

AMENDED
CERTIFICATES OF INCORPORATION
of
THE SCHOOL NUTRITION ASSOCIATION IOWA
(Hereinafter, within SECTION I, referred to as "Corporation" and/or "SNAI")

Pursuant to the Certificates of Incorporation of the School Nutrition Association Iowa, as heretofore amended, this instrument shall constitute the Amended Certificates of Incorporation of the afore named not for profit corporation.

ARTICLE I - NAME

The name of the corporation is:

SCHOOL NUTRITION ASSOCIATION IOWA, INC.

ARTICLE II - PURPOSES

The objects and purposes for which this Corporation is formed are to act as an organization not for profit and operated exclusively for the purposes as described in Section 501(c)4 of the Internal Revenue Code of 1986 and any subsequent amendments thereto and substitutions therefore, and in the course thereof, and subject thereto, to act as follows:

- 1.** Promote the optimal health, nutrition and education of all children by supporting nutritionally adequate and educationally sound, financially accountable, nonprofit child nutrition and school community nutrition programs.
- 2.** Promote high standards of child nutrition and school community programs with emphasis on nutritionally adequate meals that are appealing to children.
- 3.** Promote united efforts between school personnel, allied organizations, industry and the public to assure every child an opportunity to receive the benefits of the child nutrition and nutrition education programs.
- 4.** Promote high standards and provide appropriate educational programs, incentives and recognition for professional development of child nutrition personnel.
- 5.** Promote research and development in child nutrition programs.
- 6.** Promote the establishment of a national nutrition policy and legislation, which provides optimal nutrition and nutrition education for children.
- 7.** Promote the involvement of students and the school community in child nutrition programs.

8. Promote membership and provide services to members.
9. Take any and all actions authorized to corporations organized not for profit under the laws of the State of Iowa and the aforementioned section of the Internal Revenue Code to carry out the foregoing objects and purposes.

ARTICLE III - TERM

This Corporation shall have perpetual existence.

ARTICLE IV - MEMBERSHIP

Members shall comprise persons presently or previously employed in teaching and/or administering food and nutrition service programs in schools, colleges, and universities at every level; persons employed by the Corporation itself or by any level of government dealing with such food and nutrition service programs; and those further persons upon whom the Corporation may confer honorary membership. Membership in this Corporation shall be further governed by criteria established within the Bylaws of the Corporation; the kinds and classes of members and rights and privileges of each shall be set forth in the Bylaws.

ARTICLE V - MANAGEMENT

The Corporation shall be managed by a Board of Directors, the members of which shall constitute the Directors of this Corporation. The Directors shall be elected by the membership of the Corporation as provided in the Bylaws of the Corporation, except for the Executive Director of the Corporation, who shall be appointed by the Directors.

The officers of the Corporation shall consist of those persons filling offices designated by the Bylaws of this Corporation and subject to the terms and conditions therein set forth.

The House of Delegates shall be the legislative and governing body of the Association. It shall formulate goals and policies under which the Board of Directors manages the affairs of the Association. Membership of the House of Delegates shall be provided for in the Bylaws.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation was 300 WSB Building, P.O. Box 1200, Waterloo, Iowa 50704. The name of the initial registered agent of the Corporation at that office was Steven A. Weidner, a resident of the State of Iowa.

ARTICLE VII - TAX-EXEMPT STATUS

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(4) of the Code, or cause it to lose such exempt status.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director, or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

ARTICLE VIII - DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(4) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any member, director, or officer, or any private individual.

ARTICLE IX - LIMITATION OF LIABILITY

To the fullest extent permitted by the State of Iowa, as now in effect or as may hereafter be amended, no Officer or Director of the Corporation shall be personally liable and/or responsible for any damages, claims, actions, etc.; monetary or otherwise, as a direct and/or indirect result of any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an Officer or Director of the Corporation.