:00 Noon on the third Thursday of each month without any notice other than these By-laws. However, the Chairman of the Board, the President or any corporate officer authorized by resolution may, upon a minimum of five (5) days written notice, change the time to any time or change the place of such meeting to any other place within or without the State of Utah.

**Section 5. Annual Meeting.** The Annual meeting of the Board of Trustees shall be the regular Meeting held in January of each year. Notice of such Annual meeting of the Board of Trustees is given by these By-laws.

**Section 6. Special Meetings.** Special meetings of the Board of Trustees for any purpose or purposes shall be called at any time by the Chairman of the Board or the President.

**Section 7. Notice.** Written notice of the time and place of special meetings (or of a change in time or place of a regular or annual meeting) of the board of Trustees shall be given to each Trustee, either by personal delivery or by mail or telegram, at least five (5) days before the meeting. Delivery to a secretary or clerk of a Trustee at his place of business or employment shall be deemed to be personal delivery to such Trustee. Notice shall be deemed to have been given when it is deposited in the U.S. Mail, postage prepaid, or delivered to a telegraph company, charges prepaid, addressed to such Trustee at the most recent address shown by the records of the Corporation.

**Section 8. Action Without Meeting.** Any action required or permitted to be taken by the Board of Trustees of this Corporation under the powers granted to it by the laws of the State of Utah, its Articles of Incorporation, or its By-laws, may be taken without a meeting of said Board if a consent in writing setting forth the action so taken shall be signed by all of the Trustees and is filed in the minutes of the proceedings of the Board. Actions authorizing expenditures of corporate funds not aggregating more than Twenty Five Thousand Dollars (\$25,000.00) may be adopted upon the consent in writing of a majority of the Board of Trustees. In determining aggregate expenditures in the preceding sentence, no amount shall be included which has been approved or ratified 1) by unanimous consent, 2) at a regular meeting, or 3) at a duly called special meeting of the Board of Trustees.

**Section 9. Waiver of Notice.** Notice of a meeting of the Board of Trustees need not be given to any Trustee who signs a waiver of notice either before, at or after the meeting. Attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of meeting, the time of the meeting, or the manner in which it has been called or convened., except when a Trustee states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

**Section 10. Quorum.** Except as otherwise provided in these By-laws, a majority of the appointed number of trustees shall be necessary and sufficient to constitute a quorum for the transaction of business, and every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Trustees.

**Section 11. Minimum Quorum.** The number of Trustees actually present at a regular meeting shall constitute a quorum if notice of the meeting is sent as provided in Section 7 clearly and prominently stating: "The trustees actually present will be deemed to constitute a quorum."

**Section 12. Adjournment.** A quorum of the Trustees may adjourn any Trustees' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the

Trustees present at any Trustees' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

**Section 13. Fees and Compensation.** Trustees shall not receive any stated salary for their services as Trustees, but by resolution of the board of Trustees, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Trustees. Nothing herein contained shall be construed to preclude any Trustee from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor, or from being reimbursed (at the discretion of the Board) for any expenditures made.

**Section 14. Executive and other Committees.** Standing or temporary committees may be appointed from its own number by the Board of Trustees from time to time and the Board of Trustees may from time to time invest such committees with such powers as it may see fit, subject to law and such conditions as may be prescribed by the Board. An Executive Committee may be appointed by resolution passed by a majority of the full Board of Trustees. It shall have and exercise all of the authority of the board of Trustees, except in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending the sale, lease or exchange or other disposition of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of business, recommending a voluntary dissolution or a revocation thereof, or amending these By-laws. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Trustees, or any member thereof, of any responsibility imposed by law.

**Section 15. Loans.** No loans shall be made by the Corporation to any Trustee.

### Article III Officers

**Section 1. Officers.** The officers of this Corporation shall include a president, Vice-President, a Secretary, a Treasurer, and such other officers as may be appointed by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of President and Secretary/Treasurer.

**Section 2. Election.** The officers of the corporation shall be elected by the Board of Trustees at any regular or special meeting of the board of Trustees and each shall hold his office until he shall resign, is removed or disqualified, or his successor shall be elected and qualify.

**Section 3. Subordinate Officers, Etc.** The Board of Trustees may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-laws or as the board of Trustees may from time to time determine.

**Section 4. Removal and Resignation.** Any officer may be removed, with cause, by a majority of the Trustees at the time in office, at any regular or special meeting of the Board.

**Section 5. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled in the manner prescribed in the By-laws for regular appointment to such office.

**Section 6. President.** The President shall be the chief executive officer of the Corporation, and, subject to the direction of the Board of Trustees, shall have general charge of the affairs and properties of the Corporation and general supervision over its officers, employees, and agents. She/He shall have all powers and perform all duties incident to her/his office.

**Section 7. Vice-President.** The Vice-President shall have such powers and perform such duties as are delegated and assigned to her/him by the Board of Trustees.

**Section 8. Secretary.** The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Trustees may order, of all meetings of Trustees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Trustees' meetings and the proceedings thereof.

The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Trustees required by law or by the By-laws to be given, and shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board of Trustees or the By-laws.

**Section 9. Treasurer.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and capital. The books of account shall at all times be open to inspection by any Trustee.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Trustees. She/he shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, shall render to the President and Trustees, whenever they request it, an account of all of her/his transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or the By-laws.

**Article IV**  
**Indemnification of Officers, Directors,**  
**Employees and Agents**

**Section 1.** To the extent permitted by 26 U.S.C. 501©(3), the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

**Article V**  
**Miscellaneous**

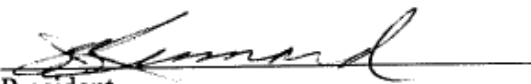
**Section 1. Amendment or Repeal of By-laws.** The Articles of Incorporation and the By-laws may be amended in any way not inconsistent with 26 U.S.C. 501©(3) or repealed by a unanimous vote of all of the Trustees.

**Section 2. Change of Registered Agent or Office.** Any change in the registered agent, registered office or the primary business office shall require affirmative approval of a majority of all Trustees.

**Section 3. Rules of Procedure.** Any questions of procedure shall be answered by reference to Robert's Rules of Order, Revised.

**Section 4. Fiscal Year.** The fiscal year of the Corporation shall begin on the first (1) day of January of each year and end at midnight on the thirty-first (31) day of December of that year.

The foregoing By-laws were adopted by resolution of the Board of Trustees at the first meeting of the Board of Trustees held on the 16th day of December, 1998.

  
President