

BYLAWS
of
U.S.-KAZAKHSTAN BUSINESS FORUM, INC.,
a Nevada nonprofit corporation

ARTICLE I
NAME AND OFFICES

Section 1.01 The name of the organization is U.S.-KAZAKHSTAN BUSINESS FORUM, INC., (the “**Corporation**”). The principal office of the Corporation shall be located in the State of Nevada. The Corporation may also have other offices within the State of Nevada as the Board of Directors (collectively, the “**Board**” and with each individual member referred to herein as a “**Director**”) may from time to time determine or the business of the Corporation may require.

ARTICLE II
PURPOSE

Section 2.01 The purpose for which the Corporation is formed is as follows: The Corporation is organized and shall be operated as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code. Its purposes are (1) to promote the common business interests of private Kazakhstan companies engaged in commerce with the United States, including companies conducting business operations in the United States, importing goods into the United States, or exporting goods from the United States and/or companies in the United States or third countries whose activities promote the common business interests of private Kazakhstan companies as set forth above, and (2) to promote the common business interests of United States companies doing business in Kazakhstan and/or importing goods into Kazakhstan from the United States are exporting goods from Kazakhstan into the United States. In furtherance of these purposes, the Corporation shall engage in activities that improve business conditions for this industry as a whole, including but not limited to: facilitating communication among industry participants; conducting research; providing industry education; advocating for policies that enhance bilateral commercial activity; and fostering the development of fair, efficient, and transparent trade practices as more fully set forth in these Bylaws of the Corporation. To the extent permitted by United States law or regulations, and in compliance with United States law and regulation, to support the purposes of the Corporation as set forth above in this Section 2.01, the Corporation may engage in, and may engage others to engage in on the Corporation’s behalf, lobbying efforts and other attempts to influence legislation or regulations with respect to legislative or regulatory agencies of the United States or any agency thereof, and/or any state or any agency thereof, so long as such lobbying efforts support and promote the common business interests as set forth above of the Members of the Corporation. It may also directly fund the lobbying efforts of the Government of Kazakhstan as it sees fit.

ARTICLE III SPECIFIC PURPOSES

Section 3.01 Specific Activities. In furtherance of its purposes, the Corporation shall engage exclusively in activities that promote the common business interests of private Kazakhstan companies engaged in commerce with the United States and that improve business conditions for this industry as a whole. Such activities may include, but are not limited to:

(a) **Industry Research and Information Sharing.** Conducting and disseminating non-proprietary research, market analyses, and industry reports relating to Kazakhstan-U.S. trade, investment, logistics, regulatory developments, and commercial opportunities.

(b) **Education and Professional Development.** Organizing conferences, seminars, workshops, and training programs to educate members and the broader industry on best practices, regulatory compliance, trade facilitation, and emerging commercial trends.

(c) **Advocacy on Industry-Wide Issues.** Representing the collective interests of the Kazakhstan-U.S. business community before governmental bodies, trade agencies, and regulatory authorities on matters affecting the industry as a whole, without engaging in political campaign activity.

(d) **Networking and Industry Coordination.** Facilitating communication, collaboration, and relationship-building among companies engaged in Kazakhstan-U.S. commerce, including through forums, committees, and industry roundtables.

(e) **Standards, Ethics, and Best Practices.** Promoting fair, transparent, and efficient commercial practices; developing voluntary industry guidelines; and encouraging adherence to ethical business conduct.

(f) **Trade Promotion and Market Development.** Supporting initiatives that expand bilateral commercial activity, including trade missions, business delegations, and programs that highlight Kazakhstan-U.S. commercial opportunities.

(g) **Non-Commercial Support Activities.** Engaging in activities that strengthen the overall business environment for Kazakhstan-U.S. commerce, provided such activities do not constitute the regular conduct of a business ordinarily carried on for profit.

All activities shall be directed toward improving business conditions for the industry as a whole and shall not be performed for the benefit of any specific company, individual, or limited group of members.

To the extent permitted by United States law, the Corporation may engage or may retain accredited United States lobbying firms to engage on its behalf, in lobbying activities before federal or state legislative or regulatory bodies on matters that affect the business conditions of the Kazakhstan–United States commerce industry as a whole. Any such activities shall be conducted solely in

furtherance of the Corporation's exempt purposes and shall not be directed toward securing benefits for any specific company or individual.

The Corporation shall file all reports, registrations, statements, or information returns required under applicable federal, state, or local laws in connection with any lobbying or advocacy activities it conducts.

ARTICLE IV MEMBERS

Section 4.01 Eligibility. Membership shall be open to private, non-governmental business entities engaged in commercial activities between the Republic of Kazakhstan and the United States. Eligible members include:

- (a) Private Kazakhstan companies conducting business operations in the United States;
- (b) Private Kazakhstan companies that import goods or services into the United States;
- (c) Private Kazakhstan companies that export goods or services from the United States;
- (d) U.S. or third-country companies that materially support, facilitate, or participate in Kazakhstan-U.S. commercial activity and whose participation advances the common business interests served by the Corporation.

All members must demonstrate a bona fide connection to Kazakhstan-U.S. commerce and must support the Corporation's purposes of improving business conditions for this industry as a whole. Governmental bodies, state owned enterprises, and individuals are not eligible for membership.

Section 4.02 Admission of Members; Schedule of Members. Applicants shall submit such information as the Board of Directors may require. Admission shall be subject to approval by the Board. The Secretary of the Company shall maintain a schedule of Members in the form attached hereto as Exhibit A, which shall be updated at such times when members are admitted and kept in the books and records of the Company.

Section 4.03 Rights of Members. Members shall have the following rights:

- (a) To receive notice of meetings;
- (b) To participate in programs and activities of the Corporation;
- (c) To vote on amendments to the Articles of Incorporation, with each Member entitled to one vote;
- (d) Such additional rights as the Board may establish.

Members shall not elect or remove Directors or be entitled to vote on Amendments to these Bylaws.

Section 4.04 Membership Dues. The Board may establish dues, fees, or assessments and may modify them from time to time.

Section 4.05 Termination of Membership. Membership may be terminated for non-payment of dues, loss of eligibility, or conduct contrary to the Corporation's purposes, upon majority vote of the Board.

Section 4.06 As permitted by the Nevada Nonprofit Corporation Act (Nevada Revised Statutes Chapter 82), the Corporation shall have no stockholders or other owners, and the voting right of the Members are restricted as set forth in these Bylaws.

ARTICLE V MEETINGS OF MEMBERS

Section 5.01 Annual Meeting. An annual meeting of the members shall be held at such time and place as determined by the Board.

Section 5.02 Special Meetings. Special meetings may be called by the President, by a majority of the Board, or by written request of at least ten percent (10%) of the members.

Section 5.03 Notice. Written notice stating the date, time, place, and purpose of the meeting shall be provided at least ten (10) days in advance.

Section 5.04 Quorum. A quorum shall consist of twenty percent (20%) of the members.

Section 5.05 Voting. As set forth in Article III herein, with respect to those matters on which the members are entitled to vote, each member shall have one vote and, unless otherwise required by law or these Bylaws, actions shall be approved by a majority of votes cast.

ARTICLE VI BOARD OF DIRECTORS

Section 6.01 Powers and Number. The affairs and property of the Corporation shall be managed by or under the direction of the Board subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation and herein. The number of Directors shall be at least two (2) but no more than nine (9). Within the specified limits, the number of Directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the Entire Board and no decrease shall shorten the term of any director then in office. In the event of a deadlock of the remaining Directors, the President shall have the authority to cast the deciding vote to resolve the deadlock. As used in these by-laws, the term "**Entire Board**" shall mean the total number of Directors entitled to vote which the Corporation would have if there were no vacancies on the Board.

Section 6.02 Appointment of Directors; Removal and Replacement of Directors. The initial members of the Board shall be as set forth in the Articles of Incorporation. Thereafter, a resigned, deceased or incapacitated Director shall be replaced by the vote of a majority of the remaining Board of Directors or by the signature of a majority of the remaining Directors on an Action in Writing in Lieu of Meeting. In the event of a deadlock among the remaining Directors, the President shall have the authority to cast the deciding vote to resolve the deadlock. A vote of a majority of the remaining Directors may also determine to remove and replace a Director with or without cause, provided that nothing shall limit the right of the Attorney General of the State of Nevada upon application by a member of the Board of Directors from removing a Director for cause, which Director, if removed, shall be replaced by the vote of a majority of the remaining members of the Board of Directors. The number of Directors may be increased (but not to more than nine) or reduced (but not to less than two) by the vote of a majority of the members of the Board of Directors or by the signatures of a majority of the members of the Board of Directors on an Action in Writing in Lieu of Meeting. By reason of these provisions, it is intended that the Board of Directors shall be a self-perpetuating body.

Section 6.03 Qualifications for Directors. Each director shall be at least 18 years of age. A Director need not be a resident of the State of Nevada to serve on the Board.

Section 6.04 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the authorized number of Directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a Director, may be filled at any meeting of the Board by the vote of the majority of the Directors then in office, although less than a quorum, or by a sole remaining director. Each director elected or appointed to fill a vacancy in an unexpired term shall serve until such time as the director resigns or is removed by the vote of a majority of the remaining Board.

Section 6.05 Removal. A Director may be removed, with or without cause, by the vote of a majority of the remaining Board. In the event of a deadlock of the remaining Directors, the President shall have the authority to cast the deciding vote to resolve the deadlock.

Section 6.06 Resignation. Any director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director.

Section 6.07 Meetings. The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Special meetings of the Board may be held at any time upon the call of the President or as determined by the board in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

Section 6.08 Notice of Meetings. Notice of a meeting may be sent by mail, telephone, facsimile transmission, telegraph, courier service, electronic mail, or hand delivery, directed to each director at their address or contact information as it appears on the records of the President. Such notice shall state the time and place where the meeting is to be held and to the extent possible,

the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Notice of any regular meeting for which the time and place is not fixed by the Board must be given to each director not less than 30 days before such meeting. Notice of a special meeting of the Board must be given to each director not less than 30 days before such meeting, provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight hours before the time at which such meeting is to be held if given personally, by telephone, by facsimile transmission, or by electronic mail, unless the meeting relates to an emergency which must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to such director.

Section 6.09 Quorum. At each meeting of the Board, except as otherwise provided by law, the Articles of Incorporation, or these by-laws, the presence of a majority of the Entire Board shall constitute a quorum for the transaction of business or any specified item of business. The affirmative vote of that number of Directors as set forth herein either present at a meeting, or the signatures of the required percentage of Directors as set forth in herein on an action in writing without meeting shall be the act of the Board of Directors. If a quorum is not present at any meeting of the Board, a majority of the Directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any Directors who were not present at the time of the adjournment.

Section 6.10 Action by the Board. Except as otherwise provided by law, the Articles of Incorporation, or these by-laws, the vote of a majority of the Directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board.

Section 6.11 Meeting by Remote Communication. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.

Section 6.12 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 6.13 Contracts. The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or sign any instrument in the name of the Corporation, and such authority may be general or confined to specific instances.

Section 6.14 Borrowing. No loan shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6.15 Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness (issued in the name of the Corporation) shall be signed by the President or by such officers or agents of the Corporation as shall from time to time be determined by the Board of Directors.

Section 6.16 Compensation. The Corporation shall not pay compensation to Directors for services rendered to the Corporation in their capacity as Directors, except that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation.

ARTICLE VII COMMITTEES

Section 7.01 Executive Committee and Other Committees of the Board. The Board, by resolution adopted by a majority of the Entire Board, may designate from among the Directors an Executive Committee and other committees of the Board consisting of two (2) or more Directors. Each committee of the Board shall have such authority as the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- (a) The filling of vacancies on the Board or in any committee.
- (b) The amendment or repeal of the by-laws, or the adoption of new by-laws.
- (c) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.
- (d) Any other matter prohibited by the Nevada Nonprofit Corporation Act (Nevada Revised Statutes Chapter 82).

Section 7.02 Quorum and Action by Committee. Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board.

Section 7.03 Alternate Members. The Board may designate one (1) or more Directors as alternate members of any committee, who may replace any absent or disqualified member or members at any meeting of such committee.

ARTICLE VIII OFFICERS, EMPLOYEES, AND AGENTS

Section 8.01 Officers. The initial officers of the Corporation shall consist of at least a President, a Secretary, and a Treasurer. The Board may from time to time appoint such other officers, including one or more Vice Presidents, as it may determine. All officers shall be chosen by the Board from slates of candidates eligible and willing to serve.

Section 8.02 Election, Term of Office, and Qualifications. The officers shall typically be elected at the annual meeting of the Board of Directors but may be elected at any meeting of the Board of Directors at which a quorum is present. Each officer shall hold office for one (1) year or until his or her successor is elected and qualified. Any two or more offices may be held by the same person. All officers shall be subject to the supervision and direction of the Board.

Section 8.03 Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the Entire Board.

Section 8.04 Resignations. Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, but, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.05 Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

Section 8.06 President. The President shall preside at all meetings of the Board and Members. The President shall have the general powers and duties of supervision and management of the Corporation which usually pertain to the President's office and shall keep the Board fully informed of the activities of the Corporation. The President shall perform all such other duties as are properly required of the President by the Board. The President has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.

Section 8.07 Vice President. Each Vice President may be designated by such title as the Board may determine, and each such Vice President in such order of seniority as may be determined by the Board, shall, in the absence or disability of the President perform the duties and exercise the powers of the President. Each Vice President also shall have such powers and perform such duties as usually pertain to the Vice President's office or as are properly required of the Vice President by the Board.

Section 8.08 Secretary. The Secretary shall record and keep the minutes of all meetings of the Board and Members in books kept for that purpose. The Secretary shall see that all notices and reports are given and served as required by law or these by-laws. The Secretary shall affix the corporate seal to and sign such instruments as require the seal and the Secretary's signature and shall perform all duties as usually pertain to the Secretary's office or as are properly required of the Secretary by the Board.

Section 8.09 Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall keep full and accurate accounts of all monies received and paid by the Treasurer on account of the Corporation. The Treasurer shall exhibit at all reasonable times the Corporation's books of account and records to any of the Directors of the

Corporation upon request at the office of the Corporation. The Treasurer shall render a detailed statement to the Board of the condition of the finances of the Corporation at the annual meeting of the Board and shall perform such other duties as usually pertain to the Treasurer's office or as are properly required of the Treasurer by the Board.

Section 8.10 Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 8.11 Compensation. Any officer, employee, or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Entire Board.

ARTICLE IX EXECUTION OF INSTRUMENTS

Section 9.01 Contracts and Instruments. The Board may authorize any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 9.02 Deposits. The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

ARTICLE X INDEMNIFICATION AND INSURANCE

Section 10.01 Indemnification. The Corporation shall indemnify and hold harmless any Director, officer, employee or agent of the Corporation from and against any liability incurred by the Director in connection with the conduct of the business and activity of the Corporation; provided, however, that the Corporation shall not indemnify and hold harmless any act or omission by a Director, officer, employee or agent of the Company which constitutes a felony under the laws of the State of Nevada, is an act or omission comprising fraud, or is an intentional act in bad faith intended to harm the Corporation or its acts or activities.

Section 10.02 Exculpation. The Corporation shall exculpate any Director, officer, employee or agent from any damage to the Corporation by reason of any act or omission by a Director, officer, employee or agent other than any act or omission which constitutes a felony under the laws of the State of Nevada, is an act or omission comprising fraud, or is an intentional act in bad faith intended to harm the Corporation, or its acts or activities. In addition, although a Director, officer, employee or agent of the Corporation shall not be liable to the Corporation for acts in their respective individual capacities as provided herein initially for any acts or omissions

comprising gross negligence, if a second occurrence of gross negligence which is substantially similar to the first act of gross negligence, the Corporation shall not exculpate any Director, officer, employee or agent for a second or further acts of gross negligence if additional substantially similar acts of gross negligence occur after a first act.

Section 10.03 Advancement of Expenses. Expenses incurred by a director or officer in connection with any action or proceeding as to which indemnification may be given under Section 8.01 may be paid by the Corporation in advance of the final disposition of such action or proceeding upon the receipt of an undertaking by or on behalf of such director or officer to repay such advancement in case such director or officer is ultimately found (a) not to be entitled to indemnification; or (b) where indemnification is granted, to the extent that the advanced expenses exceed the indemnification to which the director or officer is entitled.

Section 10.04 Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Directors and officers pursuant to Section 10.01 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 10.01 above.

ARTICLE XI EXEMPT ACTIVITIES

Section 11.01 Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XII GENERAL PROVISIONS

Section 12.01 Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise provided by the Board.

Section 12.02 No Private Inurement. No part of the Corporation's net earnings shall inure to the benefit of any private shareholder, member, or individual.

Section 12.03 Books and Records. The Corporation shall keep at the office of the Corporation correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Articles of Incorporation, a copy of these Bylaws, all resolutions of the Board, and all minutes of meetings of the members and meetings of the Board and committees thereof.

Section 12.04 Construction of Bylaws. These Bylaws are adopted for the sole purpose of facilitating the orderly discharge of the purpose of the Corporation as a 501(c)(6) organization. These Bylaws shall not be construed in any way as to impair the efficient operation of the

Corporation. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

Section 12.05 Designated Contributions. The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to, and control of any such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Corporation shall retain complete control over all donated funds (including designated contributions) and shall exercise unlimited discretion as to their use so as to ensure that such funds will be used to carry out the Corporation's tax-exempt purposes.

Section 12.06 Annual Returns. The Entire Board shall review the Corporation's annual filing with the Internal Revenue Service prior to it being filed.

Section 12.07 Waiver of Notice. Whenever notice is required by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the Director, President, or other person entitled to said notice, whether before or after the time stated therein, or his appearance at such meeting in person or by proxy, shall be equivalent to such notice.

Section 12.08 Loans to Directors, Officers, Employees, and Agents Prohibited. The Corporation shall not make any loan to any of its officers, Directors, employees, or agents. Any Director, officer, employee, or agent who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

Section 12.09 Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

ARTICLE XIII DISSOLUTION

Section 13.01 Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Code to another organization organized and operated under Section 501(c)(6) of the Code 601, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. In lieu of distributions of all or part of any funds to another organization organized and operated under Section 501(c)(6) of the Code to be used exclusively for the exempt purposes set forth in Section 501(c)(6) of the Code, the Board of Directors can transfer all or any part of the funds not otherwise transferred to a Section 501(c)(6) organization to an organization organized and operated under Section 501(c)(3) of the Code. If the Board of Directors does not make such a determination as to the distributions of the funds and assets of the Corporation on dissolution, such determination shall be made by the

Probate Commissioner of the Eighth Judicial District Court of the State of Nevada as to which organizations qualifying as set forth above should receive funds on dissolution.

**ARTICLE XIV
AMENDMENTS**

Section 14.01 These Bylaws may be altered, amended, or repealed by the affirmative vote of the majority of the Entire Board present at any meeting of the Board at which a quorum is present, except a two-thirds vote of the Entire Board shall be required for any amendment to add or remove a provision of these Bylaws requiring a greater proportion of Directors to constitute quorum or a greater proportion of votes necessary for the transaction of business. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein. If these Bylaws are altered, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of Directors the Bylaws so adopted, amended, or repealed, together with a concise statement of the changes made.

**ARTICLE XV
REFERENCE TO ARTICLES OF INCORPORATION**

Section 15.01 References in these Bylaws to the Articles of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these by-laws. In the event of a conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall govern.

[SIGNATURE PAGE FOLLOWS]

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the Bylaws of U.S.-KAZAKHSTAN BUSINESS FORUM, Inc., a Nevada nonprofit corporation, as in effect on this 18th day of December 2025.

Jack Shannon

By: 

Name: Jack Shannon

Title: Secretary of Corporation

[Signature Page to Bylaws – U.S.-Kazakhstan Business Forum, Inc.]

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
U.S.-KAZAKHSTAN BUSINESS FORUM, INC.,
A NEVADA NONPROFIT CORPORATION**

U.S.-KAZAKHSTAN BUSINESS FORUM, INC., a Nevada nonprofit nonstock corporation under the provisions of and subject to the requirements of the Nevada Nonprofit Corporation Act (Nevada Revised Statutes Chapter 82) (the “NRS”), hereby amends and restates its Articles of Incorporation:

1. The name of the Corporation was originally filed as “U.S. Kazakhstan Business Forum, Inc.” and it was originally incorporated on December 18, 2025.
2. The Amended and Restated Articles of Incorporation were approved and adopted by the sole original incorporator of the Corporation on December 31, 2025 pursuant to and in accordance with the NRS, by a vote of the original incorporator sufficient for approval.
3. These Second Amended and Restated Articles of Incorporation were approved and adopted on January 26, 2026 by the Board of Directors by unanimous written consent in lieu of a meeting.
4. These Second Amended and Restated Articles of Incorporation supersede the Amended and Restated Articles of Incorporation.
5. Pursuant to the provisions of the NRS, the Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

1. **Name of Corporation; Membership Organization.** The name of the corporation is U.S.-Kazakhstan Business Forum, Inc. (the “**Corporation**”). The Corporation shall not have owners or shareholders but shall always have two or more members (the “Members”). Members of the Corporation shall be persons or entities that shall pay a membership due to become a member and for whose common business interests the Corporation is organized to support and promote.

2. **Registered Office; Registered Agent.** The address of the registered office of the Corporation in the State of Nevada is 2275 Corporate Circle, Suite 220, Henderson, NV 89074. The name of the registered agent of the Corporation at such address is Fabian and Clendenin APC.

3. **Purpose of Corporation.** The purpose for which the Corporation is formed is as follows: The Corporation is organized and shall be operated as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code. Its purposes are (1) to promote the common business interests of private Kazakhstan companies engaged in commerce with the United States, including companies conducting business operations in the United States, importing goods into the United States, or exporting goods from the United States and/or companies in the United States or third countries whose activities promote the common business interests of private Kazakhstan companies as set forth above, and (2) to promote the common business interests of United States companies doing business in Kazakhstan and/or importing goods into Kazakhstan from the United States are exporting goods from Kazakhstan into the United States. In furtherance of these purposes, the Corporation shall engage in activities that improve business conditions for

this industry as a whole, including but not limited to: facilitating communication among industry participants; conducting research; providing industry education; advocating for policies that enhance bilateral commercial activity; and fostering the development of fair, efficient, and transparent trade practices as more fully set forth in the Bylaws of the Corporation. To the extent permitted by United States law or regulations, and in compliance with United States law and regulation, to support the purposes of the Corporation as set forth above in this Section 3, the Corporation may engage in, and may engage others to engage in on the Corporation's behalf, lobbying efforts and other attempts to influence legislation or regulations with respect to legislative or regulatory agencies of the United States or any agency thereof, and/or any state or any agency thereof, so long as such lobbying efforts support and promote the common business interests as set forth above of the Members of the Corporation. It may also directly fund the lobbying efforts of the Government of Kazakhstan as it sees fit.

4. **Non-Profit Corporation.** The Corporation is not organized for profit or to conduct business activities for profit. No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, any of its Members, directors, officers, trustees or other private persons; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in Section 3 hereof.

5. **Status as a Section 501(c)(3) Corporation; Compliance with Law.** The Corporation is being formed to be a corporation organized and operated under the provisions of Section 501(c)(6) of the Internal Revenue Code (the "Code"). The Corporation shall only take such actions and activities as are permitted to be taken by a corporation organized and operated under Section 501(c)(3) of the Code. The Bylaws of the Corporation shall specify in detail the acts and activities which the Corporation is authorized to take or undertake, subject always to compliance with the terms and conditions of Section 501(c)(3) of the Code and the Treasury Regulations thereunder. The Corporation shall not undertake any act or activity which would violate the requirements of Section 501(c)(6) of the Code. The Corporation may engage in lobbying and other governmental relations activities to influence legislation and regulation affecting its members, provided such activities are consistent with applicable law and regulations governing organizations organized and operated under Section 501(c)(3) of the Code and are intended to support the purposes of the Corporation as set forth in Section 3 above.

6. **No Involvement in Political Campaigns.** The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or make any contribution to campaigns of any persons running for public office.

7. **General Prohibition Clause.** Notwithstanding any other provision herein, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

8. **Initial Directors.** The number of directors constituting the initial Board of Directors shall be two (2). Thereafter, the directors shall be elected in the manner provided in the Bylaws. The number of directors may be increased or decreased (but not below two (2)) in the manner set forth in the Bylaws. The names and addresses, including street and number, of the persons who are to serve as the initial Directors are:

Name:	Mailing Address:
Askar Tashtitov	2275 Corporate Circle, Suite 220, Henderson, NV 89074
Kuanysh Zhumandilov	2275 Corporate Circle, Suite 220, Henderson, NV 89074

9. **Initial Officers.** The initial officers of the corporation shall be:

President: Baglana Mussina

Secretary: Jack Shannon

Treasurer: Jack Shannon

These officers shall serve until successors are elected and qualified in accordance with the Bylaws. The roles and responsibilities of each officer shall be as set forth in the Bylaws.

10. **Regulation of Members.** The Corporation shall be supported by members, each of which shall pay regular membership dues. The Board of Directors shall establish the requirements for membership consistent with these Articles of Incorporation and the Bylaws of the Corporation, including the annual fees which Member shall pay. The Board of Directors shall have the right to modify Membership requirements and fees from time to time as provided in the Bylaws. The activities of the Company shall be managed solely and exclusively by the Board of Directors, who shall be selected as determined in the Bylaws by the remaining members of the Board of Directors whenever there is a vacancy in the Board of Directors. Any change in the Articles of Incorporation shall be proposed by the Board of Directors and shall be voted upon by the Members, with each Member having one vote and the vote of a majority of the Members being required to modify these Articles of Incorporation. The conditions for membership in the Corporation shall be that a person or an entity must be identified as being a person or entity which is to benefit from the acts and activities of the Corporation as set forth above in Section 3.

11. **Indemnity and Exculpation.**

(A) **Indemnity.** The Corporation shall indemnify and hold harmless any Director, officer, employee or agent of the Corporation from and against any liability incurred by the Director in connection with the conduct of the business and activity of the Corporation; provided, however, that the Corporation shall not indemnify and hold harmless any act or omission by a Director, officer, employee or agent of the Company which constitutes a felony under the laws of the State of Nevada, is an act or omission comprising fraud, or is an intentional act in bad faith intended to harm the Corporation or its acts or activities.


(B) **Exculpation.** The Corporation shall exculpate any Director, officer, employee or agent from any damage to the Corporation by reason of any act or omission by a Director, officer, employee or agent other than any act or omission which constitutes a felony under the laws of the State of Nevada, is an act or omission comprising fraud, or is an intentional act in bad faith intended to harm the Corporation, or its acts or activities. In addition, although a Director, officer, employee or agent of the Corporation shall not be liable to the Corporation for acts in their respective individual capacities as provided herein initially for any acts or omissions comprising gross negligence, if a second occurrence of gross negligence which is substantially similar to the first act of gross negligence, the Corporation shall not exculpate any Director, officer, employee or agent for a second or further acts of gross negligence if additional substantially similar acts of gross negligence occur after a first act.

12. **No Capital Stock.** The Corporation shall not have any capital stock but shall have Members whose interests shall be evidenced by Membership Certificates as provided in the Bylaws.

13. **Dissolution.** Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Code to another organization organized and operated under Section 501(c)(6) of the Code 601, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. In lieu of distributions of all or part of any funds to another organization organized and operated under Section 501(c)(6) of the Code to be used exclusively for the exempt purposes set forth in Section 501(c)(6) of the Code, the Board of Directors can transfer all or any part of the funds not otherwise transferred to a Section 501(c)(6) organization to an organization organized and operated under Section 501(c)(3) of the Code. If the Board of Directors does not make such a determination as to the distributions of the funds and assets of the Corporation on dissolution, such determination shall be made by the Probate Commissioner of the Eighth Judicial District Court of the State of Nevada as to which organizations qualifying as set forth above should receive funds on dissolution.

14. **Bylaws.** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend, or repeal Bylaws for the Corporation, or adopt new Bylaws without any action, vote or confirmation on the part of the Members, so long as such Bylaws are not inconsistent with the terms of these Articles of Incorporation.

I, THE UNDERSIGNED, being the secretary, do make these Second Amended and Restated Articles of Incorporation, hereby acknowledging, declaring, and certifying that the foregoing Second Amended and Restated Articles of Incorporation is my act and deed and that the facts herein stated are true, and have accordingly hereunto set my hand this 27th day of January, 2026.

By: 
Name: Jack Shannon
Title: Secretary