
SECOND AMENDMENT TO BY-LAWS
OF
ARARAT HOME OF LOS ANGELES, INC.
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

1. ARTICLE III of the By-Laws of ARARAT HOME OF LOS ANGELES, INC., a California nonprofit public benefit corporation, amended on April 1, 2008 (the “By-Laws”), is amended in its entirety to read as follows:

“ARTICLE III
MEMBERSHIP

Section 1. MEMBERS: The Corporation shall have no members. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights that would otherwise vest in the members shall vest in the Trustees.

Section 2. ASSOCIATES: Nothing in this Article III shall limit the right of the Corporation to refer to persons associated with it as "members" even though those persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The Corporation may confer by amendment of its Articles or of these By-Laws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of trustees or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation's Articles or By-Laws or for the selection of delegates who possess any of the preceding voting rights, but no such person shall be a member within the meaning of Section 5056.”

2. ARTICLE IV of the By-Laws is amended in its entirety to read as follows:

“ARTICLE IV
(Intentionally Omitted)”

3. ARTICLE V of the By-Laws is amended in its entirety to read as follows:

“ARTICLE V
(Intentionally Omitted)”

4. The second sentence of Section 1 of ARTICLE VI of the By-Laws is deleted in its entirety.

5. Section 2 of ARTICLE VI of the By-Laws is amended in its entirety to read as follows:

“Section 2. NUMBER AND TENURE: Subject to the following sentence, the number of trustees shall be twenty-four (24) who shall be elected at the annual meeting of the Board. Each Trustee elected shall hold office for a period of three (3) years from his or her election. The election of Trustees shall be staggered so as to elect no more than one-third (1/3) of the Board of Trustees at one time.”

6. Section 11(b) of ARTICLE VI of the By-Laws is amended in its entirety to read as follows:

“(b) Qualifications of Nominees: Each nominee as Trustee shall have demonstrated competence, work ethics and willingness to become involved in the activities and objectives of the Board of Trustees; and shall provide an experienced background that will be beneficial to the Board of Trustees in the objectives of the Corporation”

7. Sections 11(d)(2) and 15 of ARTICLE VI of the By-Laws are deleted in their entirety.

8. Section 1(2) of ARTICLE VIII of the By-Laws is amended in its entirety to read as follows:

“(2) The Chairmen of these Standing Committees may appoint other voting members of their Standing Committee, who do not have to be Trustees.”

9. Section 1(5) of ARTICLE VIII of the By-Laws is amended in its entirety to read as follows:

“(5) The Chairmen of the Sub-Committees may appoint other voting and non-voting members, neither of whom need to be Trustees.”

10. Sections 1(8) and 1(9) of ARTICLE VIII of the By-Laws are deleted in their entirety.

11. Section 2(2) of ARTICLE VIII of the By-Laws is amended in its entirety to read as follows:

“The Chairmen of the Committees of the Board of Trustees may appoint other voting and non-voting members, neither of whom need to be Trustees.”

12. Section 6 of ARTICLE VIII of the By-Laws is amended in its entirety to read as follows:

“Section 6. QUALIFICATION OF COMMITTEE MEMBERS: Except as otherwise provided in these By-Laws, each member of a committee shall have demonstrated competence, work ethics and willingness to serve on the particular committee to which he or she is appointed; and shall provide an experienced background that will be beneficial to the work of such committee and to the objectives of the Board of Trustees.”

13. The second sentence of Section 7 of ARTICLE VIII of the By-Laws is deleted in its entirety.

14. ARTICLE XI of the By-Laws is amended in its entirety to read as follows:

“ARTICLE XI
AMENDMENTS

Section 1. These By-Laws may be amended or repealed by the approval of a majority of the Board of Trustees.”

[Certificate of Secretary follows]

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of ARARAT HOME OF LOS ANGELES, INC., a California nonprofit public benefit corporation; and

2. The foregoing Second Amendment to By-Laws constitutes an amendment to the By-Laws of the Corporation duly adopted by a majority of the trustees on January 23, 2020.

The foregoing Second Amendment to By-Laws constitutes an amendment to the By-Laws of the Corporation adopted by a majority of the members on _____, 2020.

Dated:

DEBBIE AVEDIAN, Secretary of the Board