

AMENDED AND RESTATED BYLAWS
OF
FOOD TANK: THE THINK TANK FOR FOOD

ARTICLE I

NAME OF CORPORATION

SECTION 1. NAME OF CORPORATION. The name of the corporation is Food Tank: The Think Tank For Food (hereinafter the "Corporation").

ARTICLE II

PURPOSES AND POWERS

SECTION 1. PURPOSES. The purposes of the Corporation shall be exclusively to promote, encourage or foster charitable, educational and scientific purposes or activities, 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); to support and benefit, through fund raising activities, and to make distributions to charitable, educational and scientific organizations qualified under Section 501(c)(3) of the Internal Revenue Code. The Corporation works to highlight environmentally sustainable ways of alleviating hunger and poverty through accurate and up-to-date research and sharing its work with farmers and farmers groups, policy-makers and government officials, consumers, academics, journalists, and the international funding and donor community, to increase the visibility of these innovations and spur greater access to research, training, and investment.

SECTION 2. POWERS. The Corporation shall have such powers as are now or may hereafter be granted by the General Not-For-Profit Corporation Act of the State of Illinois.

ARTICLE III

OFFICES AND REGISTERED AGENT

SECTION 1. PRINCIPAL OFFICE. The principal office of the Corporation may be located in or outside of the State of Illinois as designated from time to time by the Board of Directors.

SECTION 2. REGISTERED OFFICE AND AGENT. The Corporation shall, at all times, maintain a registered agent at a registered office within the State of Illinois. The registered office and the registered agent of the Corporation of the corporation may from time to time be changed by the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER, TENURE, ELECTION AND QUALIFICATIONS. The number of directors shall be no less than seven (7) and no more than twelve (12), or if it is later desired that the number of directors shall exceed twelve (12), then these bylaws shall amended to state a fixed number of directors. The exact number of directors shall be determined by the Board. Directors shall be elected every three (3) years by the Board of Directors at a regular annual meeting of the Board of Directors. If the election of directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each director shall hold office for a three-year term or until their successor shall have been duly elected and shall have qualified or until their death or until he or she shall resign.

Directors need not be residents of Illinois.

At the discretion of the Board of Directors, directors may be divided into classes and the terms of office of several classes need not be uniform.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held during the month of August, at such time and place as may be fixed by the chairman or if the chairman is for any reason unable to act, by any two (2) directors. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any two directors. The person or persons authorized to call special meetings of the Board of Directors may designate any place as the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice to each director at their address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by facsimile or e-mail transmission, such notice shall be deemed to be delivered when the facsimile or e-mail is sent. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting, unless, specifically required by law or by these bylaws.

SECTION 6. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the directors entitled to vote are present at said meeting, a majority of the directors entitled to vote present may adjourn the meeting to another time without further notice.

SECTION 7. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation.

SECTION 8. ACTION WITHOUT MEETING. Any action required by statute to be taken at any meeting of the Board of Directors or any other action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. A director may deliver his or her signed consent through the use of facsimile machine or other electronic means.

SECTION 9. ATTENDANCE BY TELEPHONE. Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other, and such participation in a meeting shall constitute presence in person at the meeting.

SECTION 10. VACANCIES. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

SECTION 11. COMPENSATION. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefrom.

SECTION 12. REMOVAL. A director may be removed for cause by a vote of two-thirds (2/3) of all directors then in office. Such action shall be taken at a regular meeting of the Board of Directors or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any regular or special meeting, sent at least twenty (20) days prior thereto.

SECTION 13. COMMITTEES. The Board of Directors, by the adoption of a resolution, may establish a Committee for review of qualified donees and may include on such Committee members of the Corporation. The findings of such Committee will be presented to the Board of Directors, who shall receive such recommendations in an advisory capacity. However, the Board shall not deviate from such recommendations by more than 10% to anyone donee without full discussion with the Committee.

ARTICLE V

OFFICERS

SECTION 1. OFFICERS. The officers of the Corporation shall be a Chairman, a President, a Secretary, a Treasurer and such other officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chairman and Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until their successor shall have been duly elected and shall have qualified or until their death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. CHAIRMAN. The Chairman shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Corporation; he or she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general he or she shall discharge all duties incident the office of Chairman and such other duties as may be prescribed by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, he or she may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He or she may vote all securities which the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Directors. The Chairman shall be authorized to sign in the name of and on behalf of the Corporation for any documents or filings with the Internal Revenue Service or the State of Illinois and any branch thereof.

SECTION 5. PRESIDENT. The President shall assist the Chairman in the discharge of his or her duties as the Chairman may direct and shall perform such other duties as from time to time may be assigned to him or her by the Chairman or by the Board of Directors. In the absence of the Chairman or in the event of his or her inability or refusal to act, the President, shall perform the duties of the Chairman and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, the President, may execute for the Corporation any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

SECTION 6. SECRETARY. The Secretary shall: (a) record the minutes of the meeting of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and (e) 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 Chairman or by the Board of Directors. The Secretary shall be authorized to sign in the name of and on behalf of the Corporation for any documents or filings with the Internal Revenue Service or the State of Illinois and any branch thereof.

SECTION 7. TREASURER. The Treasurer shall be the principal accounting and financial officer of the Corporation. He or she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefore, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chairman or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give

a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. If no Treasurer is elected, the Chairman shall perform these duties.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS, FUNDS AND GOVERNMENT FILINGS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences 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 as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or Secretary and countersigned by the Chairman or a Vice-Chairman of the Corporation.

SECTION 3. GOVERNMENT FILINGS. The Chairman and the Secretary shall be authorized to sign in the name of and on behalf of the Corporation for any documents or filings with the Internal Revenue Service or the State of Illinois and any branch thereof.

ARTICLE VII

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. The records of the Corporation may be maintained on any information storage device or method if the records so kept can be converted into clearly legible paper form within a reasonable time. The Corporation shall so convert any records so kept on the request of any person entitled to inspect such records pursuant to applicable law.

ARTICLE X

FISCAL YEAR

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ARTICLE XI

DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors 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 the purposes of the Corporation in such a manner, or to such organizations) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organizations) under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) , as the Board of Directors shall

determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

SEAL

The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois."

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

AMENDMENTS

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given.

ARTICLE XV

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

SECTION 1. ACTION IN GOOD FAITH NECESSARY. 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 or she is or was a director, officer, employee or agent of the Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts in such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

SECTION 2. NO INDEMNIFICATION FOR NEGLIGENCE OR MISCONDUCT. 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 or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys, fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the Corporation unless and shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

SECTION 3. AMOUNT OF INDEMNIFICATION. To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys, fees) actually and reasonably incurred by him or her in connection therewith.

SECTION 4. AUTHORIZATION NECESSARY. Any indemnification under Sections 1 and 2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not objectionable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

SECTION 5. NOT EXCLUSIVE. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any contract, agreement or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 6. INSURANCE. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this article.