

BYLAWS OF THE VEDIC DHARMA SAMAJ

ARTICLE 1. OFFICES AND ACTIVITIES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in ALAMEDA COUNTY, STATE OF CALIFORNIA.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of the Articles of Incorporation of this corporation and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws:

_____ Dated: _____, 19__
_____ Dated: _____, 19__
_____ Dated: _____, 19__

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time designate. The addresses of branch

offices and effective dates shall be noted below:

_____ Dated: _____, 19__
_____ Dated: _____, 19__
_____ Dated: _____, 19__
_____ Dated: _____, 19__

SECTION 4. ACTIVITIES

The activities of the VEDIC SAMAJ, within the meaning of Article II of the Articles of Incorporation, will include but will not be limited to the following:

1. Monthly Puja of Lord Shri Satyanarayan (worship and kirtan, lectures on religious subjects).
2. Provide a place of workshop and meditation for the Hindu Community.
3. To arrange facilities for the Hindu Community for celebration of religious and other festivals.
4. Provide facilities for the religious learning for the children.
5. Hold workshops, lectures, group discussions for the Hindu Community for their spiritual advancement and practice of VEDIC philosophy and religion.
6. Establish library of VEDIC literature for reference by the community members.
7. To disseminate the VEDIC principles of life and religion through periodic publications of extracts from literature, and opinions of learned personalities.
8. Arrange seminars on VEDIC philosophy and religion, inviting spiritually advanced people to lecture.

9. To arrange cultural activities such as dance, drama; fine arts, etc., for fund-raising purposes.
10. Use radio and TV facilities for one or more of the above activities.
11. Members of other communities, who have genuine interests in learning the principles of VEDIC philosophy, will be welcome to participate.

ARTICLE 2. MEMBERS

SECTION 1. DETERMINATION OF MEMBERS

The corporation shall make no provision for members thereof as such except, however, pursuant to Section 9603 of the Corporation Code of the State of California, for the purpose of any statutory provision or rule of law relating to nonprofit corporations, the persons constituting its Board of Directors shall be considered the members of the corporation and shall exercise all of the rights and powers of members thereof.

ARTICLE 3. DIRECTORS

SECTION 1. NUMBER

The number of Directors of this corporation shall be not less than five nor more than twenty-one as may be fixed from time to time by the Board of Directors. The consent of three-fourths of the members, either by personal presence in a meeting of the Board or in writing through the mail, will be required to change the number of Directors within the above limits.

SECTION 2. POWERS

The Directors shall exercise the powers of the corporation, control its property, and conduct its affairs, except as otherwise provided by law.

SECTION 3. DUTIES

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these bylaws.
- b. Appoint and remove, employ and discharge and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.
- c. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.
- d. Meet at such times and places as required by these bylaws.
- e. Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

Each Director shall hold office until the next annual meeting for election of the Board of Directors as specified in this Article, and until his/her successor is elected and qualifies.

SECTION 5. COMPENSATION

Directors shall serve without compensation except that they shall be allowed reasonable compensation for extraordinary services and reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. As used herein, "extraordinary duties" refers to the performance of duties not specified in said section which are performed in furtherance of the primary purposes and powers of this corporation.

SECTION 6. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, meetings shall be held at the principal office of the corporation, provided that any such meeting held elsewhere shall be valid if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the corporation.

SECTION 7. REGULAR AND ANNUAL MEETINGS

Regular meetings of Directors shall be held on the second Saturday of each month at 2:00 P.M. unless otherwise specified and directed by the President. Directors shall meet at least once a month. At the annual regular meeting of Directors for the month of December, Directors shall be elected by the Board of Directors. Cumulative voting for the election of Directors shall not be permitted. The candidates receiving the highest number of votes

up to the number of Directors to be elected shall be elected. Each Director shall cast one vote, with voting being by ballot only.

The election will be held in the following manner:

- A. The maximum number of Directors which can be re-elected from the existing Board of Directors shall be two-thirds. Any member of the Board of Directors who does not attend at least 75 percent of the meetings of the Board shall be automatically considered ineligible for re-election for one year unless the absence is excused by the Board.
- B. The names of the members will be placed in descending order of number of votes cast for them and the one-third number of the members falling on the bottom of the list shall retire.
- C. Each member may nominate one nominee for election to the Board. The retiring members will be added to the pool of the nominees from which the new members shall be elected. The outgoing Board will cast ballot for the election of the required number of new members out of the above pool of nominees and the nominees getting the highest number of votes shall be elected.

SECTION 8. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President or, if he/she is absent or is unable or refuses to act, by the Vice President, or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 9. NOTICE OF MEETINGS

The Secretary of the corporation, or other person designated by the President, shall deliver notice of the time and place of meetings of the Board of Directors to each Director personally or by telegram within three (3) days or by United States mail at least seven (7) days prior to the day of the meeting, except that notice of all regular meetings of Directors, except for the annual regular meeting of Directors held for the election of Directors, is hereby dispensed with and except as otherwise provided in the bylaws or under law. If sent by mail or telegram, the notice shall be deemed to be delivered on its deposit in the United States mail or on its delivery to the telegraph company. Such notice shall be addressed to each Director at his/her address as shown on the books of the corporation. If the address of a Director is not so shown and is not readily ascertainable, the notice shall be addressed to him/her at the city or place in which the meetings of Directors are regularly held. Notice of the time and place of holding of an adjourned meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned.

SECTION 10. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting and the general nature of the business to be transacted.

SECTION 11. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meetings of the Board, however called

and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of a two-third number of the members. Except as otherwise provided in these bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the law, the Articles of Incorporation of this corporation, or these bylaws require a greater number.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his/her absence, by the Vice President of the corporation or, in the absence of both, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that in his/her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the Articles of Incorporation of this corporation, or with law.

SECTION 15. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent

or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 16. VACANCIES

Vacancies on the Board of Directors shall exist: (1) on the death or resignation of any Director; (2) whenever the number of authorized Directors is increased; and (3) if a Director fails to attend three consecutive meetings of the Board.

The Board of Directors may declare vacant the office of a Director: (1) if he/she is declared of unsound mind by an order of court; or (2) if within sixty (60) days after notice of his/her election to fill a vacancy, he/she does not accept the office either in writing or by attending a meeting of the Board of Directors.

Vacancies caused as above shall be filled by a majority vote of the remaining Directors. A person elected to fill a vacancy as provided in this section shall hold office until the next annual election of the Board of Directors or until his/her death or resignation from office.

SECTION 17. NONLIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 18. INDEMNITY BY CORPORATION FOR LITIGATION EXPENSES OF OFFICER, DIRECTOR, OR EMPLOYEE

Should any person be sued, either alone or with others, because he/she was or is a Director, officer, or employee of the corporation, in any proceeding arising out of his/her alleged misfeasance or nonfeasance in the performance of his/her duties or out of any alleged wrongful act against the corporation, indemnity for his/her reasonable expenses, including attorney's fees incurred in the defense of the proceeding, may be assessed against the corporation, its receiver, or its trustee, by the court in the same or a separate proceeding if: (1) the person sued is successful in whole or in part, or the proceeding against him/her is settled with the approval of the court; and (2) the court finds that his/her conduct fairly merits such indemnity. The amount of such indemnity shall be so much of the expenses, including attorney's fees incurred in the defense of the proceeding, as the court finds to be reasonable.

ARTICLE 4. OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have, as determined by the Board of Directors, one or more additional Vice Presidents, Assistant Treasurers, Assistant Secretaries,

or other such officers. One person may hold two or more offices, except those of President and Secretary.

SECTION 2. QUALIFICATION, ELECTION AND TERM OF OFFICE

Any person may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he/she resigns or is removed or is otherwise disqualified to serve, or until his/her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors

relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation. He/she shall perform all duties incident to his/her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors. He/she shall preside at all meetings of the Board of Directors and, if applicable, of the members of the corporation. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, he/she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting, shall have all the powers of, subject to all the restrictions on, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, recording therein the time and place of holding, whether regular or special and, if special, how called, how notice thereof was given, the names of those present at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the Seal of the corporation

and see that the Seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its Seal is authorized by law or by these bylaws.

Keep at the principal office of the corporation a membership book containing the name and address of each and every member, and in the case where any membership has been terminated, he/she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the corporation, or to his/her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the Directors of the corporation.

In general, perform all duties incident to the Office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these bylaws, or which may be assigned to him/her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

Subject to the provisions of Article 6 of these bylaws, the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in

the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of accounts and financial records to any Director of the corporation, or to his/her agent or attorney, on request therefor.

Render to the President and Directors, whenever requested, an account of any or all of his/her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the Office of Treasurer and such other duties as may be required by law, by

the Articles of Incorporation of the corporation, or by these bylaws, or which may be assigned to him/her from time to time by the Board of Directors.

SECTION 10. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES

If required by the Board of Directors, the Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

SECTION 11. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he/she is also a Director of the corporation, provided however, in this case, that any salaries received by officers of this corporation shall be reasonable and be given in return for services actually rendered the corporation which relate to the performance of the specific and primary purposes of the corporation as specified in ARTICLE II of the Article of Incorporation.

ARTICLE 5. COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of its members, designate two (2) or more of its members to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management and affairs of the

corporation, except the power to adopt, amend, or repeal the by-laws, and provided that the delegation of such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed on it or him/her by law, by the Articles of Incorporation of this corporation, or by these bylaws. By a majority vote of its members, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall establish rules and regulations for its meetings and meet at such times as it deems necessary, provided that a reasonable notice of all meetings of the Committee shall be given to its members, and no act of the Committee shall be valid unless approved by a vote or written consent of a majority of its members. The Committee shall keep regular minutes of its proceedings and report the same to the Board from time to time as the Board may require.

SECTION 2. STANDING AND AD HOC COMMITTEES

The corporation shall have such Standing and Ad Hoc Committees as may from time to time be designated by resolution of the Board of Directors.

ARTICLE 6. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the

corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President and/or the Secretary of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE 7. CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MINUTES OF MEETINGS

The corporation shall keep at its principal office, or at such other place as the Board of Directors may order, a book of minutes of all meetings of Directors and of all meetings of members, if any, with the time and place of holding, whether regular or special and, if special, how called, the notice given, the names of those present and the proceedings thereof.

SECTION 2. BOOKS OF ACCOUNT

The corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

SECTION 3. INSPECTION BY DIRECTORS

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation.

SECTION 4. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a Corporate Seal. Such Seal shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of any such instrument.

ARTICLE 8. FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 9. BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of bylaws of nonprofit corporations, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted as follows:

Subject to the power of the members to change or repeal the bylaws a consent of three-fourths number of the members will be needed. The vote can be cast by personal presence in a meeting of the Board or in writing through the mail.

ARTICLE 10. AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members, other than the incorporators, have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by a writing signed by three-fourths of the incorporators of the corporation.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members, other than incorporators, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by resolution of the Board of Directors and by the vote or written consent of three-fourths of the number of voting members.

ARTICLE 11. PROHIBITION AGAINST SHARING
CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in affecting any of its purposes as shall be fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS.

We, the undersigned, are all of the persons named as the first Directors in the Articles of Incorporation of the VEDIC DHARMA SAMAJ, a California corporation and, pursuant to the authority granted to the Directors in ARTICLE V of said Articles and by ARTICLE 3, Section 15 of these bylaws, to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of 24 pages, as the bylaws of said corporation.

Dated: _____

2/8/81

SIGNATURES OF INCORPORATORS

- | | | | |
|----|---|-----|---|
| 1. | <u>Tej Singh</u>
TEJ SINGH | 7. | <u>Kamla P. Yadav</u>
KAMLA P. YADAV |
| 2. | <u>V.K. Malhotra</u>
VIJAY K. MALHOTRA | 8. | <u>Gajendra M. Mishra</u>
GAJENDRA M. MISHRA |
| 3. | <u>Birendra K. Chowdhary</u>
BIRENDRA K. CHOWDHARY | 9. | <u>Shyam Lakhotia</u>
SHYAM LAKHOTIA |
| 4. | <u>Madan L. Arora</u>
MADAN L. ARORA | 10. | <u>Lalit K. Mathur</u>
LALIT K. MATHUR |
| 5. | <u>Harsh K. Nangia</u>
HARSH K. NANGIA | 11. | <u>Mahesh C. Gupta</u>
MAHESH C. GUPTA |
| 6. | <u>Ramanand Prasad</u>
RAMANAND PRASAD | | |

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth above.

DATED: 2-8-81

Tej Singh

Secretary