

FRANKLIN FARM FOUNDATION

Administrative Resolution #39

Adoption of Amended and Restated Bylaws

WHEREAS, by Policy Resolution No. 31, adopted after hearing and at the April 15, 2009 meeting of the Board of Trustees, amendments numbered 1 through 5, both inclusive, to the Bylaws of the Foundation were adopted, confirmed and incorporated into the Bylaws; and,

WHEREAS, the Board of Trustees deems it to be in the best interests of the Foundation and its Members to adopt Amended and Restated Bylaws to incorporate the said amendments into the Bylaws in order that all applicable provisions of the Bylaws are contained in a single, integrated document.

NOW, THEREFORE, BE IT RESOLVED, that the attached Amended and Restated Bylaws are hereby adopted as the Bylaws of the Franklin Farm Foundation.

The Executive Director is hereby authorized and directed to distribute copies of the Amended and Restated Bylaws to all Members and to include the Amended and Restated Bylaws with all resale disclosure packages issued after the date of this Resolution in lieu of the copies of the Bylaws previously included in resale disclosure packages.

April 15, 2009
Date

Paul Dykeman
Paul Dykeman, President

Attest:

Jerome Schmitt
Jerome Schmitt, Executive Director

I hereby certify that a vote was duly taken and the above Resolution was adopted by a vote of two-thirds of the Trustees of the Board of Trustees at the meeting of the Board of Trustees on the 15th day of April, 2009..

SEAL

Sherry L. Gumm
Sherry Gumm, Secretary

Book of Minutes No. _____
Meeting No. 345