

MINUTES OF A MEETING OF THE
BOARD OF DIRECTORS
THE TOPEKA LIONS FOUNDATION
June 10, 2008

1. The board of Directors of the Topeka Lions Foundation met at a regular meeting on June 10, 2008. A quorum was present. The following resolution was adopted:

“RESOLVED that the following amendments to the bylaws of the Topeka Lions Foundation, a Kansas not-for-profit corporation, should be adopted by the affirmative vote of two-thirds of the members of the corporation present and voting:

5.1 Number and Qualification. The business affairs of the corporation shall be managed by a Board of Directors, which shall consist of the immediate past president of the Topeka Lions Club, the immediate past president of this Foundation, the president of the Topeka Lions Club and two directors elected at large at the annual meeting of the corporation. All such directors shall serve until their successors are elected and qualified. In the event any of the directors or officers are unable to serve as a director, the members may elect additional members at large until five directors have been elected and qualified.

6.1 Election. The immediate past president of the Topeka Lions Club shall serve as President. The president of the Topeka Lions Club shall serve as vice president. The secretary and treasurer shall be elected by the members at each annual meeting. Any number of offices may be held by the same person. Officers shall also be directors.

6.2 Duties and Powers.

b. The vice president shall serve as president-elect and will perform the duties of the president in his or her absence. The vice president shall assume the office of the presidency upon the expiration of the term of the incumbent president, or upon the president’s resignation or disqualification from membership.

2. Upon motion duly made and seconded, the meeting was adjourned.

Secretary

law offices of
RICHARD F. HAYSE

August 29, 1990

Gene Wondor

Mr. Carl Hill
Kansas Motor Carriers Association
2900 S.W. Topeka Ave.
Topeka, Kansas 66611

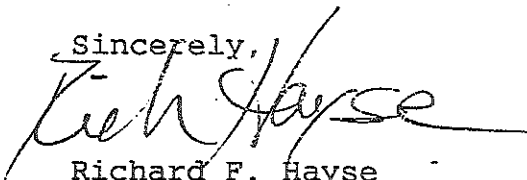
Re: Topeka Lions Foundation

Dear Carl:

Enclosed to you and other officers and directors of the Topeka Lions Foundation are copies of the Articles of Incorporation and of the Bylaws of the Foundation, as amended by action of the board of directors on April 25, 1990, and approved by action of the membership on June 11, 1990. If you or the other directors have any questions concerning these corporate formalities, I would be happy to try to answer them.

Also enclosed to each of you is a copy of a memorandum dated March 28, 1988 from the General Counsel of Lions International concerning the non-deductibility of contributions to Lions Clubs. It is the impact of that memorandum which makes the Foundation advantageous to the Topeka Lions Club and the supporters of its programs.

Sincerely,



Richard F. Hayse

RFH:sgd
Encls.

cc: Paul Huss
Phil Menninger
Steve Page
Roland Parmley

MINUTES OF A MEETING OF THE
BOARD OF DIRECTORS OF
THE TOPEKA LIONS FOUNDATION
April 25, 1990

1. The Board of Directors of The Topeka Lions Foundation met at its regular monthly meeting on April 25, 1990. A quorum was present. The following resolution was adopted:

"RESOLVED, that the following amendments to the bylaws of The Topeka Lions Foundation, a Kansas not-for-profit corporation, should be adopted by the affirmative vote of two-thirds of the members of the corporation present and voting:

5.1 Number and Qualification. The business and affairs of the corporation shall be managed by a Board of Directors, which shall consist of the immediate past president of The Topeka Lions Club, the second vice president of The Topeka Lions Club, and three directors elected at large at the annual meeting of the corporation. All such directors shall serve until their successors are elected and qualified. In the event the immediate past president or the second vice president of The Topeka Lions Club is unable to serve as a director, the members may elect additional directors at large until five directors have been elected and qualified.

5.5 Quorum. [First sentence] A quorum at all meetings of directors shall consist of three directors unless a greater number as to any particular matter is required by statute, by the article of incorporation or by these bylaws." [Remainder of existing bylaw is unchanged.]

6.1 Election. The members at each annual meeting shall elect a president, vice president, secretary and treasurer. Any number of offices may be held by the same person. Officers may also be directors.

6.2 Duties and Powers.

b. The vice president shall serve as president-elect and will perform the duties of the president in his or her absence. Unless otherwise decided by a vote of the members, the vice president shall assume the office of the presidency upon the expiration of the term of the incumbent president, or upon the president's resignation or disqualification from membership."

c. [Add at end.] Whenever possible the secretary of the Topeka Lions Club shall be elected secretary of this corporation.

2. Upon motion duly made and seconded, the meeting was adjourned.

Secretary

BYLAWS OF
TOPEKA LIONS FOUNDATION
A Kansas Corporation Organized Under
Articles of Incorporation Filed
March 31, 1982

1. OFFICES

1.1 Registered Office and Registered Agent. The location of the registered office and the name of the registered agent in the State of Kansas shall be such as shall be determined from time to time by the directors and be on file in the appropriate office of the State of Kansas pursuant to applicable provisions of law. Other offices may be established from time to time by resolution of the directors, both within and without the State of Kansas.

2. CORPORATE SEAL

2.1 Corporate Seal. The seal of the corporation shall have inscribed thereon the name of the corporation and the words "Corporate Seal - Kansas," and shall be in such form as may be approved by the directors, who shall have power to alter the same at pleasure.

3. MEMBERSHIP

3.1 Qualifications. The membership of the corporation shall be composed of individuals who are members in good standing of the Topeka Lions Club, Topeka, Kansas.

3.2 Limitations. The directors of this corporation shall have the power to determine whether any individual meets the qualifications for membership.

4. MEMBERS' MEETINGS

4.1 Place of Meetings. The meetings of the members may be held within or without the State of Kansas at such place as may be specified in the notice of meeting or as may be consented to by the members of the corporation having the right to vote at such meeting.

4.2 Annual Meeting. In the absence of a resolution of the members or directors providing otherwise, the annual meeting of members of the corporation for the election of officers and

edirectors and the transaction of such other business as may properly come before the meeting shall be held during the month of June at such time and place as shall be designated.

4.3 Special Meetings. Special meetings of members may be called by the President or by not less than one-fourth (1/4) of all members entitled to vote on the subject matter for which the meeting is called.

4.4 Notice of Meeting. Written or printed notice stating the place, day, hour and agenda of all members' meetings shall be delivered thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, the directors, or the officer or members calling the meeting, to each member of record entitled to vote at such meeting, except that if the statutes of the State of Kansas shall require a longer period of notice for the purpose for which the meeting is called, then such period of notice as specified by the Kansas law shall be given. If the notice is mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the membership rolls of the corporation, with postage thereon prepaid. Failure to deliver such notice or obtain a waiver thereof shall not cause the meeting to be lost, but it may be adjourned by the members present for a period not to exceed sixty (60) days after any deficiency in notice or waiver shall be remedied.

4.5 Membership Roll. At the written request of any member submitted at least twenty (20) days prior to any meeting of members, a complete list of the members entitled to vote at every election of officers, arranged in alphabetical order, with the address of each, shall be prepared by the officer having charge of the membership rolls of the corporation and shall be open, at the place where the meeting is so held, for at least ten (10) days prior thereto and during the usual hours for business for the examination of any member, and shall be produced and kept at the time and place the meeting is to be held during the whole time thereof for the inspection of any member present. The original or duplicate membership roll shall be the only evidence as to who are members entitled to examine such list, or the books of the corporation, or to vote in person, or by proxy, at such meeting. Failure to comply with the foregoing shall not affect the validity of any action taken at any such meeting. The original or duplicate membership roll containing the names and addresses of the members shall, at all times, during the usual hours of business, be open for examination by every member at the corporation's registered office.

4.6 Quorum. Except as otherwise may be provided by law, or by the Articles of Incorporation, or by these bylaws, one-third

of the members entitled to vote thereat, present and in person shall be required for and constitute a quorum at all meetings of the members for the transaction of business. If a quorum be not present at any meeting, the members entitled to vote thereat, present and in person shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until the requisite number of members shall be present. At such adjourned meeting at which the requisite number of members shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.

4.7 Chairman. The president of the corporation shall be ex officio Chairman at all meetings of members.

4.8 Voting. Each member shall have one vote in person and by voice at any annual or special meeting. No voting by proxy shall be allowed, nor shall any members be allowed more than one vote.

4.9 Deadlock. If the members shall be equally divided respecting the management of the property, business or affairs of the corporation, or any aspect thereof or any transaction involved therein, then all those members representing each side of the division may choose a representative, and the two representatives so chosen shall choose a third representative. A majority vote among the three representatives, who need not be members, shall be a final and conclusive determination of the question, which shall not be revoked, amended or overruled except by unanimous vote of the members.

5. DIRECTORS

5.1 Number and Qualification. The business and affairs of the corporation shall be managed by a board of directors, which shall consist of the six (6) elected officers plus ten (10) members elected by the members to serve on the board, plus the immediate past president. All directors except the immediate past president shall be elected at the annual meeting and serve until their successors are elected.

5.2 Vacancies. Any vacancy occurring among the directors may be filled by the affirmative vote of a majority of the remaining directors even though there be less than a quorum at any meeting of the directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, and shall hold such office until his successor is duly elected and is qualified.

5.3 Annual Meeting. The annual meeting of directors shall be held at the same place as, and in conjunction with, the annual meeting of members, and no notice shall be required in connection therewith. The annual meeting of directors shall be for the transaction of such business as may come before the meeting.

5.4 Special Meetings. Special meetings of the directors may be called at any time by the president or by any director, and may be held within or without the State of Kansas at such time and place as the directors may determine, or as the notice or waiver thereof may specify. Notice of such meetings shall be mailed to the last known address of each director at least three (3) days prior to the date fixed for the meeting. Special meetings of directors may be held at any time that all directors are present in person. Unless specifically required by law, the articles of incorporation or these bylaws, neither the business to be transacted at nor the purpose of any special meeting of directors need be specified in the notice or waiver of notice of such meeting.

5.5 Quorum. A quorum at all meetings of directors shall consist of six (6) directors unless a greater number as to any particular matter is required by statute, by the articles of incorporation or by these bylaws. Less than a quorum may adjourn the meeting successively until a quorum is present and no notice of adjournment shall be required. All meetings of the directors shall be conducted informally, unless some director invokes Robert's Rules of Order; such invocation may not be denied, but must be brought immediately to a vote; a simple majority of those present shall settle the question.

5.6 Committees of Directors. The directors may designate one or more committees by a vote of a majority of the whole board. Any such committee, to the extent authorized by the directors, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it.

5.7 Responsibilities. The board of directors shall administer the general affairs of the corporation between annual meeting or special meetings of members.

5.8 Removal. The members may, at any time, by a majority vote, remove the entire board of directors or any lesser number, with or without cause.

6. OFFICERS

6.1 Election. The members at each annual meeting shall elect a President, First, Second and Third Vice Presidents, a Secretary and a Treasurer. Any number of offices may be held by the same person. Officers shall also be directors.

6.2 Duties and Powers. All officers of the corporation shall respectively exercise and perform such powers, duties, and functions as are provided by law and as are generally exercised by officers in corporate affairs, and as may be directed by the directors, including the authority to execute instruments in the name of and on behalf of the corporation, and the following duties:

a. The President shall preside at all members meetings and have charge at directors meetings.

b. The First Vice President shall serve as President-Elect and will perform the duties of the President in his or her absence. Unless otherwise decided by a vote of the members, the First Vice President shall assume the office of the Presidency upon the expiration of the term of the incumbent President, and upon the President's resignation or disqualification from membership.

c. The Secretary will record minutes of all business meetings held at annual and special meetings and report such minutes to the members at the next meeting. The Secretary shall keep the records of the corporation, including membership lists, minutes, and all other matters the members and directors deem appropriate.

d. The Treasurer will collect all dues, make all disbursements, invest all funds, and make a report of operations to the members at all annual and special meetings. The Treasurer may be bonded in an amount to be set by the directors.

6.3 Nominations. The president shall appoint a nominating committee consisting of three (3) members which may include directors. Such committee shall submit before the annual meeting the names of members it considers qualified to fill the offices provided for in these bylaws. Additional nominations may be proposed from the floor at the annual meeting of members.

6.4 Delegation of Duties. In the event of absence or inability of any officer to act, the directors may delegate the power or duties of such officer to any other officer or member whom it may select.

6.5 Bond. The directors may, in their discretion, require any officer in addition to the treasurer to furnish a bond in such amount and with such sureties as may be determined by the directors.

6.6 Term and Removal. Each elected officer of the corporation shall hold office until a successor is chosen and qualified, or until the officer resigns or is removed by the directors, whichever occurs first. Any officer or agent may be removed by the directors at a meeting called for that purpose whenever in their judgment the best interests of the corporation will be served thereby. No officer shall be elected to the same office for two (2) consecutive terms. If an officer should no longer be a member of the Topeka Lions Club, the directors shall require that officer's resignation and appoint a successor for the unexpired term. In the event of the president's resignation or disqualification and the first vice president's succession to the office of president, the directors shall appoint a successor to fill the vacant vice president's office.

7. GENERAL

7.1 Finance. The directors, in their discretion, may set aside from time to time, such sum or sums as they deem expedient as a reserve fund to meet contingencies for maintaining any property of the corporation, and for any other lawful purpose.

7.2 Banking, Notes, and Mortgages. The moneys of the corporation shall be deposited in the name of the corporation in such banks, savings and loan associations or trust companies as the directors shall designate, and may be drawn out only in the name of the corporation by such person or persons as the directors by appropriate resolution may direct. Notes, mortgages and commercial paper, when authorized by the directors, shall be signed in the name of the corporation by such officer or officers or agent or agents as shall thereunto be authorized from time to time by the directors.

7.3 Fiscal Year. The fiscal year of the corporation shall be determined by resolution of the directors.

7.4 Interest of Directors or Officers. Any contract or other transaction between the corporation and one or more of its directors or officers or between the corporation and any firm of which one or more of its directors or officers are directors or officers or in which they have a financial interest shall be valid for all purposes, notwithstanding the presence of such person at the meeting of directors, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such

interest shall be disclosed or known to the other directors and they nevertheless authorize, approve, and ratify such contracts or transaction. This provision shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

7.5 Indemnification of Directors and Officers. The directors may authorize the expenditure of corporate funds to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against, a present or former director, officer or employee of the corporation in an action brought by a third party against such person, whether or not the corporation is joined as a party defendant, to impose a liability or penalty on such person for an act alleged to have been committed by such person while a director, officer or employee, or by the corporation, or by both; provided, that the directors determine in good faith that such director, officer, or employee was acting in good faith within what he reasonably believed to be the scope of his employment or authority and for a purpose which he reasonably believed to be in the best interest of the corporation. Payments authorized hereunder include amounts paid and expenses incurred in settling any such action or threatened action. Expenses include attorney fees, expert witness fees, and any and all other sums necessarily expended in connection with the actions referred to above. The provisions in this section shall apply to the estate, executor, administrator, or employee, and the term "Person" where used in the foregoing section shall include the estate, executor, administrator, heirs, legatees, or devisees of such person.

7.6 Waiver of Notice. Whenever any notice is required to be given under the provisions of these bylaws, the articles of incorporation of the corporation, or of any law, a waiver thereof, if permitted by law, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when such attendance is for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7.7 Meetings by Conference Telephone. Unless otherwise restricted by law, members or directors may participate in corporation meetings by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in such manner shall constitute attendance at such meeting.

7.8 Action Without a Meeting. Nothing in these bylaws shall be construed so as to prevent any action required or permitted to be taken at a regular or special meeting of the members or directors of this corporation, to be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members or directors entitled to vote with respect to the subject matter thereof.

7.9 Amendment of Bylaws. These Bylaws may be altered, amended, or repealed at any regular or special meeting of the members by a two-thirds (2/3) majority of members present and voting.

CERTIFICATE

The foregoing Bylaws adopted by the Directors on this 1st day of August, 1983.

Roland C. Parmley
Secretary