

FIRST WRITTEN ACTION
OF THE BOARD OF DIRECTORS
OF
ARMENIAN CULTURAL ORGANIZATION OF MINNESOTA

The undersigned, being at least the number of directors of the Board of Directors of ARMENIAN CULTURAL ORGANIZATION OF MINNESOTA, a Minnesota nonprofit corporation (the "Corporation"), that would be required to take action at a meeting of the Board of Directors of the Corporation at which all directors were present, waive notice of time, place, and purpose of the meeting of the Board of Directors of the Corporation and the holding of the meeting and adopt the following resolutions by written consent effective August 5, 2019.

Approval and Adoption of Articles of Incorporation

RESOLVED, that the Articles of Incorporation of the Corporation, having been duly filed of record on August 5, 2019, are approved and accepted and are directed to be placed in the record book for the Corporation.

RESOLVED FURTHER, that the actions of John Parker Der Boghossian as incorporator are hereby authorized and ratified.

Approval and Adoption of the Resignation of Incorporator

RESOLVED, that the resignation of John Parker — Der Boghossian, as the incorporator of the Corporation is hereby accepted and that he is discharged of any further duties or responsibilities to the Corporation in his capacity as incorporator.

Term of Directors

RESOLVED, that the initial terms of the directorships held by the following persons will be as follows:

<u>Name</u>	<u>Term</u>
Nairy Digris	Two (2) Years
John Parker-Der Boghossian	Two (2) Years
Lynne Gildensoph	Two (2) Years
Terry McGibbon	Two (2) Years
Sarah Erickson	Two (2) Years
Patty Kardashian	Two (2) Years
Kassian Vaubel	Two (2) Years
Francis Bulbulian	Two (2) Years

Election of Officers

RESOLVED, that the following persons are elected to serve as the initial officers of the Corporation until the election and qualification of their successors:

Name

Nairy Digris

John Parker-Der Boghossian

Lynne Gildensoph

Office

President & Treasurer

Vice President

Secretary

Approval and Adoption of Bylaws

RESOLVED, that the Bylaws of the Corporation, a copy of which is attached as Exhibit A, are adopted and approved as the Bylaws of the Corporation and are directed to be placed in the record book for the Corporation.

Approval and Adoption of Conflict of Interest Policy

RESOLVED, that the Conflict of Interest Policy, a copy of which is attached as Exhibit B is adopted and approved, as the Conflict of Interest Policy of the Corporation is directed to be placed in the record book for the Corporation.

Banking Resolution

RESOLVED, that the appropriate officers of the Corporation, and each of them acting alone, shall take any necessary steps to establish a depository for the funds of the Corporation.

Fiscal Year

RESOLVED, that the fiscal year end of the Corporation will be December 31 of each year.

Corporate Books

RESOLVED, that the appropriate officers of the Corporation, and each of them acting alone, are hereby authorized and directed to procure proper corporate books for the Corporation.

Authorization to File Application for Tax Exempt Status

RESOLVED, that the President of the Corporation is authorized to submit any and all documentation which is necessary to apply for tax exempt status under the Internal Revenue Code.

Ratification of Past Acts

RESOLVED, that all other lawful actions taken on behalf of, or in the name of, the Corporation by the directors and officers of the Corporation which were known and approved, are hereby formally ratified and confirmed in all respects and adopted as the acts and deeds

Counterparts

RESOLVED, that this Written Action of the Directors may be executed in any number of counterparts, each of which shall be deemed an original, and all of which, taken together, shall constitute one document.

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Signature Page to Follow.]

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BYLAWS
OF
ARMENIAN CULTURAL ORGANIZATION OF MINNESOTA

This instrument constitutes the Bylaws of Armenian Cultural Organization of Minnesota (the "Corporation") and is adopted for the purposes of regulating and managing the internal affairs of the Corporation.

ARTICLE 1.
OFFICES

Section 1.1. Registered Office. The registered office of the Corporation shall be located within the State of Minnesota as set forth and designated in the Articles of Incorporation. The Board of Directors of the Corporation shall have the authority to change the location of the registered office from time to time in accordance with the requirements of Minnesota Statutes Chapter 317A by filing the address of the new registered office with the Secretary of State of the State of Minnesota.

Section 1.2. Other Offices. The Corporation may establish and maintain other offices, within or outside the State of Minnesota, as are from time to time authorized by the Board of Directors.

ARTICLE 11.
MEMBERS

Section 2.1. No Voting Members. The Corporation shall have no voting members.

Section 2.2. Corporate Actions or Approvals. Any action or approval of the members or shareholders of a corporation that would otherwise be required by the terms of any agreement to which the Corporation is a party, or by which the Corporation is bound, requires only action or approval of the Board of Directors.

ARTICLE m.
BOARD OF DIRECTORS

Section 3.1. General Powers. The business and affairs of the Corporation will be managed by or under the Board of Directors, which may exercise all powers of the Corporation and do all lawful acts and things as are not otherwise prohibited by the Articles of Incorporation, sections 170(c)(2) and 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent law), or Minnesota Statutes Chapter 317A (or the corresponding provisions of any subsequent law).

Section 3.2. Number, Election, and Term of Office. The Board of Directors will consist of not less than three (3) persons, and the Board of Directors may increase or decrease the number of directors from time to time by resolution. Each director will be elected by a majority of the Board of Directors who are present at a meeting at which a quorum exists. The term of a director

will be two years. A director will hold office until the director's successor is elected and qualifies or until the earlier death, resignation, removal, or disqualification of the director.

Section 3.3. Honorary and Advisory Directors. The Board of Directors may, by resolution, designate one or more advisory directors who shall have no rights, voting or otherwise, with respect to any matter concerning the Corporation. Advisory directors shall not be deemed to be directors for purposes of determining whether or not a quorum is present at any meeting.

Section 3.4. Board Meetings. The Board of Directors must hold a meeting at least annually. Special meetings of the Board of Directors may be called at any time by any director provided that such director complies with notice requirements of Minnesota Statutes Chapter 317A. Meetings of the Board of Directors may be held at such time and place within or without the State of Minnesota as may be designated in the notice of such meeting.

Section 3.5. Notice. Notice of each meeting shall be forwarded to each director, in any manner permissible under the Minnesota Statutes Chapter 317A (or the corresponding provision of any subsequent law), at least five (5) days prior to the day on which the meeting is to be held, unless otherwise provided to the directors at the annual meeting of the Board. Each notice shall state the time and place of the meeting but need not state the purpose of the meeting.

Section 3.6 Waiver of Notice. A director may waive notice of any meeting of the Board of Directors either before, at, or after such meeting orally, in a signed by the director or by attendance at the meeting. A director, by his/her attendance at any meeting of the Board of Directors, will be deemed to have waived notice of the meeting, except where the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and otherwise does not participate in the meeting.

Section 3.7. Quorum. A majority of the directors holding office immediately prior to a meeting of the Board of Directors will constitute a quorum for the transaction of business at the meeting. In the absence of a quorum, the majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than a quorum. Advisory directors shall not be considered for purposes of determining whether or not a quorum is present at a meeting.

Section 3.8. Electronic Communications. A director, or all directors, may participate in a meeting of the Board of Directors, or of any duly constituted committee, by any means of communication through which the director, the other directors so participating, and, if applicable, all directors physically present at the meeting simultaneously may hear each other during the meeting. For the purposes of establishing a quorum and taking any action at the meeting, a director participating pursuant to this Section 3.8 will be deemed present in person

at the meeting, and the place of the meeting will be the place of origination of the electronic communication.

Section 3.9 Voting. Each non-advisory director in any matter before the Board of Directors shall be entitled to one (1) vote. There shall be no cumulative voting.

Section 3.10. Removal. A director may be removed from office at any time, with or without cause, by the affirmative vote of a majority of all of the Board of Directors (not just the directors present at a duly called meeting of the Board of Directors).

Section 3.11. Written Action. An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action by the number of directors that would be required to take the action at a meeting of the Board of Directors at which all directors were present. The action is effective when signed by the required number of directors, unless a different effective time is provided in the written action. When action is taken, all directors will be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the action. A director who does not sign or consent to the written action has no liability for the action or actions taken by it.

Section 3.12. Resignations. A director of the Corporation may resign at any time by giving written notice to the Secretary of the Corporation or, if there is no Secretary, to the President of the Corporation. The resignation will take effect at the date of the receipt of the notice, or at any later time specified in the notice, and, unless otherwise specified in the notice, the acceptance of the resignation will not be necessary to make it effective. If the resignation is effective at a later date, the Board of Directors may fill the vacancy before the effective date of the resignation provided that the successor director does not take office until the effective date.

Section 3.13. Compensation of Directors. Directors shall not be compensated for services rendered to the Corporation in their capacity as directors. By resolution of the Board of Directors, each director may be paid his/her expenses, if any, of attendance at a meeting of the Board of Directors. No payment pursuant to the preceding sentence will preclude a director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed, pursuant to resolution by the Board of Directors, like compensation for attending committee meetings.

Section 3.14. Committees. The Board of Directors may, by written action, establish advisory committees to advise the Board of Directors on the affairs of the Corporation. Committees shall remain subject at all times to the direction and control of the Board of Directors. Committee members shall be natural persons who need not be directors. The Board of Directors may also appoint a special litigation committee to consider legal rights or remedies of the Corporation and whether those legal rights or remedies should be pursued.

ARTICLE IV. OFFICERS

Section 4.1. Number. The Board of Directors will choose the officers of the Corporation. The officers will include a President (or Co-Presidents), Past President, and a Treasurer. The

Board of Directors also may choose a Secretary, one or more Vice-Presidents, and one or more Assistant Secretaries and Assistant Treasurers. The same person may hold any number of offices. If a document must be signed by persons holding different offices or functions and a person holds or exercises more than one of these offices or functions, the person may sign the document in more than one capacity, but only if the document indicates each capacity in which the person ~~signs~~. Section 4.2. Election. Term of Office and Qualifications. The Board of Directors will elect or appoint the President, the Treasurer, and such other officers as the Board of Directors may determine, each of whom will have the powers, rights, duties, responsibilities, and terms in office provided for in these Bylaws or a resolution of the Board of Directors not inconsistent therewith. If an officer also is a director, the officer will continue to hold office until the election and qualification of a successor, notwithstanding an earlier termination of the officer's directorship.

Section 4.3. Removal and Vacancies. The Board of Directors may remove an officer from his/her office at any time, with or without cause. If there is a vacancy among the officers of the Corporation by reason of death, resignation, removal, disqualification, or otherwise, the Board of Directors will fill the vacancy for the unexpired term.

Section 4.4. President. The President will be the chief executive officer of the Corporation and will have general active management of the business of the Corporation. The President (i) will preside at all meetings of the directors, (ii) will see that all orders and resolutions of the Board of Directors are carried into effect, (iii) will execute and deliver, in the name of the Corporation, any contracts, documents or other instruments pertaining to the business of the Corporation unless the authority to execute and deliver such document is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation, by the Bylaws, or by the Board of Directors, to some other officer or agent of the Corporation, (iv) will maintain records of and, whenever necessary, certify all proceedings of the Board of Directors, and (v) will perform all other duties as the Board of Directors may prescribe.

Section 4.5. Vice President. Each Vice President, if one or more are elected, will have the powers and will perform the duties as may be specified in these Bylaws or prescribed by the Board of Directors or by the President. In the event of the absence or disability of the President, the Vice President(s), in the order determined by the Board of Directors, will succeed to the President's powers and duties.

Section 4.6. Secretary. The Secretary, if one is elected, will be the secretary of and will attend all meetings of the Board of Directors and will record all proceedings of the meetings in the minute book of the Corporation. The Secretary will give proper notice of meetings of the Board of Directors and will perform all other duties as the Board of Directors may prescribe.

Section 4.7. Assistant Secretary. The Assistant Secretary, or the Assistant Secretaries in the order determined by the Board of Directors if more than one is elected, will perform the duties and exercise the powers of the Secretary in the absence or disability of the Secretary and will perform all other duties and have all other powers as the Board of Directors may prescribe.

Section 4.8. Treasurer. The Treasurer will be the chief financial officer of the Corporation. The Treasurer (i) will keep accurate financial records for the Corporation, (ii) will deposit all moneys, drafts, and checks in the name of, and to the credit of, the Corporation in the banks and depositories as the Board of Directors designate from time to time, (iii) will endorse for deposit all notes, checks, and drafts received by the Corporation and make proper vouchers therefor; (iv) will disburse the funds of the Corporation, including the issuing of checks and drafts, as ordered by the Board of Directors, making proper vouchers therefor, (v) will render to the President and the Board of Directors, whenever requested, an account of all transactions by the Treasurer and of the

financial condition of the Corporation, and (vi) will perform all other duties as the Board of Directors may prescribe.

Section 4.9. Assistant Treasurer. The Assistant Treasurer, or the Assistant Treasurers in the order determined by the Board of Directors if more than one is elected, will perform the duties and exercise the powers of the Treasurer in the absence or disability of the Treasurer and will perform all other duties and have all other Powers as the Board of Directors may prescribe.

Section 4.10. Compensation. The officers of the Corporation will receive such compensation for their services as the Board of Directors may determine from time to time.

ARTICLE V. BOOKS AND RECORDS

As required by Minnesota Statutes, Section 317A.461 , the Board of Directors will cause to be kept at the principal executive office originals or copies of:

- (1) The Articles of Incorporation and all amendments currently in effect;
- (2) These Bylaws and all amendments currently in effect;
- (3) The determination letter of the Internal Revenue Service regarding the tax-exempt status of the Corporation and all comparable letters from state or local tax authorities and all letters from state attorney general's offices regarding the nonprofit status of the Corporation;
- (4) The records for the last six years of all proceedings of the Board of Directors;
- (5) The records for the last six years of all proceedings, if any, of committees appointed by the Board of Directors;
- (6) The accounting records, the financial statements, the tax returns, and the Minnesota attorney general filings for the last six years; and
- (7) A statement of the names and the business addresses of the current directors and principal officers.

ARTICLE VI. GENERAL PROVISIONS

Section 6.1 Execution of Instruments. If a document must be executed by persons holding different positions or functions and one person holds the positions or exercises the functions, the person may execute the document in more than one capacity if the document indicates each capacity.

Section 6.2. Checks and Deposits. All checks, drafts, other orders for the payment of money, notes, and other indebtedness of the Corporation will be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate. All funds of the Corporation not otherwise employed will be deposited from time to time to the credit of the Corporation in banks, trust companies, or other depositories as the Board of Directors may select.

Section 6.3. Advances. The Corporation, without a vote of the Board of Directors, may advance money to its directors, officers, or employees to cover expenses that can reasonably be anticipated to be incurred by them in the performance of their duties and for which they would be entitled to reimbursement in the absence of an advance.

Section 6.4. Fiscal Year. The Board of Directors will determine the fiscal year of the Corporation.

Section 6.5. Seal. The Corporation will have no corporate seal.

ARTICLE VI.
AMENDMENTS

These Bylaws may be amended, altered, or repealed by a vote of the majority of the Board of Directors; provided, however, that notice of the proposed amendment or repeal will have been given in the notice of the meeting given to the directors.

IN WITNESS WHEREOF, I hereby certify that the foregoing Bylaws were duly adopted as the Bylaws of the Corporation effective as of August 5th, 2019.

By:
Name:


ie: Narry Digris

Its: President