

**BYLAWS**

**OF**

**BHAKTIVEDANTA BOOK TRUST -- INTERNATIONAL, INC.**

**ARTICLE I. Offices**

Section 1. Principal Office. The principal office of this Corporation for the transaction of business is located in Los Angeles County, California. The Corporation may also have other offices, either within or without the state of California, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2. Change of Address. The county of the Corporation's principal office can be changed only by amendment of these Bylaws. 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 shall not be deemed an amendment of these Bylaws:

\_\_\_\_\_ Dated: \_\_\_\_\_, 19 \_\_\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_, 19 \_\_\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_, 19 \_\_\_\_

**Article II. Purposes**

The purpose of this Corporation is to systematically propagate the teachings and principles of the Krishna Consciousness religion as established and explained by His Divine Grace A.C. Bhaktivedanta Swami Prabhupada (Sriila Prabhupada), the late founder and spiritual preceptor of the Krishna Consciousness religion in the Western world. Krishna Consciousness is manifest

through the practice of bhakti-yoga (devotional service to God, or Krishna). In furtherance of this fundamental objective, the specific purposes of this Corporation are as follows:

(a) To solicit, hold, administer, protect and maintain the national and international copyrights relating to the writings on the beliefs, practices and rituals of the Krishna Consciousness Religion -- specifically the works of His Divine Grace A.C. Bhaktivedanta Swami Prabhupada (Srila Prabhupada), including his writings, correspondence, and recorded lectures and conversations; along with related works by his authorized followers -- and issue worldwide, on an exclusive or non-exclusive basis licenses to such persons who may manufacture, sell, give or otherwise distribute the licensed literature, under such terms and conditions which assure the faithful propagation of the said Religion.

(b) To solicit, hold, administer, protect and maintain the national and international trademarks relating to the publications of the above mentioned works and issue worldwide, on an exclusive or non-exclusive basis licenses to such persons who may manufacture, sell, give or otherwise distribute the literature, under such terms and conditions which assure the faithful propagation of the said Religion and maintain the integrity of the works.

(c) To use earnings or profits of the Corporation to assist devotees to fully and freely exercise the said religion, to facilitate the distribution of the literature of the Religion,



and to purchase properties upon which to construct Krishna temples or other facilities to be used for Krishna conscious purposes and for the purchase or renovation of buildings for the same purposes.

### Article III. Powers

In order to promote and enhance the religious purposes of the Corporation, the Corporation shall have the following powers, in addition to those granted by law:

(a) to print and reprint the books, papers, magazines and other literatures and tape recordings of Srila Prabhupada and his authorized followers;

(b) to direct and manage all publicity and distribution of such literatures;

(c) to process all copyrights, trademarks, and legal rights to said literatures where necessary;

(d) to grant licenses and give permission to utilize, translate and publish works to which the Corporation holds title:

(e) to establish branch organizations;

(f) to lease or purchase suitable buildings and equipment;

(g) to take, hold and manage real and personal property conveyed to it in trust, the income from which is to be applied to the uses and purposes of the Corporation, and to execute such trusts;

(h) to mortgage or otherwise encumber any of its property, or to sell and convey the same;

(i) to invest corporate funds not used for the purposes herein above stated;

(j) to open bank accounts in the name of the Corporation for the transaction of business;

(k) to pay such administrative expense as may be necessary in the management of this Corporation;

(l) to make loans or grants to projects deemed to be within the religious purposes of the Corporation; and

(m) to perform any other function deemed to be in furtherance of the Corporation's religious purpose, which is not otherwise contrary to the Articles or Bylaws of the Corporation, or contrary to law.

#### **Article IV. Members**

A. This Corporation shall make no provisions for members which are eligible to elect directors or officers. However, pursuant to Section 9310(b)(1) of the California Nonprofit Corporation Law, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this Corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

#### **Article V. Directors**

Section 1. Number. The Corporation shall have not less than three nor more than twenty Directors. The number of initial Directors shall be seventeen, and this number may be re-fixed from time to time, within the limits specified in this Bylaw, by an amendment to this Bylaw duly adopted by majority approval of the number of directors fixed by this Bylaw.



Section 2. Tenure. Each Director shall hold office for one year, and until a successor Director has been elected and qualified.

Section 3. Qualifications. Each Director, at the time of his or her election, and during their entire term of office, shall adhere to the following qualification:

a) A Director must at all times be a member in spiritual good standing of the International Society for Krishna Consciousness (ISKCON), and faithfully follow the principles and precepts taught by Srila Prabhupada.

b) A Director must actively teach the primacy and glories of the distribution of Krishna Consciousness literatures, in furtherance of instructions propounded by Srila Prabhupada.

c) If a Director is also a temple president; member of the Governing Body Commission of ISKCON; or director, trustee or officer of a regional Bhaktivedanta Book Trust publishing organization, that Director's temple, geographical zone, or organization must be exemplary in the distribution of religious literature and, where applicable, the repayment of loans which it has received from this Corporation.

d) Where a conflict of interest arises between the concerns of the Corporation and the concerns of a Director's ISKCON zone, temple, or organization, said Director must either vote in favor of the Corporation's interest, or recuse him or herself from voting on that matter. Directors serve as principals of this Corporation and not as agents of another entity.

e) A Director must inspire other Directors, officers, employees and personnel of the Corporation to devote their energies to the distribution of religious literature in a spirit of austerity and renunciation.

f) A Director, where possible, should be actively involved in the production, management, publication, and dissemination of religious literature.

g) A Director must maintain the goals and standards of the Corporation with respect to editorial standards, copyright and trademark protection, and utilization of income according to corporate formulas.

h) The Directors of this Corporation reserve the right to decide whether each and every of their number is in compliance with Section 3 of these Bylaws.

Section 4. Powers. Subject to the provisions of the California Nonprofit Religious Corporation Law, and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 5. Duties. It shall be the duty of the Board of 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 6. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a reasonable sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 7. Nomination of Directors. After the appointment of the initial directors by the Incorporator, any person qualified to be a Director under Article V section 3 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

Section 8. Regular and Annual Meetings; Election of Directors. Regular meetings of Directors shall be held at the Sri Mayapura Chandrodaya Mandir in Mayapura, West Bengal India, or at any other place which the Board may from time to time

designate. Regular meetings shall be held once a year during the months of February or March, at a day and time to be designated by the Board. The Board of Directors may also provide by resolution the time and place, either within or without the State of California for the holding of additional regular meetings of the Board without other notice than such resolution.

At the regular annual meeting of Directors, Directors shall be elected by the Board of Directors. 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. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Article V section 3 of these Bylaws. A Chairman and Vice Chariman of the Board of Directors shall also be elected by the same method, the Chairman and Vice Chairman to serve until the next annual meeting.

Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, the President, the Secretary, or by one-half of the 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 10. Notice of Meetings. Regular meetings of the Board are noticed by these Bylaws. Special meetings of the Board shall be held upon fourteen days' notice by first class mail or seven days' notice delivered personally or by telephone, telegraph or express mail or delivery. If sent by mail, telegram, or express delivery, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph or express delivery company. Such notices shall be addressed to each Director at his or her address as shown on the books of the Corporation, and shall specify the place, day and hour of the meeting.

Section 11. Waiver of Notice and Consent to Holding Meetings. The transactions of any meeting 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. The attendance of a Director at any meeting, moreover, shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board, need be specified in the notice or waiver of notice of such meeting, unless specifically required

by law or by these Bylaws.

Section 12. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. Manner of Acting. 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 Articles of Incorporation or Bylaws of this Corporation, or provisions of the California Nonprofit Religious Corporation Law, particularly those provisions relating to appointment of committees (Section 9212), approval of contracts or transactions in which a Director has a material financial interest (Section 9243) and indemnification of Directors (Section 9246e), require a greater percentage or different voting rules for approval of a matter by the Board.

Section 14. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or, if no such person has been so designated or, in his or her absence, by the Vice-Chairman of the Corporation or, in the absence of each of these persons, by a Chairman chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as Secretary of the meeting.



Section 15. Actions Without Meeting. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 16. Committees. The Board of Directors may establish committees from time to time and make such regulations as it deems advisable with respect to the membership, authority, and procedures of such committees, subject, however, to the Nonprofit Religious Corporation Law.

Section 17. Removal. A Director may be removed from the Board of Directors only for good cause shown, which is defined as follows:

a) The Director has been declared of unsound mind by a final order of court.

b) The Director was convicted of a crime involving moral turpitude.

c) The Director fails to attend two consecutive regular meetings of the Board without excuse from the Board.

d) The Director fails to adhere to the qualifications of membership required for Board members in Article V section 3 of these Bylaws.

Section 18. Resignation. Any Director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would

then be left without a duly elected Board of Directors until a new Director is appointed pursuant to the provisions of these Bylaws.

Section 19. Vacancies. Any vacancy occurring in the Board of Directors by reason of death, resignation, removal for cause, or increase in the number of Directors, may be filled by the affirmative vote of majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 20. Indemnification. A person who is, or was, a Director, officer, employee or other agent of this Corporation who has been made a party defendant in any civil, criminal, administrative or investigative proceeding brought to procure a judgment against the Corporation, or such person by reason of the fact that he or she is, or was, an agent of the Corporation, such person shall be entitled to have paid on his behalf, all reasonable fees paid or incurred in the defense of such action or be indemnified against expenses paid or incurred by the person in connection with such proceeding, where such person was acting in good faith for the benefit of the Corporation.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 9246 of the California Nonprofit Religious Corporation Law.



## Article VI. Officers

Section 1. Officers. The officers of the Corporation shall be a President, Vice-President, Secretary and a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairman of the Board.

Section 2. Qualification, Election and Term of Office. Any person may serve as officer of this Corporation. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election shall not be held at such meeting, such election shall be held soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal and Resignation. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be by two-thirds vote of the Board, and shall be without prejudice to the contract rights, if any, of the officer so removed.

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 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. 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 or she is also a Director of this Corporation. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered the Corporation which relate to the performance of the religious purposes of the Corporation.

Section 6. 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 and the activities of the office. He



or she shall perform all duties incident to his or her offices. He or she shall perform all 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. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or 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. Vice-President. In the absence of the President, or in the event of his or 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, and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, but the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post-office address of each member which

shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. Treasurer. Subject to Article VII 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 account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefor; render to the President and Directors, whenever requested, an account of any or all of his or 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, and; 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 or her from time to time by the Board of Directors.

Section 10. Assistant Treasurers and Secretaries. The Assistant Treasurers and Assistant Secretaries, 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.

#### **Article VII. Committees**

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director of the Corporation; removing any officer of the Corporation amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation to other nonprofit corporation(s); or amending,

altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any 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 upon it, him or her by law.

The Board of Directors may also appoint persons who are not Directors to be members of such committees. Such persons shall act in an advisory capacity and shall not have the right to vote in any action of the committee.

Section 2. Other Committees. The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

Section 3. Meetings and Operation. Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of



meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Article VIII. Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or licensing agreement, 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.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors; for present, such instruments shall be signed by two persons: (1) the Treasurer and one other officer, or (2) the Treasurer and such other person the Treasurer shall appoint with the approval of the Board of Directors. In addition to orders for payment which must be signed, the Board of Directors may also empower such officers or agents to make voice-authorized transfers of funds from the Corporation's deposits.

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 IX. Books and Records**

Section 1. Corporate Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

Section 2. Corporate Seal. The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

#### **Article X. Fiscal Year**

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 XI. Amendment of Bylaws.**

Subject to any provision of law applicable to the amendment of Bylaws of religious non-profit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws



adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least seven (7) days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

#### **Article XII. Amendment of Articles**

Subject to any provision of law applicable to the amendment of Articles of Incorporation of non-profit religious corporations, the Articles of this Corporation, or any part of them, may be altered, amended, or repealed and new Articles adopted by two-thirds consent of the Directors present at a duly constituted regular or special meeting, provided, however, that 14 days notice in the event of a regular meeting, and seven (7) days notice in the event of a special meeting, be given of such intent to alter, amend or repeal, and that such amendment, alteration, or repeal does not jeopardize the tax-exempt status of this Corporation under state and federal law.

#### **Article XIII.**

##### **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 effecting any of its religious purposes, provided that such compensation is otherwise permitted by these Bylaws and

is 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.

**WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS**

We, the undersigners, are all of the persons named by the Incorporator as the initial Directors of Bhaktivedanta Book Trust -- International, Inc., a California non-profit corporation, and, pursuant to the authority granted to the Directors by these Bylaws, hereby adopt the foregoing Bylaws, consisting of 21 pages, as the Bylaws of this Corporation.

Dated: 11/10/88, 1988.

M. G. S.

Arthur Hill III

Harry Behanian

J. M. S. G.


Robert Campagnola



**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 at a regularly scheduled meeting of the Board on the date set forth above.

Dated: 11/10/88

  
Secretary

A491966

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
BHAKTIVEDANTA BOOK TRUST -- INTERNATIONAL, INC.

The undersigned officers do hereby certify that:

1. They are the President/Secretary and the Treasurer, respectively, of  
BHAKTIVEDANTA BOOK TRUST -- INTERNATIONAL, INC., a California nonprofit  
religious corporation (the "Corporation").

2. Article I of the Articles of Incorporation of this corporation  
is amended to read as follows:

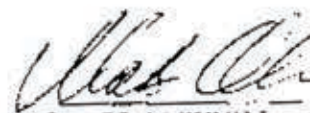
"The name of this corporation is THE BHAKTIVEDANTA BOOK TRUST  
INTERNATIONAL, INC."

3. The foregoing amendment of Articles of Incorporation has been  
duly approved by the board of directors.

4. The directors are the only members of the Corporation. This amendment has been  
approved by the required two-thirds vote of the directors pursuant to Article XI of the  
Corporation's Bylaws.

**Verification**

The undersigned declares under penalty of perjury that the statements contained in the  
foregoing certificate are true and correct of his own knowledge, and that this declaration was  
executed on March 27, 1997 at HÄRRYD, Sweden.

  
MATS OLAUSSON,  
President and Secretary

ENDORSED  
FILED  
in the office of the Secretary of State  
of the State of California

MAY 08 1997

  
BILL JONES, Secretary of State



### Verification

The undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true and correct of his own knowledge, and that this declaration was executed on March 31, 1997 at GRODINGE, Sweden.



MICHAEL K. AUGENTHALER  
Treasurer