

BYLAWS
OF
U. C. BERKELEY ARMENIAN ALUMNI
(A California Nonprofit Public Benefit Corporation)

ARTICLE I

NAME

Section 1.1 Name. The name of this corporation is U.C. Berkeley Armenian Alumni (the "Corporation").

ARTICLE II

OFFICES

Section 2.1 Principal Office. The principal office for the transaction of the business of the Corporation may be established at any place or places within or without the State of California by resolution of the Corporation's Board of Directors (the "Board").

ARTICLE III

PURPOSE

Section 3.1 Purpose. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California ("California Nonprofit Corporation Law") for public and charitable purposes, as stated in greater detail in Article II of the Corporation's Amended and Restated Articles of Incorporation.

ARTICLE IV

PROHIBITED ACTIVITIES

Section 4.1 Political Activities. The Corporation has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article III, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 4.2 Prohibited Activities. The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article III. The Corporation may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article III shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue

