

CERTIFICATE OF AMENDMENT TO BYLAWS

of

THE U.S.D. #113 FOUNDATION

STATE OF KANSAS)
) ss:
COUNTY OF NEMAHA)

We, Ken Herbster, President, and LaVonne Aberle, Secretary, of The U.S.D. #113 Foundation, a corporation organized and existing under the laws of the State of Kansas, and whose registered office is 1619 Old U.S. Highway 75, Sabetha, Nemaha County, Kansas, do hereby certify that at a special meeting of the membership of said corporation held on the 25 day of June, 2012, the membership adopted the following amendments to the Bylaws, to wit:

Paragraph 1. Name. of ARTICLE ONE – GENERAL was amended to read as follows:

ARTICLE 1 - GENERAL

1. Name. The name of this Foundation shall be THE U.S.D. #113 FOUNDATION, a nonprofit corporation

Paragraph 2. Number of Directors, and Paragraph 3. Elected Directors, of ARTICLE TWO - MEMBERS - DIRECTORS, were amended to read as follows:

ARTICLE II – MEMBERS - DIRECTORS

2. Number of Directors. The number of directors shall be eleven (11) until such number is changed by a two-thirds (2/3) majority vote of the board of directors of this Foundation. There shall be one ex-officio director, being the Superintendant of U.S.D. #113, who shall not have voting powers.

3. Elected Directors. At each regular June board meeting, the Board of Education of U.S.D. #113 shall elect two (2) members from the Board of Education of U.S.D. #113 to serve on the Board of Directors of the Foundation for a term of one (1) year commencing on the 1st day of July.

Prior to the end of the 2012 fiscal year, the Board of Education of U.S.D. #113 shall submit a list of nominees to the Foundation Board of Directors for election, which shall include at least one nominee from each of the voting districts of U.S.D. #113, being voting districts one through six. In addition, the Board of Education shall submit at least three

additional nominees to the Foundation Board of Directors for election, who shall serve at-large from the district. The elected directors shall serve staggered terms with three directors serving one-year terms, three directors serving two-year terms, and three directors serving three-year terms, such terms to be determined by the current Foundation Board of Directors.

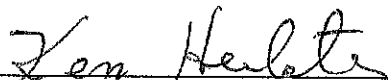
At the June meeting each year, the Board of Education of U.S.D. #113 shall submit the names of nominees for election by the Foundation Board of Directors, with the name of at least one nominee from each voting district which is up for election being submitted. The successor director shall always be from the same voting district within U.S.D. #113 as the outgoing director he or she replaces, except that at-large directors may reside anywhere within the district. Following the initial terms set out herein, each of the non-school board directors shall be elected for a three-year term commencing the 1st day of July.

That, thereafter, pursuant to and in accordance with the by-laws and the laws of the State of Kansas, the Board of Directors called a meeting of the membership for the consideration of said amendments, and thereafter, pursuant to said notice and in accordance with the statutes of the State of Kansas, on the 25th day of June, 2012, the membership met and convened and considered said proposed amendments.

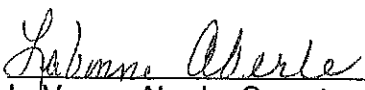
That at said meeting, the membership did vote upon said amendments.

That said amendments were duly adopted in accordance with the provisions of Kansas statutes and the by-laws of the corporation.

IN WITNESS WHEREOF we have hereunto set our hands and affixed the seal of said corporation this 25th day of June, 2012.



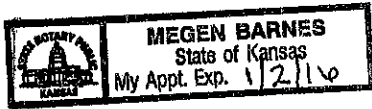
Ken Herbster, President



LaVonne Aberle, Secretary

STATE OF KANSAS)
) ss:
COUNTY OF NEMAHA)

BE IT REMEMBERED that before me, a Notary Public in and for the County and State aforesaid, came Ken Herbster, President, and LaVonne Aberle, Secretary, of The U.S.D. #113 Foundation, a Kansas corporation, said persons personally known to me to be the persons who executed the foregoing instrument of writing and duly acknowledged the execution of the same this 25th day of June, 2012.



Megen Barnes
Notary Public

My Appointment expires:

1/2/16