

**AMENDED AND RESTATED
BYLAWS
of
The Documentation Center of Cambodia, Inc.**

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be the **Documentation Center of Cambodia, Inc.** (the “Corporation”). The Corporation may also do business as the Sleuk Rith Institute, SRI, the Documentation Center of Cambodia or DC-Cam.

ARTICLE II

PURPOSE, STATUS AND LIMITATION

2.01 Purpose

The purpose of the Corporation shall be as set forth in the Articles of Incorporation of the Corporation (the “Articles of Incorporation”).

2.02 Nonprofit Status and Exempt Activities Limitation

(a) Nonprofit Legal Status. The Corporation is a District of Columbia nonprofit corporation, recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

(b) Exempt Activities Limitation. 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) of the Code, or by any organization contributions to which are deductible under Section 170(c)(2) of the Code. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any director, officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. The property of the Corporation is irrevocably dedicated to its educational and charitable purposes. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status

under Section 501(c)(3) of the Code or any corresponding successor section. The entity to receive the assets of the Corporation shall be selected by the Board.

ARTICLE III

MEMBERSHIP

3.01 No Membership Classes

The Corporation shall have no members.

ARTICLE IV

BOARD OF DIRECTORS

4.01 Number of Directors

The Corporation shall have a board of directors (the “Board”) comprising at least five (5) and no more than fifteen (15) directors. Within these limits, the Board may increase or decrease the number of directors serving on the Board. No decrease in the number of directors shall have the effect of shortening the term of any incumbent.

4.02 Powers

Subject to the provisions of the District of Columbia Nonprofit Corporation Act of 2010 and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the day-to-day operation of the business of the Corporation to a committee (however comprised) or other person, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Directors need not be residents of the District of Columbia.

4.03 Terms

(a) The initial directors shall be those persons named in the Articles of Incorporation.

(b) The directors shall be divided into two (2) classes as nearly equal in size as is practicable, hereby designated Class I and Class II. The Board may assign directors already in office to such classes at the time such classification becomes effective. The term of office of the initial Class I directors shall expire one year after the classification and the term of office of the initial Class II directors shall expire two years after the classification. After the expiration of the terms of the initial directors, each director shall be elected to serve a two-year term.

(c) Directors may serve terms in succession. There shall be no limit to the number of successive terms a director may serve.

(d) Notwithstanding the expiration of any director's term, the director may continue to serve until the director's successor is elected and takes office.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the Board, the individual must be 18 years of age. Directors shall be elected by a majority vote of the Board.

4.05 Vacancies

(a) Directors elected to fill a vacancy in the Board resulting from an increase in the size of the Board shall be classified as Class I or Class II directors and their terms shall expire at the same time as the terms of other directors of their class.

(b) Vacancies in the Board due to resignation, death or removal shall be filled by the Board for the balance of the term of the director being replaced.

4.06 Removal of Directors

A director may be removed by two-thirds vote of the Board then in office:

(a) if the director is absent and unexcused from two or more meetings of the Board in a twelve (12) month period. The President is empowered to excuse directors from attendance for a reason deemed adequate by the President. The President shall not have the power to excuse him/herself from Board meeting attendance and in that case, the Vice President or other duly authorized person may excuse the President; or

(b) for cause or no cause, if before any meeting of the Board at which a vote on removal will be made the director in question is given, at least thirty (30) days prior to such meeting, electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

4.07 Board Meetings

(a) Regular Meetings. Regular Board meetings shall be at such times and places as are fixed by the Board. Regular Board meetings shall be held upon thirty (30) days' notice personally or by first-class mail, electronic mail, telephone or facsimile transmission. If sent by mail, facsimile transmission or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place and time of the meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the Board may be called by the President or any two (2) directors. A special meeting must be preceded by at least four (4) days' notice to each director of the place and time, but not the purpose, of the meeting.

(c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with District of Columbia law.

4.08 Manner of Acting

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

(c) Participation. Except as required otherwise by law, the Articles of Incorporation or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet audio or video meeting or by telephonic conference.

(d) Action by Written Consent. Any action required or permitted to be taken by the Board may be taken without a meeting if all directors are given notice of the proposed action and a majority of the board (or such other proportion of the board as may be required for such action pursuant to the Articles of Incorporation or these Bylaws) consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of the proceedings of the Board

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Corporation's conflict of interest policy and state law.

ARTICLE V

COMMITTEES

5.01 Standing Committees of the Board

The Board shall at all times maintain the following committees, each comprising two or more directors and no persons who are not directors, to serve at the pleasure of the Board:

- Grant Committee; and
- Project Finance Committee.

The Grant Committee shall have the following duties:

(a) It shall develop and maintain a grant request form for use by the Corporation that is in compliance with the Code, United States Treasury Regulations and Internal Revenue Service (“IRS”) guidance on the issuance of grants by a Section 501(c)(3) tax-exempt organization (the “Grant Request Form”). The Grant Request Form shall serve as the exclusive means through which any person or organization shall submit a request for funding from the Corporation. Completed Grant Request Forms may be transmitted to the Corporation via either in paper or electronic format.

(b) It shall review all Grant Request Forms submitted by any person or organization and shall make a preliminary determination regarding whether the requested funding furthers the charitable and educational purposes of the Corporation. Any Grant Request Forms that are determined by the Grant Committee to further such purposes shall be submitted to the entire Board for final consideration and approval.

The Project Finance Committee shall have the following duties:

(a) It shall develop and maintain a policy governing the form and type of financial information to be received by the Corporation from each recipient of funding from the Corporation (the “Periodic Accounting Policy”) and shall promulgate procedures under the Periodic Accounting Policy to govern the process of grant administration. The purpose of the Periodic Accounting Policy is to assist the Project Finance Committee in determining whether the funds have been used by the recipient for the purposes specified in the written grant agreement entered into between the Corporation and the grant recipient.

(b) It shall receive and review all information required to be provided by a grant recipient under the Periodic Accounting Policy and the procedures promulgated thereunder. Following such review, the Project Finance Committee will issue a report to the entire Board setting forth its determination of whether the funds have been used in accordance with the written grant agreement entered into between the Corporation and the grant recipient.

5.02 Other Committees of the Board

(a) The Board may, by resolution, designate and appoint one or more additional committees. Committees, to the extent provided in such resolution, shall have and exercise the authority of the Board in the management of the Corporation. Committees shall serve under the supervision and control of the Board. The Board may, in its discretion, by resolution, amend any such committee’s authority or dissolve such committee.

(b) A committee shall not authorize distributions, fill vacancies on the Board or any of its committees or adopt, amend or repeal Bylaws.

5.03 Meetings and Action of Committees

Meetings and action of the committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the content of these Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

To conserve Corporation resources, wherever feasible, all committees meetings shall be conducted utilizing internet-based audio/video communications technologies.

ARTICLE VI

OFFICERS

6.01 Officers

The Board shall elect or appoint a President, a Secretary and a Treasurer, and it may, if it so determines, elect or appoint one or more Vice-Presidents and such other officers and assistant officers as may be deemed necessary. If the Board so determines, the officers of the Corporation may be designated by such other titles as may be provided in the Articles of Incorporation or these Bylaws. Any two or more offices may be held by the same person except the offices of President and Secretary. The election or appointment of an officer shall not of itself create contract rights.

6.02 Term of Office

Each officer shall serve a two (2) year term of office. Unless unanimously elected by the Board to fill a vacancy in an officer position, each officer's term of office shall begin upon the adjournment of the Board meeting at which elected or appointed and shall end upon the adjournment of the Board meeting during which a successor is elected.

6.03 Removal and Resignation

The Board may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation or the officer under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 President

The President shall preside at all meetings of the Board. The President shall have general supervision of the affairs of the Corporation and shall keep the Board fully informed about the activities of the Corporation. He/she has the power to sign and execute 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. The President shall perform all the duties usually incident to the office of the President, and shall perform such other duties as from time to time may be assigned by the Board.

6.05 Vice President

The Vice President(s) shall have such powers and duties as may be assigned to them by the Board. In the absence of the President, the Vice President(s), in the order designated by the Board, shall perform the duties of the President

6.06 Secretary

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall circulate draft minutes to the Board for review before finalizing them. The Secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the President. The Secretary may appoint, with approval of the Board, one or more Assistant Secretaries to assist in performance of all or part of the duties of the Secretary.

6.07 Treasurer

The Treasurer shall be responsible for oversight of the financial condition and affairs of the Corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with other directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board on a timely basis or as may be required by the Board. The Treasurer shall perform all duties properly required by the Board or the President. The Treasurer may appoint, with approval of the Board, one or more Assistant Treasurers to assist in performance of all or part of the duties of the Treasurer.

6.08 Compensation of Officers

The Corporation may pay compensation in reasonable amounts to officers for services rendered, such amounts to be fixed by a majority of the entire Board. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates such power to any officers, then by

such officers. The Board may require officers, agents or employees to pledge security for the faithful performance of their duties.

ARTICLE VII

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

7.01 Checks, Drafts, Contracts and other Writings

The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for payment of money; to sign acceptances, notes or other evidence of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

7.02 Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to its directors or officers, and the Corporation shall not guarantee any obligations of its directors or officers.

7.03 Indemnification

(a) The Corporation shall indemnify a director or officer to the extent that the director or officer was successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer was a director or officer of the Corporation against reasonable expenses incurred by the director or officer in connection with the proceedings.

(b) Unless otherwise prohibited by law, the Corporation may indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such director, officer or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own negligence or misconduct in the performance of a duty to the Corporation.

(c) Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against, and amounts paid in settlement by, such director, officer or employee. The

Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer or employee; provided, however, that such director, officer or employee shall (i) provide an affirmation in the form of a record of his or her good faith belief that he or she has met the relevant standard of conduct or that the proceeding involves conduct for which liability has been eliminated by law or under a provision of the Articles of Incorporation and (ii) undertake to repay or to reimburse such expense if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

(d) The provisions of this Article shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

(e) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any statute, Bylaw, agreement, vote of the Board or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board may authorize the purchase of insurance on behalf of any director, officer, employee or other agent against any liability asserted against or incurred by him or her, which arises out of such person's status as a director, officer, employee or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

If any part of this Article shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE VIII

MISCELLANEOUS

8.01 Books and Records

The Corporation shall keep correct and complete books and records of its financial accounts and transactions, and the Secretary shall prepare in writing official minutes of the proceedings of all meetings of its Board, a record of all actions taken by the Board without a meeting, and a record of all actions taken by committees. In addition, the Corporation shall retain a certified copy of the Articles of Incorporation and these Bylaws, as amended.

8.02 Fiscal Year

The fiscal year of the Corporation shall be determined by the Board.

8.03 Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate or member of a committee.

8.04 Amendment

These Bylaws may be amended, altered, repealed or restated by a vote of the majority of the Board then in office at a meeting of the Board, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the Corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Code;

(b) that any amendment that affects the voting rights of directors requires approval by a two-thirds vote of the Board; and

(c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE IX

COUNTERTERRORISM AND DUE DILIGENCE POLICY

The Board shall adopt and maintain a policy that is in compliance with all applicable laws relating to the prevention of terrorist activities, including any requirements imposed under Executive Order 13224, the Patriot Act, embargoes and trade sanctions, IRS rules and regulations, USAID requirements, or any other U.S. federal, state or foreign law. The Board shall not be authorized to expend any funds on behalf of the Corporation, either directly or through contributions to any other organization or person, unless and until the Board has determined that such expenditure is in compliance with the aforementioned policy.

ARTICLE X

DOCUMENT RETENTION POLICY

The Board shall adopt and maintain a policy establishing guidelines and schedules for the retention and destruction of the Corporation's records, which policy shall be applicable to all officers, directors, Board committee members and employees of the Corporation.

ARTICLE XI

TRANSPARENCY AND ACCOUNTABILITY

DISCLOSURE OF FINANCIAL INFORMATION WITH THE GENERAL PUBLIC

11.01 Purpose

By making full and accurate information about its mission, activities, finances and governance publicly available, the Corporation practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the Corporation are presumptively open to staff and/or the public;
- (b) indicate which documents and materials produced by the Corporation are presumptively closed to staff and/or the public; and
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follows:

11.02 Financial and IRS documents (The form 1023 and the form 990)

The Corporation shall provide its IRS Forms 990, 990-T and 1023, Bylaws, conflict of interest policy and financial statements to the general public for inspection free of charge.

11.03 Means and Conditions of Disclosure

The Corporation shall make the aforementioned documents “widely available” under the IRS guidelines by listing and posting easily accessible copies of the documents filed with the IRS on its internet website: www.cambodiasri.org to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) The Corporation shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) The Corporation shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within seven (7) days for mailed requests.

11.04 IRS Annual Information Returns (IRS Form 990)

The Corporation shall submit IRS Form 990 to its Board prior to the filing of IRS Form 990. Although neither the review nor approval of IRS Form 990 is required under federal law, the Corporation’s IRS Form 990 shall be submitted to each member of the Board via (hard copy or email) at least ten (10) days before IRS Form 990 is filed with the IRS.

11.05 Board

- (a) All Board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.
- (b) All Board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

11.06 Staff Records

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the Corporation except the authorized governmental agencies.
- (c) Within the Corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- (d) Staff records shall be made available to the Board when requested.

11.07 Donor Records

- (a) All donor records shall be available for review by the donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the Corporation except the authorized governmental agencies.
- (c) Within the Corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that
- (d) donor records shall be made available to the Board when requested.

ARTICLE XII

CODES OF ETHICS AND WHISTLEBLOWER POLICY

12.01 Purpose

The Corporation requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the Corporation must practice honesty and integrity in fulfilling their responsibilities; they also must comply with all applicable laws and regulations. It is the intent and policy of the Corporation to adhere to all laws and regulations that apply to the Corporation and the underlying purpose of this policy is to support the Corporation's

goal of legal compliance. The support and cooperation of all corporate staff is necessary to ensure compliance with various laws and regulations.

12.02 Reporting Violations

If any director, officer, staff or employee reasonably believes that any policy, practice or activity of the Corporation is in violation of law, a written complaint must be filed forthwith by that person with a Vice-President or the President.

12.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Corporation's code of ethics must act in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the code of ethics. The making of any allegations that prove to be unsubstantiated and/or to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense and may trigger appropriate adverse action against the perpetrator.

12.04 Retaliation

Said person is protected from retaliation only if he/she brings the alleged unlawful activity, policy or practice to the attention of the Corporation and provides the Corporation with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is available only to individuals who comply with this requirement.

The Corporation shall not retaliate against any director, Board committee member, officer, staff or employee who in good faith has made a protest or raised a complaint against some practice of the Corporation or of another individual or entity with whom the Corporation has a business relationship, on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.

The Corporation shall not retaliate against any director, Board committee member, officer, staff or employee who discloses or threatens to disclose to a supervisor or a public body, any activity, policy or practice of the Corporation that the individual reasonably believes is in violation of a law, rule or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare or protection of the environment.

12.05 Confidentiality

Reports of violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be maintained in secured and confidential files to the extent possible, consistent with the need to conduct an adequate investigation.

12.06 Handling of Reported Violations

The President or Vice-President shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports shall be promptly investigated by the Board and its appointed committee, and appropriate corrective action shall be taken where warranted by the investigation.

This policy shall be made available to all directors, Board committee members, officers, staff or employees, and they shall have the opportunity to ask questions about the policy.

ARTICLE XIII

CONFLICT OF INTEREST POLICY

13.01 Purpose and Scope

The Corporation maintains a Conflict of Interest Policy to protect the interests of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This Conflict of Interest Policy is intended to supplement but not replace any applicable District of Columbia and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently appointed Secretary of the Documentation Center of Cambodia, Inc., a District of Columbia nonprofit corporation, and the above Bylaws are the Bylaws of this corporation as adopted by the Board of Directors on October 29, 2015.

Dated: October 29, 2015

A handwritten signature in black ink, appearing to read 'Markus B. Zimmer', with a long horizontal flourish extending to the right.

Markus B. Zimmer

By: Secretary