

BYLAWS

of

LUNCH FOR EDUCATION CHARITABLE COMPANY

ARTICLE 1. OFFICES

1.1 Registered Office/Registered Agent. The registered office of Lunch for Education Charitable Company (“Corporation”) shall be located in the State of Alaska at such a place as may be fixed from time to time by the Board of Directors upon its filing of all notices as might be required by law, and the registered agent shall have a business office at the same location as that registered office as provided in the Articles of Incorporation or in most recent amendments on file with the Department of Commerce, Community and Economic Development.

1.2 Other Offices. The Corporation may have other offices within or outside the State of Alaska at such place or places as the Board of Directors may from time to time determine.

ARTICLE 2. BOARD OF DIRECTORS

2.1 Number and Powers. Management of all the affairs, property and interest of the Corporation shall be vested in a Board of Directors, consisting of at least three (3) and no more than seven (7) persons, who shall hold such office until resignation, removal by majority vote of the other directors, or until the annual election of directors and their successors are elected and qualified. In addition to the powers and authorities expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may exercise, in good faith, all powers of the Corporation and do so with such care, including reasonable inquiry, as ordinary prudent persons in a like position would use under similar circumstances, and do all such lawful acts as are allowed by Alaska law.

2.2 Term of Office. Directors shall serve staggered two-year terms so that each year the terms of fifty percent (50%) of the directors serving shall expire or, if there is an odd number of directors, the terms of a majority of the directors serving shall expire. Each director shall hold office until his or her successor is elected or until his or her earlier death, resignation or removal.

2.3 Change in Number. The number of directors may be increased or decreased at any time by an amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

2.4 Vacancies. Vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director so appointed to fill any vacancy shall hold that office until resignation, removal by majority vote of the other directors, or until the annual election of directors.

2.5 Resignation. A director may resign at any time by delivering written notice to the Board of Directors, its chairperson, the president or the secretary. Such a resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

2.6 Removal of Directors. A director may be removed at any time, with or without any cause, by the majority vote of the other directors at an annual or other meeting of the Board of Directors.

2.7 Annual Meetings. Annual meetings of the Board of Directors, for transacting such business as may properly be considered at that meeting, shall be held on such date and at such time as the Directors shall determine.

2.8 Annual Meeting-Order of Business. At annual meetings of the Board of Directors, the order of business shall be as follows: (a) calling the meeting to order; (b) proof of notice of meeting (or filing a waiver); (c) reading of minutes of last annual meeting; (d) reports of officers; (e) reports of committees; (f) election of directors and officers; and (g) miscellaneous business.

2.9 Regular Meetings. Regular meetings of the Board of Directors, or of a committee that has been designated by the Board of Directors or by the President, may be called at any time by the President or, upon written request, by any two directors, to be held at the registered office of the Corporation or at such other place or places as the directors may from time to time designate.

2.10 Notice. Notice of the time and place of the annual and all regular meetings of the Board of Directors, stating the date, time and place thereof, shall be given at least ten (10) days, and not more than fifty (50) days prior to the date of the meeting. If one or more officers is to be elected at a meeting, or if an amendment to the bylaws will be submitted to a vote of directors, that notice shall include a statement to that effect. Otherwise, such notice need not specify the business to be transacted at or the purpose of that meeting. Proper notice methods shall include delivery of a record in tangible medium, faxes, emails, other forms of electronic communication.

2.11 Waiver of Notice. Attendance of a director or a committee member at a meeting shall constitute waiver of notice of that meeting, except where a director or a committee member attends for the express purpose of objecting to transaction of any business because the meeting was not lawfully called or convened. Waiver of notice, signed by the director or directors before or after the time stated for the meeting, shall be equivalent to the giving of notice.

2.12 Quorum. A majority of the whole Board of Directors is necessary and sufficient at all meetings to constitute a quorum for the transaction of business. The act of the majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors unless the action of a greater number of directors is required by law.

2.13 Registering Dissent. A director, who is present at a Board of Director's meeting at which action on a corporate matter is taken, shall be presumed to have assented to such action unless his dissent is entered in the minutes of the meeting, or unless he files his written dissent to such action with the person acting as secretary at that meeting before adjournment thereof, or unless he delivers that dissent in writing to the Secretary immediately after such meeting is adjourned. This right to dissent shall not apply to a director who voted in favor of such action.

2.14 Committees. The Board of Directors, by resolution adopted by a majority of those directors in office, or the President, acting with the advice and consent of the other officers, may designate and appoint one or more committees, each consisting of two or more directors, which, to the extent provided by resolution, shall have and exercise authority of the Board of Directors in the management of the Corporation. No such committee, however, shall have the authority of

the Board of Directors in reference to: amending, altering or repealing the Bylaws; electing or appointing or removing a member of any committee or any director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or consolidation with another corporation; authorizing the sale, lease or exchange of all or substantially all of the property and assets of the Corporation (outside of the ordinary course of business); authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of such committee and delegation thereto of authority shall not relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

2.15 Remuneration. No stated salary shall be paid directors, as such, for services they may provide to or on behalf of the Corporation, but by a resolution of the Board of Directors, a fixed sum and reimbursement of reasonable expenses of attendance, if any, may be allowed for attendance at each regular meeting of such Board; provided, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore. Members of special or standing committees may be allowed like compensation for attending committee meetings.

2.16 Loans. The Corporation shall not loan money or credit to its directors.

2.17 Disbursement. The Corporation shall not make any disbursements of income to any director.

2.18 Action by Directors without a Meeting. Any action required or which may be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

2.19 Action of Directors by Communications. Directors may participate in a meeting of directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE 3. OFFICERS

3.1 Designations. The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer and such Assistant Secretaries and Assistant Treasurers as the Board may designate. The Board of Directors shall appoint all officers. Any two or more offices may be held by the same person, except the offices of President and Secretary. The Board of Directors, in its discretion, may elect a Chairman from among its Board members to serve as Chairman of the Board of Directors, who, when present, shall preside at all meetings of the Board of Directors, and who shall have such other powers as the Board may determine.

3.2 Appointment and Term of Office. The officers of the Corporation shall be appointed each year by the directors at the annual meeting of the Board of Directors, and shall

each serve a one year term. Each officer shall hold office until a successor shall have been appointed and qualified, or until such officer's earlier death, resignation or removal.

3.3 Powers and Duties. If the Board appoints persons to fill the following positions, such officers shall have the powers and duties set forth below:

3.3.1 The Chairman. The Chairman shall preside at all meetings of the Board of Directors and shall have such other powers as the Board may determine.

3.3.2 The President. The President, subject to the direction and control of the Board of Directors, shall have general control and management of the business affairs and policies of the Corporation. The President shall act as liaison from and as spokesman for the Board of Directors. The President shall participate in long-range planning for the Corporation and shall be available to the other officers of the Corporation for consultation. The President shall possess power to sign all certificates, contracts and other instruments of the Corporation. Unless a Chairman of the Board of Directors has been appointed and is present, the President shall preside at all meetings of the Board of Directors. The President shall perform all such other duties as are incident to the office of President or are properly required by the Board of Directors.

3.3.3 Vice Presidents. During the absence or disability of the President, the Executive or Senior Vice Presidents, if any, and the Vice Presidents, if any, in the order designated by the Board of Directors, shall exercise all the functions of the President. Each Vice President shall have such powers and discharge such duties as may be assigned from time to time by the Board of Directors.

3.3.4 Secretary. The Secretary shall issue notices for all meetings, except for notices of regular meetings of the directors which are called by the requisite number of directors, shall keep minutes of all meetings, shall have charge of the seal and the Corporation's books, and shall make such reports and perform such other duties as are incident to the office of Secretary, or are properly required of him or her by the Board of Directors.

3.3.5 The Treasurer. The Treasurer shall have the custody of all moneys and securities of the Corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Board of Directors, taking proper vouchers or receipts for such disbursements, and shall render to the Board of Directors from time to time as may be required, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties incident to his or her office or that are properly required of him or her by the Board of Directors.

3.4 Officers Standards of Conduct. An officer with discretionary authority shall discharge such officer's duties under that authority: (a) in good faith; (b) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and (c) in a manner the officer reasonably believes to be in the best interests of the Corporation.

3.5 Delegation. In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in such officer's place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or other person whom it may, in its sole discretion, select.

3.6 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or regular meeting of the Board.

3.7 Other Officers. The Board of Directors, or a duly appointed officer to whom such authority has been delegated by Board resolution, may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

3.8 Resignation. An officer may resign at any time by delivering notice to the Corporation. Such notice shall be effective when delivered unless the notice specifies a later effective date. Any such resignation shall not affect the Corporation's contract rights, if any, with the officer.

3.9 Removal. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

3.10 Salaries and Contract Rights. The salaries, if any, of the officers shall be fixed from time to time by the Board of Directors. The appointment of an officer shall not of itself create contract rights.

3.11 Bonds. The Board of Directors may, by resolution, require any and all of the officers to give bonds to the Corporation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

3.12 Loans. The Corporation shall not loan money or credit to its officers.

ARTICLE 4. MEMBERSHIP

4.1 Classes of Members. The corporation shall initially have no members. Members, and more than one class thereof, and the manner of election or appointment of each class of member, and the qualifications and rights of each class of members, may be established by amendment to these Bylaws.

4.2 Qualifications for Membership. In order to qualify for membership, members shall satisfy certain criteria as may be established by amendment to these Bylaws. A member may be elected or appointed to membership by the Board. Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

4.3 Voting Rights. Each member who is entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue. Each member entitled to vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected and for whose elections such member has right to vote.

4.4 Annual Meeting. Annual meeting of the members shall be held on the 15th day of February in each year at 3:00 p.m. (AK), or as otherwise agreed on, for the purpose of electing

Directors and transacting such other business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the date designated therefore, the board shall cause the meeting to be held as soon thereafter as may be convenient.

4.5 Special Meetings. The President, the Board, or not less than three members entitled to vote at such meeting, may call special meetings of the members for any purpose.

4.6 Place of Meetings. All meetings of members shall be held at the principal office of the corporation or at such other place within or without the State of Alaska designated by the President, the Board, by the members entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting.

4.7 Notice of Meetings. The President, the Secretary or the board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally or by mail, not less than ten (10) nor more than fifty (50) days before the meeting, written notice stating the place, date and time of the meetings and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than three of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten nor more than thirty-five days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the record of the corporation with postage thereon prepaid. The methods of notice shall include, notice in the form of a record, in a tangible medium delivery, faxes, emails and other forms of electronic communication.

4.8 Waiver of Notice. Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Alaska law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

4.9 Quorum. Fifty percent of the members of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

4.10 Manner of Acting. The vote of a majority of the votes entitled to be cast by the members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Alaska law, the Articles of Incorporation or these Bylaws.

4.11 Proxies. The member may vote by proxy executed in writing by the member or by his or her attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting

shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

4.12 Action by Members Without a Meeting. Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed original and all of which, taken together, shall constitute one and the same documents. Any such written consents shall be inserted in the minute book as if it were the minutes of a meeting of the members.

4.13 Meetings by Telephone. Members of the corporation may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

4.14 Loans. The Corporation shall not loan money or credit to its members.

ARTICLE 5. DEPOSITORIES

The moneys of the Corporation shall be deposited in the name of the Corporation in such bank or banks, trust company or trust companies as the Board of Directors shall designate, and shall be drawn out only by check or other order for payment of money signed by such persons and in such manner as may be determined by resolution of the Board of Directors.

ARTICLE 6. NOTICES

Except as may otherwise be required by law, any notice to any director may be delivered personally or by mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the Corporation, with postage thereon prepaid.

ARTICLE 7. SEAL

The seal of the Corporation, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the Corporation.

ARTICLE 8. BOOKS AND RECORDS

The Corporation shall keep at its registered office, its principal office in this state, or its secretary's office if in this state, the following: (a) current Articles and Bylaws; (b) correct and adequate records of accounts and finances; (c) a record of officers and directors names and addresses; (d) a list of officers' and directors' names and addresses; (e) minutes of the proceedings of the Board of Directors, and any minutes which may be maintained by committees of the Board of Directors - records may be written, or electronic if capable of being converted to writing; and (f) a list of members, including names, addresses, and classes of membership, if any.

ARTICLE 9. AMENDMENTS

Only the Board of Directors of the Corporation shall have the authority to make bylaws. The Bylaws of this Corporation may be amended, altered or repealed by the Board of Directors at the annual or regular meeting upon recommendation of the officers, or if no such recommendation has been made, by vote of two-thirds (2/3) of the directors present at such meeting.

Adopted by resolution of the Corporation's Board of Directors on _____, 2016.

_____, Secretary