

**SAMPLE BOARD RESOLUTION
TO REMOVE TRUSTEE(S)**

**Board of Directors Resolution
Of
MANNA Food Bank, Inc.**

RESOLVED, that effective as of the close of business on February 16, 2016, Voya Financial is removed as Trustee for MANNA Food Bank, Inc. 401(k) Profit Sharing Plan (the "Plan"); and be it further

RESOLVED, that effective as of the opening of business of February 17, 2016, Nancy Flippin and Cindy Threlkeld will be and the same is hereby appointed as Trustee for the Plan; and be it further

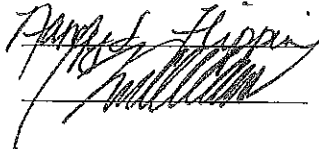
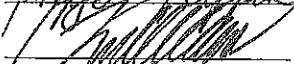
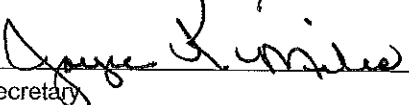
RESOLVED, that simultaneous with the appointment of Nancy Flippin and Cindy Threlkeld as Trustee, any other prior Trust Agreement concerning the Plan, be and the same are hereby superseded.

RESOLVED, Nancy Flippin and Cindy Threlkeld affirmed as a member of the Administrative Committee as provided for under the Plan; and be it further

RESOLVED, that any one of the following officers of the Company are hereby authorized to execute any documents necessary and to make such changes therein as may be required or which they may deem appropriate, to take any other actions which they deem necessary or desirable or proper to carry out the intent of the foregoing Resolutions, namely:

Nancy Flippin
Cindy Threlkeld

We, the undersigned, Nancy Flippin and Cindy Threlkeld, do hereby certify that the foregoing is a true and correct copy of certain Resolutions duly adopted by the Board of Directors of said Company at a meeting thereof duly called and held on February 17, 2016 at which a quorum was present and acting throughout, and that said Resolutions are now in full force and effect. I further certify that the following are officers or agents of this Corporation and have their signatures placed opposite their respective names:

Name	Office	Signature
_____	_____	_____
Nancy Flippin	CFO	
Cindy Threlkeld	Executive Director	
<u>2/17/16</u>		
Date	Secretary	