

A424369



State
of
California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

OCT 26 1992



March Fong Eu

Secretary of State

A424369

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

RESTATED

ARTICLES OF INCORPORATION

OCT 23 1992

OF

MARCH FONG EU, Secretary of State

AMERICAN UNIVERSITY OF ARMENIA CORPORATION

MIHRAN S. AGBABIAN and **THEONY CONDOS** certify that:

1. They are the president and the secretary, respectively, of American University of Armenia Corporation, a California Corporation.
2. The articles of incorporation of this corporation are amended and restated to read as follows:

ARTICLE I

The name of this corporation is AMERICAN UNIVERSITY OF ARMENIA CORPORATION (sometimes hereinafter referred to as the "corporation").

ARTICLE II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. Its specific purpose is to own and operate jointly an institution of higher education in the Republic of Armenia, which institution shall have a racially nondiscriminatory policy as to students.

ARTICLE III

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.


ARTICLE IV

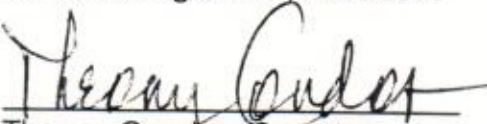
The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or the winding up of the corporation, its unrestricted assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to the Armenian General Benevolent Union if it is then in existence and organized and operated exclusively for charitable purposes and exempt under Section 501(c)(3) of the Internal Revenue Code, but if not then in existence or so organized and operated and exempt, to another organization which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

3. The foregoing amendment and restatement of articles of incorporation has been duly approved by the Board of Trustees.
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: October 15, 1992


Mihran S. Agbabian, President


Theony Condos, Secretary