

BYLAWS OF
MATIYA WORLD, INC.

A DELAWARE NONPROFIT CORPORATION

ARTICLE ONE

1.1. The name of this corporation shall be “Matiya World, Inc.”

1.2. The corporation is a nonprofit corporation organized for the following exclusively charitable, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Bylaws as the “Code”): to raise funds to support educational and social programs dedicated to preserving the Matiya heritage and culture and Hindu religion; and to engage in any lawful act or activities related to the foregoing which are consistent with the provisions of section 501(c)(3) of the Code and the corporation’s Certificate of Incorporation. The purposes of the corporation may be pursued in any part of the world, as determined from time to time by the Board of Directors, without regard for the place of incorporation or operation of the corporation, the residence of the donors, members of Directors, or other such factors.

1.3. The corporation is organized and is to operate as a nonprofit corporation, and it is intended that the corporation will qualify at all times as an organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code, and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to sections 170(c)(2), 642, 2055 and 2522 of the Code.

1.4. The corporation shall maintain a registered office as required by statute, at which it shall maintain a registered agent. The registered office may, but need not, be identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors. The corporation may also have offices and places of business at such other places as the Board of Directors may from time to time determine.

1.5. The corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the Board of Directors and of committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving names, addresses and telephone numbers of the Board of Directors.

1.6. The fiscal year of the corporation shall begin on January 1 and end on December 31 of each year.

1.7. These Bylaws shall become effective upon their approval by a majority of the members of the corporation either at the first national convention or by postal ballot thereafter.

ARTICLE TWO

MEMBERSHIP

2.1. The qualification for membership to the corporation shall be open to all those who subscribe to the purposes listed in Article I, Section 1.2 above. Membership to the corporation shall require submitting duly signed details as requested and required in the membership application form. Membership shall not be denied for non-payment of annual membership fees but such non-payment may result in restricted enjoyment of membership benefits offered by the corporation. Non-paying members shall have no voting rights in the elections of the corporation's Board of Directors, officers, administrators or other elected designees.

2.2. Members 18 years and older who have paid their annual membership dues shall have a right to vote in the corporation's Board of Directors, officers, administrator or other designees elections for the year in which such member has paid his/her dues.

ARTICLE THREE

DIRECTORS

3.1. The affairs of the corporation shall be controlled and administered by a Board of Directors consisting of at least two (2) and no more than forty (40) directors, as shall be fixed from time to time by resolution of the Directors.

3.2. The original members of the Board of Directors shall be elected by a majority of the members of the corporation, and the initial terms of the original Directors shall be 2 years, dating from the national meeting to be set in the fall of 2006/early2007 (or by postal ballot thereafter), which shall constitute the first annual meeting of the members of the corporation. After such initial term, the Board of Directors shall hold elections every 2 years to determine the members of the Board of Directors for each year. Such elections shall be conducted by the majority vote of the members of the corporation present and voting at the annual meeting of the Board at which a quorum is present (or by a postal ballot). To be eligible to serve as a member of the Board of Directors, an individual must have paid and be current on the corporation's membership dues. A member of the Board of Directors who fails to pay membership dues of the corporation must resign upon the date of such cessation of membership. No individual shall be permitted to serve as a Director beyond three consecutive two year terms. Vacancies created by resolution of the Board of Directors increasing the number of Directors, by expiration of the terms of Directors, by the death, resignation, incapacity of any Director, or by a Director failing to pay his/her corporation membership dues, or if necessary to assure that there are at least two members of the Board of Directors shall, be filled by a majority vote of the members within 3 months of such vacancy voting at a special meeting of all members at which a quorum is present (or by a postal ballot).

3.3. The Board of Directors shall meet annually during the three months before or the three months after the end of the fiscal year of the corporation at a time, date, and place which shall be fixed by the President (except that the initial annual meeting shall be the organizational meeting). Special meetings of the Board of Directors may be called at any time by the President

or by any five Directors. All Directors shall be given at least 21 and no more than 50 days' notice of annual meetings and at least 14 and no more than 50 days' notice of special meetings. Notice of meetings may be given personally or by first class mail, telegram, cablegram, telex or facsimile transmission and shall be deemed given when mailed or when the telegram, cablegram, telex or facsimile transmission is sent, addressed to the Director at his or her business or residence address. No other business but that specified in the notice may be transacted at such special meeting without consent of at least 67% of Board of Directors present at such meeting, except Business associated with removal or election of Directors; the removal or election of officers; amendments to the by laws; or amendments to the Certificate of Incorporation shall be transacted only if specified in notice. Notice of any such meeting or of the purpose of a special meeting may be waived by an instrument in writing. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, the manner in which it has been called or convened, and of notice of the purpose of the meeting, except when a director states, at the beginning of the meeting, any such objection or objections to the transaction of business. Any meeting of the Board of Directors may be held within or without the State of Delaware at such place as may be determined by the person or persons calling the meeting.

3.4. A quorum for the transaction of any business shall be 67% of the Directors then in office. If a quorum is present and except as otherwise specifically provided in the Certificate of Incorporation or by these Bylaws, the Board of Directors may act upon a majority vote of the Directors present at the meeting. Every Director shall have one vote.

3.5. Any action required to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors and be filed with the minutes of the proceedings of the Board of Directors.

3.6. Members of the Board or any committee thereof may participate in any meeting of the Board or any committee thereof by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each-other, and such participation in a meeting shall constitute presence in person at such meeting.

3.7. The Board of Directors by resolution adopted by the entire Board may designate one or more committees, including an Executive Committee which shall have the full power and authority of the Board except as limited in these Bylaws; and each such committee shall consist of one (1) or more Directors. A committee member who fails to pay his/her corporation membership dues must resign upon the date of such cessation of membership. Each such committee, to the extent provided herein or in such resolution, shall have the authority of the Board. However, no such committee shall have authority as to any of the following matters:

- (a) the dissolution, merger, or consolidation of the corporation;
- (b) the amendment of the Certificate of Incorporation;

- (c) the sale, lease or exchange of all or substantially all of the property of the corporation;
- (d) the designation of any such committee or changing the number of Directors on the Board of Directors or the filling of vacancies in any committee;
- (e) the amendment or repeal of these Bylaws or the adoption of new Bylaws;
or
- (f) the amendment or repeal of any resolution of the Board that by its terms cannot be amended or repealed except by action of the Board.

3.8. The Directors of the Corporation may, by a majority vote and in their discretion, appoint any bank or trust company having its principal office in the United States as fiscal agent of the corporation and delegate to such bank or trust company the custody and routine management of the corporation's funds, subject to the direction and supervision of the Board of Directors. The Directors may likewise delegate to such a bank or trust company or to an investment manager or advisor the powers and duties to invest and reinvest the corporation's funds subject to the direction and supervision of the Directors.

3.9. The Directors of this corporation shall not be entitled to compensation for their services as Directors. By resolution of the Board of Directors, either specific and limited or general and continuing, reasonable travel, hotel and other expenses may be allowed for attending and returning from any meeting of the Board or for attending and returning from any meeting of the Executive or any other Committees or in connection with the affairs of the corporation. A Director shall be barred from serving the corporation in any other capacity and receiving reasonable compensation for such other services. The Directors of this corporation shall have sole discretion to set the amount of the membership dues of the corporation.

ARTICLE FOUR

OFFICERS

4.1. The officers of the corporation shall be elected by the Board of Directors and shall consist of a President, Vice-President, a Secretary, a Treasurer, and such other officers as may be elected by the Directors.

4.2. The President shall be the chief executive officer of the corporation and shall be responsible for the administration of the corporation, including general supervision of the policies of the corporation and general and active management of the financial affairs of the corporation. He or she shall have the authority to execute bonds, mortgages or other contracts, agreements or instruments on behalf of the corporation with the approval of the Board of Directors. The President shall preside at all meetings of the Board of Directors, and shall serve as Chairman of the Board of Directors. He or she may delegate his or her authority to preside at such meetings to any other Director or to an officer of the corporation. The President shall have the authority to institute or defend legal proceedings when the Directors are deadlocked. The President and any other authorized Officers may authorize checks and drafts for a maximum of

\$5,000.00 to any one vendor or company within any 30 day period. Any checks or drafts over \$5,000.00 must have approval from the Board of Directors and requires signatures of both the President and Treasurer.

4.3. The Secretary shall keep minutes of all meetings of the Board of Directors and have charge of the minute book and seal of the corporation and shall perform such other duties and have such other powers as may from time to time be delegated to him or her by the President or the Board of Directors.

4.4. The Treasurer shall be charged with the management of the financial affairs of the corporation, acting under the supervision or direction of the President. He or she shall in general perform all the duties incident to that office and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. No special funds may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. All accounting ledgers and bank statements shall be available for review by the Board of Directors and members of the corporation.

4.5. In the absence of the President or in the event of his death or inability to act, the Vice-President, if any, and if none, the Treasurer shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The person so serving shall have the authority to execute bonds, mortgages or other contracts or agreements under the seal of the corporation, subject to all the restrictions upon the President relating to such functions.

4.6. The other officers, if any, shall perform such duties as are generally performed by officers with equivalent restrictions on title, if any, and shall perform such other duties and exercise such other powers as the President or majority of the Board of Directors shall request or delegate.

4.7. Any sale or transfer of any stock, bond, security or any other property standing in the name of the corporation shall be valid only if signed by the corporation acting through the President or Treasurer. Any transfer signed in this manner, having affixed thereon the seal of the corporation, shall bind the corporation fully and completely only if such transaction had been authorized by a specific vote of the Board of Directors, and any person, firm or corporation to whom a copy of this Article Four is sent and have been certified by the Secretary shall be entitled to rely thereon until notified of its repeal.

4.8. Any officer, assistant officer or agent elected by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the corporation will be served thereby. Any vacancy, however occurring, in any office may be filled by the Board of Directors by a majority vote.

4.9. The officers of the corporation shall be entitled to such reasonable compensation for their services as is approved by the Board of Directors and to the reimbursement of reasonable expenses, if any, incurred by them as officers, if approved by the Board of Directors,

and nothing herein shall be construed to preclude an officer from serving the corporation in any other capacity and receiving compensation therefor. The compensation of other employees, if any, of the corporation shall be fixed by the President, and the compensation of any agent or consultant shall be fixed by either the President or Treasurer of the corporation, also subject to the approval by the Board of Directors.

ARTICLE FIVE

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

5.1. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, 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 defined in specific instances.

5.2. 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. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer. Any checks, drafts or order for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation over \$5,000.00 must have approval from the Board of Directors and requires signatures of both the President and Treasurer. In no case shall multiple payments be made to any one company or vendor for amounts smaller than \$5,000.00 in any given 30 day period.

ARTICLE SIX

LIQUIDATION

6.1. Upon liquidation or cessation of the activities of the corporation, the Board of Directors shall determine by majority vote the manner in which the property and assets of the corporation are to be distributed in accordance with Article VI of the Certificate of Incorporation, such decision to be ratified by a majority vote of the members of the corporation

ARTICLE SEVEN

INDEMNIFICATION

7.1. The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director, officer, employee or agent of the corporation (including the heirs, executors, administrators or estate of such person) from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter been a director, officer, employee or agent of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her as such director, officer, employee or agent to the full extent permitted under Section 145 of the Delaware General Corporation Law or any successor provisions of the laws of the State of Delaware, and shall reimburse such person for all legal and other expenses reasonably incurred

by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of any appropriation of any business opportunity of the corporation, any act or omission not in good faith or which involve intentional misconduct or a knowing violation of law, or any transaction from which he or she derived an improper personal benefit.

7.2. The right accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The corporation, its directors, officers, employees, and agents shall be fully protected in taking any action or making any payment under this Article or in refusing to do so in reliance upon the advice of counsel to the corporation.

7.3. The corporation shall be authorized to obtain and maintain insurance on behalf of its Directors, officers, employees and agents against liability asserted against or incurred by them in such capacity or arising from their status as a Director, officer, employee or agent, whether or not the corporation would have power to indemnify such Director, officer, employee or agent against the same liability under Section 145 of the Delaware General Corporation Law.

ARTICLE EIGHT

SEAL

8.1. The seal of the corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, the signature of the corporation following the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the corporation. The seal shall be in the custody of the Secretary and affixed by him or her on such papers as may be directed by law, by these Bylaws or by the Board of Directors.

ARTICLE NINE

AMENDMENT

9.1. The Board of Directors and members may both propose amendments to the Bylaws, with such amendments to be adopted by the corporation if there is (i) a majority vote of approval by the Board of Directors and (ii) a majority vote of approval by the members; provided, however, that the Bylaws at no time shall contain any provision (a) inconsistent with law or the Certificate of Incorporation or (b) that would cause the corporation no longer to be qualified as an exempt organization described in section 501(c)(3) of the Code.
