
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 16, 2006 (~~November 10, 2006~~)

Bob Evans Farms, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	0-1667 (Commission File Number)	31-4421866 (IRS Employer Identification No.)
3776 South High Street, Columbus, Ohio (Address of principal executive offices)		43207 (Zip Code)

(614) 491-2225

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 10, 2006, the Company's Board of Directors amended the Company's Compensation Program for Directors. The Program was amended to: (1) eliminate the additional monthly cash retainer payable to the Chairman of the Board; (2) provide for a monthly cash retainer to be paid to the Lead Independent Director; (3) specify that non-employee directors will receive their annual grant of equity compensation following each annual meeting of stockholders; (4) specify that a new non-employee director elected by the board to fill a vacancy will receive a grant of stock as soon as practicable after he or she begins board service; (5) specify that only non-employee directors are eligible for reimbursement of travel costs to and from board meetings; and (6) to clarify that a director may not stand for reelection to the board after his or her 70th birthday. A copy of the revised Director Compensation Program is attached as Exhibit 10 to this Form 8-K and incorporated herein by reference.

Item 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 10, 2006, the Company's Board of Directors amended the Company's Amended and Restated Bylaws (the "Bylaws") to implement a majority voting standard in uncontested director elections and make other changes. Specifically, the Board: (1) amended Section 2.07 of the Bylaws to set forth the process by which director nominations and other stockholder business may be brought before meetings of the Company's stockholders; (2) amended Section 3.04 of the Bylaws to provide for a majority voting standard in uncontested director elections; (3) added Section 3.14 to the Bylaws to provide that any director may tender a resignation that will become effective upon the happening of a subsequent event, such as the failure to receive a majority vote in a director election; and (4) made various amendments to Article V of the Bylaws to, among other things, clarify the duties of the officers as well as the procedures for their appointment and removal. A complete copy of the revised Bylaws as well as a copy of the Bylaws marked to show the amendments made on November 10, 2006 are attached as Exhibit 3.1 and Exhibit 3.2, respectively, to this Form 8-K and incorporated herein by reference.

On November 13, 2006, the Company issued a news release announcing, among other things, the amendment of the Bylaws to implement a majority voting standard in uncontested director elections. A copy of the news release is attached as Exhibit 99 to this Form 8-K and incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On November 10, 2006, the Company's Board of Directors declared a second fiscal quarter dividend of 14 cents (\$0.14) per share on the Company's outstanding common stock (\$.01 par value). The dividend is payable Dec. 1, 2006, to stockholders of record at the close of business on Nov. 20, 2006. The Company issued a news release on November 13, 2006 announcing the declaration of the dividend. A copy of this news release is furnished as Exhibit 99 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

- (a) Financial Statements of Businesses Acquired — Not Applicable
 - (b) Pro Forma Financial Information — Not applicable
 - (c) Shell Company Transactions — Not Applicable
 - (d) Exhibits:
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The following exhibits are included with this Current Report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amended and Restated Bylaws of Bob Evans Farms, Inc., reflecting amendments through November 10, 2006
3.2	Amended and Restated Bylaws of Bob Evans Farms, Inc., reflecting amendments through November 10, 2006 — marked to show amendments made November 10, 2006
10	Bob Evans Farms, Inc. Compensation Program for Directors Adopted and Effective May 8, 2006 and Amended November 10, 2006
99	News release issued by Bob Evans Farms, Inc. on November 13, 2006 announcing declaration of second quarter dividend and the amendment of the Bylaws to implement majority voting in uncontested director elections

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BOB EVANS FARMS, INC.

Dated: November 16, 2006

By: /s/ Steven A. Davis
Steven A. Davis
Chief Financial Officer, Treasurer and Secretary

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Current Report on Form 8-K
Dated November 16, 2006

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AMENDED AND RESTATED BY-LAWS
OF
BOB EVANS FARMS, INC.
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AMENDED AND RESTATED BY-LAWS

OF

BOB EVANS FARMS, INC.

ARTICLE I

OFFICES

Section 1.01. Registered Office. The registered office of the corporation shall be in the City of Wilmington, County of New Castle, State of Delaware.

Section 1.02. Business Offices. The corporation may also have offices at such other places both within and without the State of Delaware as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 2.01. Place of Meetings. All meetings of the stockholders shall be held at such place either within or without the State of Delaware as shall be designated from time to time by the board of directors and stated in the notice of the meeting.

Section 2.02. Annual Meetings. Annual meetings of stockholders for the purpose of electing directors and for the transaction of such other proper business as may come before such meetings shall be held on the second Monday in September if not a legal holiday, and if a

legal holiday, then on the next day following, or on such other date as shall be designated from time to time by the board of directors and stated in the notice of the meeting.

Section 2.03. Notice of Annual Meeting. Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each stockholder entitled to vote at such meeting not less than ten nor more than sixty days before the date of the meeting.

Section 2.04. List of Stockholders. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held which place shall be specified in the notice of the meeting, or, if not so specified, at the corporation's principal office. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 2.05. Special Meetings. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the chief executive officer and shall be called by the chief executive officer or secretary at the request in writing of two-thirds of the board of directors or of the holders of a majority of the stock issued and outstanding and entitled to vote on the date such request was received by the corporation. Such request shall state the purpose or purposes of the proposed meeting.

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Section 2.06. Notice of Special Meetings . Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than sixty days before the date of the meeting, to each stockholder entitled to vote at such meeting.

Section 2.07. Director Nominations and Stockholder Business . At any meeting of the stockholders, only such nominations and business shall be considered as shall have been properly brought before the meeting and which are the proper subject of stockholder action under the Delaware General Corporation Law. To be properly brought before a meeting, a nomination or business must be (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the board of directors; (b) brought before the meeting by or at the direction of the board of directors; or (c) brought before the meeting by a stockholder of the corporation who was a stockholder of record at the time notice was given for the meeting, who is entitled to vote at the meeting and who has complied with all of the requirements of this Section 2.07.

A stockholder who intends to make a nomination or to bring any other matter before a meeting of the stockholders must give written notice of his or her intent to the secretary of the corporation. The secretary must receive this notice (a) in the event of an annual meeting of stockholders, not more than 180 days and not less than 120 days in advance of the anniversary date of the prior year's annual meeting; provided, however, that if the date of the annual meeting is advanced or delayed (other than as a result of adjournment) by more than 30 days from the anniversary of the previous year's annual meeting, the secretary must receive the notice no later than the close of business on the later of (i) the 90th day before the meeting or (ii) the close of business on the 10th day following the day on which public disclosure of the date of the annual meeting is first made; or (b) in the event of a special meeting of stockholders, not later than the

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close of business on the 10th day following the day on which public disclosure of the date of the special meeting is first made. For purposes of this section “public disclosure” means disclosure by press release or other method (or combination of methods) that is designed to provide broad, non-exclusionary distribution of the information to the public or a filing with the Securities and Exchange Commission.

Every notice by a stockholder pursuant to this Section 2.07 shall set forth:

- (a) the name and address, as they appear on the corporation’s books, of the stockholder of the corporation who intends to make a nomination or bring up any other matter (and, if applicable, the name and address of the beneficial owner on whose behalf the nomination or proposal is being made);
- (b) the number of shares of the corporation’s voting stock owned of record by such stockholder (and, if applicable, the number of shares beneficially owned by the beneficial owner on whose behalf the nomination or proposal is being made);
- (c) if the stockholder is making a nomination, a description of all arrangements or understandings among the stockholder (and, if applicable, the beneficial owner on whose behalf the nomination is being made) and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the stockholder;
- (d) if the stockholder is making a nomination, such other information regarding each nominee proposed by such stockholder as would have been

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required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission if the nominee had been nominated by the board of directors;

- (e) if the stockholder is making a nomination, the written consent of each nominee to serve as director of the corporation if so elected and a statement as to whether the nominee, if elected, intends to tender, promptly following such person's election, an irrevocable resignation effective upon (i) such person's failure to receive the required vote for reelection at the next meeting at which the person would face reelection and (ii) acceptance of the resignation by the board of directors;
- (f) if the stockholder intends to bring up any other matter, a description of the matter, the reason for conducting such business at the meeting and any material interest of the stockholder (and, if applicable, the beneficial owner on whose behalf the nomination or proposal is being made) in the matter; and
- (g) a representation that the stockholder intends to appear at the meeting to present the matter or make the nomination specified in the notice.

No business shall be conducted at any meeting except in accordance with the provisions of this Section 2.07. At the meeting, the presiding officer may declare out of order and disregard any nomination or other business that was not properly brought before the meeting in accordance with this Section 2.07. If the stockholder does not appear in person or by proxy at the meeting to present the nominees or business, such proposed nominee or business shall not be considered or transacted.

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Notwithstanding the foregoing provisions of this Section 2.07, a stockholder shall also comply with all applicable requirements of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations thereunder with respect to the matters set forth in this Section 2.07. Nothing in this Section 2.07 shall be deemed to affect any rights of, or limitations on, stockholders to request inclusion of proposals in the corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or any successor rule or regulation.

Section 2.08. Quorum . The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 2.09. Vote Required . When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the certificate of incorporation or by-laws a

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different vote is required in which case such express provision shall govern and control the decision of such question.

Section 2.10. Voting Rights; Proxies. Unless otherwise provided in the certificate of incorporation, each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder, but no proxy shall be voted on after eleven months from its date, unless the proxy provides for a longer period.

Section 2.11. Action Without Meeting. Unless otherwise provided in the certificate of incorporation, any action required to be taken at any annual or special meeting of stockholders of the corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all of the holders of outstanding stock who would be entitled to notice of such meeting.

ARTICLE III

DIRECTORS

Section 3.01. Number of Directors. The number of directors of the corporation shall be not less than nine (9) nor more than fifteen (15). Initially there shall be nine (9) directors and thereafter the number of directors shall be as provided from time to time in the by-laws, provided that no amendment to the by-laws decreasing the number of directors shall have the effect of shortening the term of any incumbent director, and provided further that no action shall be taken by the directors (whether through amendment of the by-laws or otherwise) to increase

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the number of directors as provided in the by-laws from time to time unless at least eighty percent (80%) of the directors then in office shall concur in said action. Directors need not be stockholders.

Commencing with the election of directors at the 1986 annual meeting of stockholders, the board of directors shall be divided into three classes, designated class I, class II and class III, as nearly equal in number as possible, and the term of office of directors in one class shall expire at each annual meeting of stockholders, and in all cases as to each director until a successor shall be elected and shall qualify, or until his earlier resignation, removal from office, death or incapacity. Additional directorships resulting from an increase in number of directors shall be apportioned among the classes as equally as possible. The initial term of office of directors of class I shall expire at the annual meeting of stockholders in 1987, that of class II shall expire at the annual meeting of stockholders in 1988, and that of class III shall expire at the annual meeting of stockholders in 1989, and in all cases as to each director until a successor shall be elected and shall qualify, or until his earlier resignation, removal from office, death or incapacity. At each annual meeting of stockholders the number of directors equal to the number of directors of the class whose term expires at the time of such meeting (or, if less, the number of directors properly nominated and qualified for election) shall be elected to hold office until the third succeeding annual meeting of stockholders after their election.

Section 3.02. Vacancies . Vacancies and newly-created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, or by a sole remaining director, and the directors so chosen shall hold office until the next election of the class for which such directors shall have been chosen and

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until their successors are duly elected and shall qualify, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute.

Section 3.03. Authority of Board of Directors . The business of the corporation shall be managed by or under the direction of its board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by the stockholders.

Section 3.04. Voting in Director Elections; Resignation . (a) Except as provided in Section 3.02 of these by-laws or as provided in paragraph (b) of this Section 3.04, each director shall be elected by the vote of the majority of the votes cast with respect to that director's election at any meeting for the election of directors at which a quorum is present. For purposes of this section, a majority of the votes cast means that the number of shares voted "for" a director must exceed 50% of the votes cast with respect to that director. Votes cast "against" a director will count as votes cast, but "abstentions" will not count as votes cast with respect to that director.

(b) If the number of nominees for election as directors nominated by (i) the board of directors, (ii) any stockholder, or (iii) a combination thereof exceeds the number of directors to be elected, the nominees receiving a plurality of the votes cast by holders of shares represented in person or by proxy at any meeting at which a quorum is present and entitled to vote on the election of directors shall be elected.

(c) In order for any incumbent director to become a nominee of the board of directors for further service as a director, such person must submit an irrevocable resignation to the board of directors, contingent upon (i) that person not receiving more than 50% of the votes

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cast, and (ii) acceptance of the resignation by the board in accordance with policies and procedures adopted by the board.

The board of directors, acting on the recommendation of the Nominating and Corporate Governance Committee, shall, within 90 days of receiving the certified vote pertaining to such election, determine whether to accept the resignation of an unsuccessful incumbent, and in making this determination the board may consider any factors or other information that it deems appropriate or relevant. The Nominating and Corporate Governance Committee and the board of directors expect an unsuccessful incumbent to voluntarily recuse himself or herself from participation in such deliberations.

Section 3.05. Place of Meetings. The board of directors of the corporation may hold meetings, both regular and special, either within or without the State of Delaware.

Section 3.06. Regular Meetings. A regular meeting of the board of directors shall be held immediately after the annual meeting of stockholders at the same place as such annual meeting is held and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present. In the event such meeting is not held at the time and place provided herein, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the board of directors, or as shall be specified in a written waiver signed by all of the directors. Other regular meetings of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by the board. Unless otherwise restricted by the certificate of incorporation or these by-laws, members of the board of directors, or any committee designated by the board of directors, may participate in a meeting of the board of directors, or any committee, by means of conference telephone or similar communications

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equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 3.07. Special Meetings . Special meetings of the board of directors may be called by the chairman of the board or the chief executive officer on three days' notice to each director, either personally or by mail, telephone or facsimile transmission; special meetings shall be called by the chairman of the board, the chief executive officer or the secretary in like manner and on like notice on the written request of two directors.

Section 3.08. Quorum . At all meetings of the board of directors a majority of the directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation. If a quorum shall not be present at any meeting of the board of directors the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 3.09. Action Without Meeting . Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if all members of the board of directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board of directors or committee.

Section 3.10. Committees of Directors . The board of directors may, by resolution passed by a majority of the whole board, designate one or more committees, each committee to consist of not less than three directors of the corporation. The board may designate

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one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member.

Any such committee, to the extent provided in the resolution of the board of directors, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution; and, unless the resolution or the certificate of incorporation expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors.

Section 3.11. Committee Minutes. Each committee shall keep regular minutes of its meetings and report the same to the board of directors when required.

Section 3.12. Compensation of Directors. Unless otherwise restricted by the certificate of incorporation or these by-laws, the board of directors shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at

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each meeting of the board of directors and may be paid a fixed sum for attendance at each meeting of the board of directors or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

Section 3.13. Removal . Notwithstanding any other provisions of the certificate of incorporation or the by-laws of the corporation (and notwithstanding the fact that some lesser percentage may be specified by law, the certificate of incorporation or the by-laws of the corporation), any director or the entire board of directors of the corporation may be removed from office at any time, with or without cause, but only by the affirmative vote of the holders of at least eighty percent (80%) of all of the outstanding shares of capital stock of the corporation entitled to vote on the election of directors at a meeting of stockholders called for that purpose, except that if the board of directors, by an affirmative vote of at least two-thirds (66 2/3%) of the entire board of directors, recommends removal of a director to the stockholders, such removal may be effected by the affirmative vote of the holders of at least a majority of the outstanding shares of capital stock of the corporation entitled to vote on the election of directors at a meeting of stockholders for that purpose.

Section 3.14 Resignation . Any director may resign at any time upon notice given in writing or by electronic transmission to the chairman or the chief executive officer. A resignation is effective when delivered unless the resignation specifies (i) a later effective date, or (ii) an effective date determined upon the happening of an event or events (including, but not limited to, a failure to receive at least 50% of the votes cast in a director election and the acceptance by the board of the resignation).

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ARTICLE IV

NOTICES

Section 4.01. Form of Notice . Whenever, under the provisions of the statutes or of the certificate of incorporation or of these by-laws, notice is required to be given to any stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such stockholder, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail.

Whenever, under the provisions of the statutes or of the certificate of incorporation or of these by-laws, notice is required to be given to any director, such notice may be given personally or by telephone or facsimile transmission, or given in a writing, addressed to such director, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail.

Section 4.02. Waiver of Notice . Whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation or of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

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ARTICLE V

OFFICERS

Section 5.01. Officers. The officers of the corporation will be elected by the board of directors. The board of directors, in its discretion, may elect a chairman of the board, a chief executive officer, vice-presidents, a secretary, a treasurer and such other officers as determined by the board of directors from time to time in accordance with Section 5.02 of these by-laws. Any number of offices may be held by the same person, unless otherwise prohibited by the certificate of incorporation, these by-laws or applicable law or regulation. The officers of the corporation need not be stockholders or directors of the corporation, except that the chairman of the board must be a director of the corporation. In the absence of any officer, or if any officer is unable to perform his or her duties or for any reason, the board may delegate any or all of the powers and duties of such officer to any other officer or to any director.

Section 5.02. Additional Officers. The board of directors may appoint such additional officers as it shall deem necessary. Such additional officers shall have such powers, authority and responsibilities as the board may from time to time determine. Each additional officer shall hold his or her office at the pleasure of the board.

Section 5.03. Compensation. The compensation of the officers of the corporation shall be fixed from time to time by the board of directors, and no officer shall be prevented from receiving such compensation by reason of the fact that such officer is also a director of the corporation.

Section 5.04. Term; Removal of Officers. The officers of the corporation shall hold office until their successors are chosen and qualify, or until their earlier death, resignation

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or removal. Any officer may resign at any time by giving written notice to the chief executive officer. Unless stated in the resignation, the acceptance of the resignation shall not be necessary to make it effective. A resignation shall be effective at the time specified in the resignation or, if no time is specified, at the time of receipt. Any officer may be suspended or removed at any time, with or without cause, by the affirmative vote of a majority of the board of directors. Subject to any contractual limitations, the chief executive officer may suspend the powers, duties, authority, responsibilities and compensation of any employee, including any officer, for a period of time sufficient to permit a decision to be made by the board regarding such person's reinstatement, further suspension or removal. The board may fill any vacancy occurring in any office of the corporation in the same manner as provided for the election or appointment of such person.

Section 5.05. Duties of the Chairman of the Board. The chairman of the board shall preside at all meetings of the stockholders and the board of directors. The chairman shall have such other powers and duties as the directors shall from time to time assign to him.

Section 5.06. Duties of the Chief Executive Officer. The chief executive officer of the corporation shall be the senior executive of the corporation and shall have general control and management of the business affairs and policies of the corporation. Among other things, the chief executive officer shall direct and coordinate the development of short-range and long-range goals and objectives, policies, budgets and operating plans of the corporation and, upon approval by the board of directors, oversee their interpretation, implementation and achievement. In conjunction with the board of directors, the chief executive officer shall establish an organizational hierarchy and delegate authority to other executives regarding policies, contractual commitments, expenditures and personnel matters. The chief executive officer shall

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represent the corporation to its stockholders, the financial community, industry groups, key customers, governmental representatives and regulatory agencies and the general public. The chief executive officer shall have such other powers and perform such other duties as from time to time may be conferred upon him or her by the board of directors.

Section 5.07. Duties of the Vice-Presidents . The vice-presidents shall perform such duties and have such powers as the board of directors may from time to time prescribe.

Section 5.08. Duties of the Secretary . The secretary shall attend all meetings of the board of directors and all meetings of the stockholders and record all the proceedings of the meetings of the corporation and of the board of directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The secretary shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or the chief executive officer, under whose supervision he or she shall be. The secretary shall have custody of the corporate seal of the corporation and the secretary, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his or her signature or by the signature of such assistant secretary. The board of directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his or her signature.

Section 5.09. Duties of the Assistant Secretary . The assistant secretary, or if there be more than one, the assistant secretaries in the order determined by the board of directors (or if there be no such determination, then in the order of their election) shall, in the absence of the secretary or in the event of the secretary's inability or refusal to act, perform the duties and

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exercise the powers of the secretary and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

Section 5.10. Duties of the Treasurer . The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors.

The treasurer shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the chief executive officer and the board of directors, at its regular meetings, or when the board of directors so requires, an account of all his or her transactions as treasurer and of the financial condition of the corporation.

If required by the board of directors, the treasurer shall give the corporation a bond (which shall be renewed each year) in such sum and with such surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of his or her office and for the restoration to the corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the corporation.

Section 5.11. Duties of the Assistant Treasurer . The assistant treasurer, or if there shall be more than one, the assistant treasurers in the order determined by the board of directors (or if there be no such determination, then in the order of their election) shall, in the absence of the treasurer or in the event of his or her inability or refusal to act, perform the duties

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and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

ARTICLE VI
STOCK AND STOCKHOLDERS

Section 6.01. Certificates . Every holder of stock in the corporation shall be entitled to have a certificate, signed by, or in the name of the corporation by, the chairman of the board of directors, the chief executive officer or a vice-president and the treasurer or an assistant treasurer, or the secretary or an assistant secretary of the corporation, certifying the number of shares owned by him in the corporation. Any of or all the signatures on the certificate may be facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

Section 6.02. Lost Certificates . The board of directors (through the corporation's duly authorized officers) may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the board of directors (through the corporation's duly authorized officers) may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in

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such manner as it shall require and/or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

Section 6.03. Record Date. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the board of directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting: provided, however, that the board of directors may fix a new record date for the adjourned meeting.

Section 6.04. Registered Stockholders. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

Section 6.05. Transfers. Where a certificate evidencing stock of the corporation is presented to the corporation or its proper agents with a request to register transfer, the transfer shall be registered as requested if:

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1. An appropriate person signs on each certificate so presented or signs on a separate document an assignment or transfer of shares evidenced by each such certificate, or signs a power to assign or transfer such shares, or when the signature of an appropriate person is written without more on the back of each such certificate; and
2. Reasonable assurance is given that the endorsement of each appropriate person is genuine and effective; the corporation or its agents may refuse to register a transfer of shares unless the signature of each appropriate person is guaranteed by an “eligible guarantor institution” as defined in Rule 17Ad-15 under the Securities Act of 1934 or any successor rule or regulation; and
3. All applicable laws relating to the collection of transfer or other taxes have been complied with; and
4. The corporation or its agents are not otherwise required or permitted to refuse to register such transfer.

ARTICLE VII
GENERAL PROVISIONS

Section 7.01. Dividends. Dividends upon the capital stock of the corporation, subject to the provisions of the certificate of incorporation, if any, may be declared by the board of directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the certificate of incorporation. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, deem proper as a reserve or reserves to meet contingencies, or for equalizing

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dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall deem conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

Section 7.02. Annual Statement . The board of directors shall present at each annual meeting, and at any special meeting of the stockholders when called for by vote of the stockholders, a full and clear statement of the business and condition of the corporation.

Section 7.03. Checks . All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

Section 7.04. Fiscal Year . The fiscal year of the corporation shall be fixed by resolution of the board of directors.

Section 7.05. Seal . The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE VIII AMENDMENTS

Section 8.01. Amendments . These by-laws may be amended or repealed by the board of directors pursuant to the certificate of incorporation or by affirmative vote of the holders of record of shares entitling them to exercise a majority of the voting power on such proposal: provided, however, that the provisions set forth in this Article VIII, in Article II,

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Sections 2.05 and 2.08 and in Article III, Sections 3.01 and 3.13, herein may not be repealed or amended in any respect unless such action is approved by the affirmative vote of the holders of eighty percent (80%) of the stock issued and outstanding and entitled to vote thereon.

ARTICLE IX
INDEMNIFICATION

Section 9.01. Indemnification as of Right for Directors and Officers . Each director or officer of the corporation who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a “proceeding”), by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise (hereinafter an “indemnitee”), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the corporation to the fullest extent permitted by Delaware Law against all expense, liability and loss (including attorneys’ fees, judgments, fines, taxes, penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith; provided, however, that, except as provided in Section 9.02 hereof with respect to proceedings to enforce rights to indemnification, the corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the board. The right to indemnification conferred in this Section 9.01 shall include the right to be paid by the corporation the expenses

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incurred in defending any such proceeding in advance of its final disposition (hereinafter an “advancement of expenses”); provided, however, that, if Delaware Law so requires, expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be advanced only upon delivery to the corporation of an undertaking (hereinafter an “undertaking”), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a “final adjudication”) that such indemnitee is not entitled to be indemnified for such expenses under this Section 9.01 or otherwise.

Section 9.02. Enforcement . If a claim under Section 9.01 is not paid in full by the corporation within sixty days after a written claim has been received by the corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall also be entitled to be paid the expense of prosecuting or defending such suit. It shall be a defense of the corporation in any suit brought by an indemnitee to enforce a right to indemnification hereunder (but not in a suit to enforce a right to an advancement of expenses) that the indemnitee has not met the applicable standard of conduct set forth in Delaware Law, and a final adjudication that an indemnitee has not met such standard shall entitle the corporation to recover such expenses pursuant to the terms of an undertaking. Neither the failure of the corporation (including the board, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such suit that

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indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in Delaware Law, nor an actual determination by the corporation (including the board, independent legal counsel or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the corporation to recover an advancement of expenses, the burden of proving that the indemnitee is not entitled to be indemnified in any respect, or to such advancement of expenses, under this Article IX or otherwise shall be on the corporation.

Section 9.03. Discretionary Indemnification for Agents and Employees. The corporation may, to the extent approved or ratified from time to time by the board, grant rights to indemnification, and to the advancement of expenses to any employee or agent of the corporation to the fullest extent contemplated by this Article IX with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

Section 9.04. Article IX Exclusive. The indemnification and advancement of expenses provided by, or granted pursuant to, the other sections of this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the corporation's or any other corporation's certificate of incorporation or by-laws, other charter documents, agreement, vote of stockholders or disinterested directors or otherwise, or under Delaware Law or any other applicable statute or regulation, both as to action in such person's official capacity and as to action in another capacity while holding such office.

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Section 9.05. Continuation of Indemnification. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article IX shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person, except in any such case to the extent that any grant of rights to indemnification and advancement of expenses pursuant to Section 9.03 otherwise provides, and shall be binding upon any successor to the corporation to the fullest extent permitted by Delaware Law, as from time to time in effect.

Section 9.06. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article IX or Delaware Law.

Section 9.07. Certain Definitions. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to a director or officer of the corporation "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director or officer with respect to an employee benefit plan, its participants, or beneficiaries. For purposes of determining whether a person has met the applicable standard of conduct set forth in Delaware Law, a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and

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beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation.”

Section 9.08. Severability. In the event that any provision of this Article IX is determined by a court of competent jurisdiction to require the corporation to do or to fail to do an act which is in violation of applicable law, such provision shall be limited or modified in its application to the minimum extent necessary to avoid a violation of law, and, as so limited or modified, such provision and the balance of this Article IX shall be enforceable by an indemnitee in accordance with its terms.

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AMENDED AND RESTATED BY-LAWS

OF

BOB EVANS FARMS, INC.

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AMENDED AND RESTATED BY-LAWS

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BOB EVANS FARMS, INC.

ARTICLE I

OFFICES

Section 1.01. Registered Office. The registered office of the corporation shall be in the City of Wilmington, County of New Castle, State of Delaware.

Section 1.02. Business Offices. The corporation may also have offices at such other places both within and without the State of Delaware as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 2.01. Place of Meetings. All meetings of the stockholders shall be held at such place either within or without the State of Delaware as shall be designated from time to time by the board of directors and stated in the notice of the meeting.

Section 2.02. Annual Meetings. Annual meetings of stockholders for the purpose of electing directors and for the transaction of such other proper business as may come before such meetings shall be held on the second Monday in September if not a legal holiday, and if a

legal holiday, then on the next day following, or on such other date as shall be designated from time to time by the ~~Board~~ board of ~~Directors~~ directors and stated in the notice of the meeting.

Section 2.03. Notice of Annual Meeting . Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each stockholder entitled to vote at such meeting not less than ten nor more than sixty days before the date of the meeting.

Section 2.04. List of Stockholders . The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held which place shall be specified in the notice of the meeting, or, if not so specified, at the corporation's principal office. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 2.05. Special Meetings . Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the chief executive officer and shall be called by the chief executive officer or secretary at the request in writing of two-thirds of the board of directors or of the holders of a majority of the stock issued and outstanding and entitled to vote on the date such request was received by the corporation. Such request shall state the purpose or purposes of the proposed meeting.

Section 2.06. Notice of Special Meetings. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than sixty days before the date of the meeting, to each stockholder entitled to vote at such meeting.

~~Section 2.07. Business Transacted at Special Meetings. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.~~

Section 2.07. Director Nominations and Stockholder Business. At any meeting of the stockholders, only such nominations and business shall be considered as shall have been properly brought before the meeting and which are the proper subject of stockholder action under the Delaware General Corporation Law. To be properly brought before a meeting, a nomination or business must be (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the board of directors; (b) brought before the meeting by or at the direction of the board of directors; or (c) brought before the meeting by a stockholder of the corporation who was a stockholder of record at the time notice was given for the meeting, who is entitled to vote at the meeting and who has complied with all of the requirements of this Section 2.07.

A stockholder who intends to make a nomination or to bring any other matter before a meeting of the stockholders must give written notice of his or her intent to the secretary of the corporation. The secretary must receive this notice (a) in the event of an annual meeting of stockholders, not more than 180 days and not less than 120 days in advance of the anniversary date of the prior year's annual meeting; provided, however, that if the date of the annual meeting is advanced or delayed (other than as a result of adjournment) by more than 30 days from the anniversary of the previous year's annual meeting, the secretary must receive the notice no later than the close of business on the later of (i) the 90th day before the meeting or (ii) the close of

business on the 10th day following the day on which public disclosure of the date of the annual meeting is first made; or (b) in the event of a special meeting of stockholders, not later than the close of business on the 10th day following the day on which public disclosure of the date of the special meeting is first made. For purposes of this section “public disclosure” means disclosure by press release or other method (or combination of methods) that is designed to provide broad, non-exclusionary distribution of the information to the public or a filing with the Securities and Exchange Commission.

Every notice by a stockholder pursuant to this Section 2.07 shall set forth:

- (a) the name and address, as they appear on the corporation’s books, of the stockholder of the corporation who intends to make a nomination or bring up any other matter (and, if applicable, the name and address of the beneficial owner on whose behalf the nomination or proposal is being made);
 - (b) the number of shares of the corporation’s voting stock owned of record by such stockholder (and, if applicable, the number of shares beneficially owned by the beneficial owner on whose behalf the nomination or proposal is being made);
 - (c) if the stockholder is making a nomination, a description of all arrangements or understandings among the stockholder (and, if applicable, the beneficial owner on whose behalf the nomination is being made) and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the stockholder;
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- (d) if the stockholder is making a nomination, such other information regarding each nominee proposed by such stockholder as would have been required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission if the nominee had been nominated by the board of directors;
- (e) if the stockholder is making a nomination, the written consent of each nominee to serve as director of the corporation if so elected and a statement as to whether the nominee, if elected, intends to tender, promptly following such person's election, an irrevocable resignation effective upon (i) such person's failure to receive the required vote for reelection at the next meeting at which the person to would face reelection and (ii) acceptance of the resignation by the board of directors;
- (f) if the stockholder intends to bring up any other matter, a description of the matter, the reason for conducting such business at the meeting and any material interest of the stockholder (and, if applicable, the beneficial owner on whose behalf the nomination or proposal is being made) in the matter; and
- (g) a representation that the stockholder intends to appear at the meeting to present the matter or make the nomination specified in the notice.

No business shall be conducted at any meeting except in accordance with the provisions of this Section 2.07. At the meeting, the presiding officer may declare out of order and disregard any nomination or other business that was not properly brought before the meeting in accordance with this Section 2.07. If the stockholder does not appear in person or by proxy at

the meeting to present the nominees or business, such proposed nominee or business shall not be considered or transacted.

Notwithstanding the foregoing provisions of this Section 2.07, a stockholder shall also comply with all applicable requirements of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations thereunder with respect to the matters set forth in this Section 2.07. Nothing in this Section 2.07 shall be deemed to affect any rights of, or limitations on, stockholders to request inclusion of proposals in the corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or any successor rule or regulation.

Section 2.08. Quorum . The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 2.09. Vote Required . When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon

which by express provision of the statutes or of the certificate of incorporation or by-laws a different vote is required in which case such express provision shall govern and control the decision of such question.

Section 2.10. Voting Rights; Proxies . Unless otherwise provided in the certificate of incorporation, each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder, but no proxy shall be voted on after eleven months from its date, unless the proxy provides for a longer period.

Section 2.11. Action Without Meeting . Unless otherwise provided in the certificate of incorporation, any action required to be taken at any annual or special meeting of stockholders of the corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all of the holders of outstanding stock who would be entitled to notice of such meeting.

ARTICLE III

DIRECTORS

Section 3.01. Number of Directors . The number of directors of the corporation shall be not less than nine (9) nor more than fifteen (15). Initially there shall be nine (9) directors and thereafter the number of directors shall be as provided from time to time in the by-laws, provided that no amendment to the by-laws decreasing the number of directors shall have the effect of shortening the term of any incumbent director, and provided further that no action shall

be taken by the directors (whether through amendment of the by-laws or otherwise) to increase the number of directors as provided in the by-laws from time to time unless at least eighty percent (80%) of the directors then in office shall concur in said action. Directors need not be stockholders.

Commencing with the election of directors at the 1986 annual meeting of stockholders, the board of directors shall be divided into three classes, designated class I, class II and class III, as nearly equal in number as possible, and the term of office of directors in one class shall expire at each annual meeting of stockholders, and in all cases as to each director until a successor shall be elected and shall qualify, or until his earlier resignation, removal from office, death or incapacity. Additional directorships resulting from an increase in number of directors shall be apportioned among the classes as equally as possible. The initial term of office of directors of class I shall expire at the annual meeting of stockholders in 1987, that of class II shall expire at the annual meeting of stockholders in 1988, and that of class III shall expire at the annual meeting of stockholders in 1989, and in all cases as to each director until a successor shall be elected and shall qualify, or until his earlier resignation, removal from office, death or incapacity. At each annual meeting of stockholders the number of directors equal to the number of directors of the class whose term expires at the time of such meeting (or, if less, the number of directors properly nominated and qualified for election) shall be elected to hold office until the third succeeding annual meeting of stockholders after their election.

Section 3.02. Vacancies . Vacancies and newly-created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, or by a sole remaining director, and the directors so chosen shall hold office until the next election of the class for which such directors shall have been chosen and

until their successors are duly elected and shall qualify, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute.

Section 3.03. Authority of Board of Directors . The business of the corporation shall be managed by or under the direction of its board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by the stockholders.

~~Section 3.04. Nomination . Only persons who are nominated in accordance with the procedures set forth in these by-laws shall be eligible to serve as directors. Nominations of persons for election to the board may be made at a meeting of stockholders (a) by or at the direction of the board of directors or (b) by any stockholder of the corporation who (i) is a stockholder of record as of the record date for the annual meeting of stockholders, (ii) is entitled to vote for the election of directors at such meeting and (iii) complies with the notice procedures set forth in this Section 3.04. Such nominations, other than those made by or at the direction of the board, shall be made pursuant to timely notice in writing to the secretary of the corporation. To be timely, a stockholder's notice shall be delivered to or mailed and received at the principal executive offices of the corporation not less than sixty nor more than ninety days prior to the meeting; provided, however, that in the event that less than seventy days' notice or prior public disclosure of the date of the meeting is given or made to stockholders, notice by the stockholder to be timely must be so received not later than the close of business on the tenth day following the day on which such notice of the date of the meeting or such public disclosure was made. Such stockholder's notice shall set forth (a) as to each person whom the stockholder proposes to nominate for election or reelection as a director all information relating to such person that is~~

~~required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); and (b) as to the stockholder giving the notice (i) the name and address, as they appear on the corporation's books, of such stockholder and (ii) the class and number of shares of the corporation which are beneficially owned by such stockholder. At the request of the board, any person nominated by the board for election as a director shall furnish to the secretary of the corporation that information required to be set forth in a stockholder's notice of nomination which pertains to the nominee. No person shall be eligible to serve as a director of the corporation unless nominated in accordance with the procedures set forth in these by-laws. The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by the by-laws and that the defective nomination shall be disregarded. Notwithstanding the foregoing provisions of this Section 3.04, a stockholder shall also comply with all applicable requirements of the Securities and Exchange Act of 1934, as amended, and the rules and regulations thereunder with respect to the matters set forth in this Section 3.04.~~

Section 3.04. Voting in Director Elections; Resignation. (a) Except as provided in Section 3.02 of these by-laws or as provided in paragraph (b) of this Section 3.04, each director shall be elected by the vote of the majority of the votes cast with respect to that director's election at any meeting for the election of directors at which a quorum is present. For purposes of this section, a majority of the votes cast means that the number of shares voted "for" a director must exceed 50% of the votes cast with respect to that director. Votes cast "against" a director

will count as votes cast, but “abstentions” will not count as votes cast with respect to that director.

(b) If the number of nominees for election as directors nominated by (i) the board of directors, (ii) any stockholder, or (iii) a combination thereof exceeds the number of directors to be elected, the nominees receiving a plurality of the votes cast by holders of shares represented in person or by proxy at any meeting at which a quorum is present and entitled to vote on the election of directors shall be elected.

(c) In order for any incumbent director to become a nominee of the board of directors for further service as a director, such person must submit an irrevocable resignation to the board of directors, contingent upon (i) that person not receiving more than 50% of the votes cast, and (ii) acceptance of the resignation by the board in accordance with policies and procedures adopted by the board.

The board of directors, acting on the recommendation of the Nominating and Corporate Governance Committee, shall, within 90 days of receiving the certified vote pertaining to such election, determine whether to accept the resignation of an unsuccessful incumbent, and in making this determination the board may consider any factors or other information that it deems appropriate or relevant. The Nominating and Corporate Governance Committee and the board of directors expect an unsuccessful incumbent to voluntarily recuse himself or herself from participation in such deliberations.

Section 3.05. Place of Meetings . The board of directors of the corporation may hold meetings, both regular and special, either within or without the State of Delaware.

Section 3.06. Regular Meetings . A regular meeting of the board of directors shall be held immediately after the annual meeting of stockholders at the same place as such annual

meeting is held and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present. In the event such meeting is not held at the time and place provided herein, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the board of directors, or as shall be specified in a written waiver signed by all of the directors. Other regular meetings of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by the board. Unless otherwise restricted by the certificate of incorporation or these by-laws, members of the board of directors, or any committee designated by the board of directors, may participate in a meeting of the board of directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 3.07. Special Meetings . Special meetings of the board of directors may be called by the chairman of the board ~~or the chief executive officer or the president and chief operating officer~~ on three days' notice to each director, either personally or by mail, telephone or facsimile transmission; special meetings shall be called by the chairman of the board, the chief executive officer, ~~the president and chief operating officer~~ or the secretary in like manner and on like notice on the written request of two directors.

Section 3.08. Quorum . At all meetings of the board of directors a majority of the directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation. If a quorum shall not be present at any meeting of the board of directors the

directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 3.09. Action Without Meeting . Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if all members of the board of directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board of directors or committee.

Section 3.10. Committees of Directors . The board of directors may, by resolution passed by a majority of the whole board, designate one or more committees, each committee to consist of not less than three directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member.

Any such committee, to the extent provided in the resolution of the board of directors, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or

exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution; and, unless the resolution or the certificate of incorporation expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors.

Section 3.11. Committee Minutes . Each committee shall keep regular minutes of its meetings and report the same to the board of directors when required.

Section 3.12. Compensation of Directors . Unless otherwise restricted by the certificate of incorporation or these by-laws, the board of directors shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the board of directors and may be paid a fixed sum for attendance at each meeting of the board of directors or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

Section 3.13. Removal . Notwithstanding any other provisions of the certificate of incorporation or the by-laws of the corporation (and notwithstanding the fact that some lesser percentage may be specified by law, the certificate of incorporation or the by-laws of the corporation), any director or the entire board of directors of the corporation may be removed from office at any time, with or without cause, but only by the affirmative vote of the holders of at least eighty percent (80%) of all of the outstanding shares of capital stock of the corporation entitled to vote on the election of directors at a meeting of stockholders called for that purpose,

except that if the board of directors, by an affirmative vote of at least two-thirds (66 2/3%) of the entire board of directors, recommends removal of a director to the stockholders, such removal may be effected by the affirmative vote of the holders of at least a majority of the outstanding shares of capital stock of the corporation entitled to vote on the election of directors at a meeting of stockholders for that purpose.

Section 3.14 Resignation. Any director may resign at any time upon notice given in writing or by electronic transmission to the chairman or the chief executive officer. A resignation is effective when delivered unless the resignation specifies (i) a later effective date, or (ii) an effective date determined upon the happening of an event or events (including, but not limited to, a failure to receive at least 50% of the votes cast in a director election and the acceptance by the board of the resignation).

ARTICLE IV

NOTICES

Section 4.01. Form of Notice. Whenever, under the provisions of the statutes or of the certificate of incorporation or of these by-laws, notice is required to be given to any stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such stockholder, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail.

Whenever, under the provisions of the statutes or of the certificate of incorporation or of these by-laws, notice is required to be given to any director, such notice may

be given personally or by telephone or facsimile transmission, or given in a writing, addressed to such director, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail.

Section 4.02. Waiver of Notice . Whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation or of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE V

OFFICERS

Section 5.01. Officers . The officers of the corporation ~~shall will be chosen elected~~ by the board of directors ~~and shall be~~ . The board of directors, in its discretion, may elect a chairman of the board, a chief executive officer, a vice- president-presidents, a secretary and a treasurer. The chairman of the board must be a director. The board of directors may also choose additional officers, vice-presidents (including senior, executive or assistant vice-presidents), and one or more assistant secretaries and assistant treasurers, a treasurer and such other officers as determined by the board of directors from time to time in accordance with Section 5.02 of these by-laws . Any number of offices may be held by the same person, unless otherwise prohibited by the certificate of incorporation or these by-laws otherwise provides, these by-laws or applicable law or regulation. The officers of the corporation need not be stockholders or directors of the corporation, except that the chairman of the board must be a director of the corporation. In the

absence of any officer, or if any officer is unable to perform his or her duties or for any reason, the board may delegate any or all of the powers and duties of such officer to any other officer or to any director.

Section 5.02. Additional Officers ~~and Agents~~. The board of directors may appoint such ~~other additional~~ officers ~~and agents~~ as it shall deem necessary ~~who shall hold their offices for such terms and shall exercise~~. Such additional officers shall have such powers, authority and ~~perform such duties as shall be determined~~ responsibilities as the board may from time to time ~~by~~ determine. Each additional officer shall hold his or her office at the pleasure of the board.

Section 5.03. Compensation . The ~~salaries~~ compensation of ~~all the~~ officers ~~and agents~~ of the corporation shall be fixed from time to time by the board of directors, and no officer shall be prevented from receiving such compensation by reason of the fact that such officer is also a director of the corporation.

Section 5.04. Term; Removal of Officers . The officers of the corporation shall hold office until their successors are chosen and qualify, or until their earlier death, resignation or removal. Any officer ~~elected or appointed by the board of directors may be removed at any time~~ may resign at any time by giving written notice to the chief executive officer. Unless stated in the resignation, the acceptance of the resignation shall not be necessary to make it effective. A resignation shall be effective at the time specified in the resignation or, if no time is specified, at the time of receipt. Any officer may be suspended or removed at any time, with or without cause, by the affirmative vote of a majority of the board of directors. ~~Any~~ Subject to any contractual limitations, the chief executive officer may suspend the powers, duties, authority, responsibilities and compensation of any employee, including any officer, for a period of time

sufficient to permit a decision to be made by the board regarding such person's reinstatement, further suspension or removal. The board may fill any vacancy occurring in any office of the corporation shall be filled by the board of directors, in the same manner as provided for the election or appointment of such person.

Section 5.05. Duties of the Chairman of the Board . The chairman of the board shall preside at all meetings of the stockholders and the board of directors at which he is present. The chairman shall have such other powers and duties as the directors shall from time to time assign to him.

Section 5.06. Duties of the Chief Executive Officer . The chief executive officer of the corporation shall be the senior executive of the corporation and shall have general control and management of the business affairs and policies of the corporation. Among other things, ~~he the chief executive officer~~ shall direct and coordinate the development of short-range and long-range goals and objectives, policies, budgets and operating plans of the corporation and, upon approval by the board of directors, oversee their interpretation, implementation and achievement. In conjunction with the board of directors, the chief executive officer shall establish an organizational hierarchy and delegate authority to other executives regarding policies, contractual commitments, expenditures and personnel matters. ~~He~~ The chief executive officer shall represent the corporation to its stockholders, the financial community, industry groups, key customers, governmental representatives and regulatory agencies and the general public. ~~If there is no chairman of the board, or during the absence or disability of the chairman of the board, the chief executive officer shall exercise all of the powers and discharge all of the duties of the chairman of the board. If there is no president and chief operating officer, or during the absence or disability of the president and chief operating officer, the chief~~

~~executive officer shall exercise all of the powers and discharge all of the duties of the president and chief operating officer.~~ The chief executive officer shall have such other powers and perform such other duties as from time to time may be conferred upon him or her by the board of directors.

Section 5.07. Duties of the Vice-Presidents. The vice-presidents shall perform such duties and have such powers as the board of directors may from time to time prescribe.

Section 5.08. Duties of the Secretary. The secretary shall attend all meetings of the board of directors and all meetings of the stockholders and record all the proceedings of the meetings of the corporation and of the board of directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. ~~He~~ The secretary shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors, ~~or the chief executive officer or the president and chief operating officer,~~ under whose supervision he or she shall be. ~~He~~ The secretary shall have custody of the corporate seal of the corporation and ~~he~~ the secretary, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his or her signature or by the signature of such assistant secretary. The board of directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his or her signature.

Section 5.09. Duties of the Assistant Secretary. The assistant secretary, or if there be more than one, the assistant secretaries in the order determined by the board of directors (or if there be no such determination, then in the order of their election) shall, in the absence of the secretary or in the event of ~~his~~ the secretary's inability or refusal to act, perform the duties and

exercise the powers of the secretary and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

Section 5.10. Duties of the Treasurer . The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors.

~~He~~ The treasurer shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the chief executive officer and the board of directors, at its regular meetings, or when the board of directors so requires, an account of all his or her transactions as treasurer and of the financial condition of the corporation.

If required by the board of directors, ~~he~~ the treasurer shall give the corporation a bond (which shall be renewed each year) in such sum and with such surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of his or her office and for the restoration to the corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the corporation.

Section 5.11. Duties of the Assistant Treasurer . The assistant treasurer, or if there shall be more than one, the assistant treasurers in the order determined by the board of directors (or if there be no such determination, then in the order of their election) shall, in the absence of the treasurer or in the event of his or her inability or refusal to act, perform the duties

and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

ARTICLE VI

STOCK AND STOCKHOLDERS

Section 6.01. Certificates. Every holder of stock in the corporation shall be entitled to have a certificate, signed by, or in the name of the corporation by, the chairman of the board of directors, ~~or the president and chief operating executive officer~~ or a vice-president and the treasurer or an assistant treasurer, or the secretary or an assistant secretary of the corporation, certifying the number of shares owned by him in the corporation. Any of or all the signatures on the certificate may be facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

Section 6.02. Lost Certificates. The board of directors (through the corporation's duly authorized officers) may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the board of directors (through the corporation's duly authorized officers) may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in

such manner as it shall require and/or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

Section 6.03. Record Date . In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the board of directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting: provided, however, that the board of directors may fix a new record date for the adjourned meeting.

Section 6.04. Registered Stockholders . The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

Section 6.05. Transfers . Where a certificate evidencing stock of the corporation is presented to the corporation or its proper agents with a request to register transfer, the transfer shall be registered as requested if:

1. An appropriate person signs on each certificate so presented or signs on a separate document an assignment or transfer of shares evidenced by each such certificate, or signs a power to assign or transfer such shares, or when the signature of an appropriate person is written without more on the back of each such certificate; and
2. Reasonable assurance is given that the ~~indorsement~~endorsement of each appropriate person is genuine and effective; the corporation or its agents may refuse to register a transfer of shares unless the signature of each appropriate person is guaranteed by an “eligible guarantor institution” as defined in Rule 17Ad-15 under the Securities Act of 1934 or any successor rule or regulation; and
3. All applicable laws relating to the collection of transfer or other taxes have been complied with; and
4. The corporation or its agents are not otherwise required or permitted to refuse to register such transfer.

ARTICLE VII

GENERAL PROVISIONS

Section 7.01. Dividends. Dividends upon the capital stock of the corporation, subject to the provisions of the certificate of incorporation, if any, may be declared by the board of directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the certificate of incorporation. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their

absolute discretion, deem proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall deem conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

Section 7.02. Annual Statement. The board of directors shall present at each annual meeting, and at any special meeting of the stockholders when called for by vote of the stockholders, a full and clear statement of the business and condition of the corporation.

Section 7.03. Checks. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

Section 7.04. Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the board of directors.

Section 7.05. Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE VIII

AMENDMENTS

Section 8.01. Amendments. These by-laws may be amended or repealed by the board of directors pursuant to the certificate of incorporation or by affirmative vote of the holders of record of shares entitling them to exercise a majority of the voting power on such

proposal: provided, however, that the provisions set forth in this Article VIII, in Article II, Sections 2.05 and 2.08 and in Article III, Sections 3.01 and 3.13, herein may not be repealed or amended in any respect unless such action is approved by the affirmative vote of the holders of eighty percent (80%) of the stock issued and outstanding and entitled to vote thereon.

ARTICLE IX

INDEMNIFICATION

Section 9.01. Indemnification as of Right for Directors and Officers . Each director or officer of the corporation who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a “proceeding”), by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise (hereinafter an “indemnitee”), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the corporation to the fullest extent permitted by Delaware Law against all expense, liability and loss (including attorneys’ fees, judgments, fines, taxes, penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith; provided, however, that, except as provided in Section 9.02 hereof with respect to proceedings to enforce rights to indemnification, the corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the board. The right to indemnification

conferred in this Section 9.01 shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an “advancement of expenses”); provided, however, that, if Delaware Law so requires, expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be advanced only upon delivery to the corporation of an undertaking (hereinafter an “undertaking”), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a “final adjudication”) that such indemnitee is not entitled to be indemnified for such expenses under this Section 9.01 or otherwise.

Section 9.02. Enforcement. If a claim under Section 9.01 is not paid in full by the corporation within sixty days after a written claim has been received by the corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall also be entitled to be paid the expense of prosecuting or defending such suit. It shall be a defense of the corporation in any suit brought by an indemnitee to enforce a right to indemnification hereunder (but not in a suit to enforce a right to an advancement of expenses) that the indemnitee has not met the applicable standard of conduct set forth in Delaware Law, and a final adjudication that an indemnitee has not met such standard shall entitle the corporation to recover such expenses pursuant to the terms of an undertaking. Neither the failure of the corporation (including the ~~Board~~board, independent legal counsel or its

stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in Delaware Law, nor an actual determination by the corporation (including the ~~Board~~ board, independent legal counsel or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the corporation to recover an advancement of expenses, the burden of proving that the indemnitee is not entitled to be indemnified in any respect, or to such advancement of expenses, under this Article IX or otherwise shall be on the corporation.

Section 9.03. Discretionary Indemnification for Agents and Employees. The corporation may, to the extent approved or ratified from time to time by the board, grant rights to indemnification, and to the advancement of expenses to any employee or agent of the corporation to the fullest extent contemplated by this Article IX with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

Section 9.04. Article IX Exclusive. The indemnification and advancement of expenses provided by, or granted pursuant to, the other sections of this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the corporation's or any other corporation's certificate of incorporation or by-laws, other charter documents, agreement, vote of stockholders or disinterested directors or otherwise, or under Delaware Law or any other applicable statute or

regulation, both as to action in such person's official capacity and as to action in another capacity while holding such office.

Section 9.05. Continuation of Indemnification. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article IX shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person, except in any such case to the extent that any grant of rights to indemnification and advancement of expenses pursuant to Section 9.03 otherwise provides, and shall be binding upon any successor to the corporation to the fullest extent permitted by Delaware Law, as from time to time in effect.

Section 9.06. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article IX or Delaware Law.

Section 9.07. Certain Definitions. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to a director or officer of the corporation "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director or officer with respect to an employee benefit plan, its participants, or beneficiaries. For purposes of determining whether a person has met the

applicable standard of conduct set forth in Delaware Law, a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation.”

Section 9.08. Severability. In the event that any provision of this Article IX is determined by a court of competent jurisdiction to require the corporation to do or to fail to do an act which is in violation of applicable law, such provision shall be limited or modified in its application to the minimum extent necessary to avoid a violation of law, and, as so limited or modified, such provision and the balance of this Article IX shall be enforceable by an indemnitee in accordance with its terms.

BOB EVANS FARMS, INC. COMPENSATION PROGRAM FOR DIRECTORS
Adopted and Effective May 8, 2006 and Amended November 10, 2006

Employee Directors' Retainer

All members of the Board of Directors (the "Board") of Bob Evans Farms, Inc., a Delaware corporation (the "Company"), who are employed by the Company or one of its subsidiaries ("Employee Directors") shall be paid a cash retainer of \$1,200 per month (\$14,400 annually). The cash retainer shall be paid on or before the first of each month.

Non-Employee Directors' Retainer

All directors of the Company who are not employed by the Company or one of its subsidiaries ("Non-Employee Directors") shall be paid a cash retainer of \$2,000 per month (\$24,000 annually). The cash retainer shall be paid on or before the first of each month.

Each Non-Employee Director shall also receive 2,500 restricted shares of the Company's common stock each year. These shares shall be awarded as soon as practicable following each annual meeting of stockholders to the Non-Employee Directors belonging to the class of directors elected at such meeting as well as the incumbent Non-Employee Directors belonging to the classes of directors not standing for reelection at the annual meeting. If a new Non-Employee Director is elected by the directors to fill a vacancy on the Board, the Company will award the Non-Employee Director a full equity award of 2,500 restricted shares as soon as practicable following the beginning of his or her Board service. Non-Employee Directors cannot sell or otherwise transfer these shares for a period of one-year after the shares are issued. These shares shall be awarded out of and in accordance with the Company's 2006 Equity and Cash Incentive Plan.

Lead Independent Director

The Lead Independent Director shall be paid a cash retainer of \$1,250 per month (\$15,000 annually) in addition to the Non-Employee Directors' retainer described above and any other compensation to which the Lead Independent Director may be entitled under this Director Compensation Program. The Lead Independent Director's retainer shall be paid on or before the first of each month.

Non-Employee Directors' Board Meeting Fee

Each Non-Employee Director will be paid \$1,500 per Board meeting attended. All Board meeting fees shall be paid on or before the first day of the month following the Board meeting.

Non-Employee Directors' Committee Fees

Each fiscal year, each Non-Employee Director is expected to attend approximately five regularly scheduled meetings of the committees of the Board on which he or she serves. Committees of the Board shall meet as the business requires.

The following table shows the fees to be paid to Non-Employee Directors for each meeting of a committee of the Board attended:

Board Committee	Committee Member Fee	Committee Chairperson Fee
Audit Committee	\$1,750	\$3,000
Compensation Committee	\$1,500	\$2,500
Nominating and Corporate Governance Committee	\$1,000	\$1,500

All meeting fees shall be paid on or before the first day of the month following the committee meeting.

Special Assignments and Projects

Non-Employee Directors who undertake special projects and assignments at the request of the Chairman of the Board or the Lead Independent Director shall be compensated on a per diem basis at a rate of \$1,000 plus expenses.

Non-Employee Directors' Benefits

The Company shall maintain a \$50,000 life insurance policy for each Non-Employee Director.

Group healthcare is provided at employee cost levels in accordance with the Company's group healthcare plan.

Non-Employee Directors are entitled to seek reimbursement for out of pocket expenses associated with travel to and from meetings of the Board and its committees.

Director Retirement

Mandatory Retirement: A director may not stand for reelection to the Board after his or her 70th birthday.

Early Retirement: A director may retire with 10 years of service after attaining age 55.

Term and Effect

This Compensation Program for Directors will be reviewed periodically by the Compensation Committee of the Board. The Compensation Committee shall recommend any changes it deems necessary to the Board. The Board may modify or terminate this Compensation Program for Directors in its discretion at any time. This Compensation Program for Directors is effective as of November 10, 2006 and supersedes all previous director compensation plans of the Company.

FOR IMMEDIATE RELEASE
Nov. 13, 2006

Contact: Donald J. Radkoski (614) 492-4901
or Tammy Roberts Myers (614) 492-4954

**BOB EVANS FARMS NAMES STEVEN A. DAVIS CHAIRMAN OF THE BOARD;
ANNOUNCES QUARTERLY DIVIDEND, OTHER BOARD ACTIONS**

COLUMBUS, Ohio — Bob Evans Farms, Inc. (Nasdaq: BOBE) today announced that its board of directors took the following actions at its meeting on Nov. 10, 2006:

- Appointed Steven A. Davis, chief executive officer, as the chairman of the board. Davis has been acting as interim chair since the passing of Robert E.H. Rabold in September.
- Selected Michael J. Gasser as the board's lead independent director. Gasser, who is chairman of the board and chief executive officer of Greif, Inc., has been a member of the Bob Evans Farms board of directors for nine years and currently serves on the nominating and corporate governance committee and as chair of the audit committee. Greif, Inc. is a \$2.4 billion packaging product and service company with 160 locations in 40 countries.
- Declared a regular quarterly dividend of 14 cents (\$.14) per share on the company's outstanding common stock (\$.01 par value). The dividend is payable Dec. 1, 2006, to stockholders of record at the close of business on Nov. 20, 2006.
- Changed the company's by-laws and corporate governance principles, effective immediately, to adopt a majority voting standard for the election of directors.
- Voted to present a proposal at the next annual meeting of stockholders to declassify the board of directors so all directors would be elected annually.

Davis, 47, joined Bob Evans Farms as chief executive officer on May 1, 2006. He was previously with Yum! Brands, Inc. for 13 years, where he most recently served as president of Long John Silver's and A&W All-American Food Restaurants.

Mike Gasser, the board's new lead independent director, said, "Steve Davis has done an outstanding job as the company's chief executive officer in his first six months, and his appointment to the additional position of chairman of the board is well-deserved. His broad knowledge of the restaurant and packaged foods industries, disciplined management style and tremendous enthusiasm are clearly benefiting Bob Evans Farms."

The board of directors adopted the majority voting standard and authorized the proposal to declassify the board in response to stockholder views raised at this year's annual meeting. "At our last annual meeting, our stockholders expressed a desire for change surrounding the election of directors,

Davis said. "The board listened to their views and, after careful consideration, we voted to adopt majority voting and to pursue declassification to address our stockholders' concerns."

The board adopted a majority voting standard in uncontested director elections, when the number of nominees does not exceed the number of directors to be elected. Majority voting requires that nominees to the board receive more than 50 percent of the votes cast to be elected. Directors were previously elected by plurality, which provided that the nominees who received the greatest number of votes were elected, even if they did not receive a majority of votes cast. The plurality voting standard will still apply in contested director elections.

Today after market close, the company will announce second quarter earnings. Company executives will discuss the earnings results during a conference call Tuesday, Nov. 14, 2006, at 10 a.m. ET. To listen, call (888) 694-4676 (conference ID number 8080500) or log-in to the webcast at www.bobevans.com and then click on "investors." The call will be available for replay for 48 hours, beginning one hour after the call on Tuesday, Nov. 14, 2006, by calling toll free (877) 519-4471, pin code 8080500. The webcast version will also be archived on the company's Web site.

Bob Evans Farms, Inc. owns and operates 587 full-service, family restaurants in 18 states primarily in the Midwest, mid-Atlantic and Southeast regions of the United States. In addition, the company operates 105 Mimi's Café casual restaurants located in 18 states, primarily in California and other western states. Bob Evans Farms, Inc. is also a leading producer and distributor of pork sausage and a variety of complementary homestyle convenience food items under the Bob Evans and Owens brand names. For more information about Bob Evans Farms, Inc., visit the company's Web site at www.bobevans.com.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

Certain statements in this news release that are not historical facts are forward-looking statements. Forward-looking statements involve various important assumptions, risks and uncertainties. Actual results may differ materially from those predicted by the forward-looking statements because of various factors and possible events, including, without limitation:

- the failure to achieve and maintain positive same-store sales;
- a decline in general economic conditions;
- competition in the restaurant and food products industries;
- the company's ability to expand its restaurant base;
- consumer acceptance of changes in menu, food products, prices, atmosphere and service procedures;
- the company's ability to hire and retain a sufficient number of qualified employees;
- market concentration;
- adverse weather conditions;
- government regulation;
- allegations related to food-related illnesses and health concerns regarding certain food products;
- margin sensitivity;
- consumer acceptance of the company's restaurant concepts and food products in new markets;
- fluctuations in quarterly operating results;
- the adequacy of insurance loss estimates and reserves; and
- protection of our trademarks and other intellectual property rights.

These risks are discussed more fully under the heading "Risk Factors" in Item 1A of the company's Annual Report on Form 10-K for the fiscal year ended April 28, 2006. It is impossible to predict or identify all such risk factors. Consequently, no one should consider any such list to be a

complete set of all potential risks and uncertainties. There is also the risk that the company may incorrectly analyze these risks or that the strategies developed by the company to address them will be unsuccessful. Forward-looking statements speak only as of the date on which they are made, and the company undertakes no obligation to update any forward-looking statement to reflect circumstances or events that occur after the date on which the statement is made to reflect unanticipated events. Any further disclosures in the company's filings with the Securities and Exchange Commission should also be consulted. All subsequent written and oral forward-looking statements attributable to the company or any person acting on behalf of the company are qualified by the cautionary statements in this section.