# Delaware

The First State



***I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "AMERICAN CHAMBER OF COMMERCE IN KAZAKHSTAN, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2002, AT 9 O'CLOCK A.M.***

(Signature)

Jeffrey W. Bullock, Secretary of State

***2964767 81*** ***AUTHENTICATION: 7669521***

***091053175*** ***DATE: 12-01-09***

*You may verify this certificate at corp.delaware.gov/authver*

*STATE OF DELAWARE*
*SECRETARY OF STATE*
*DIVISION OF CORPORATIONS*
*FILED 09:00 AM 02/22/2002*
*020125759 – 2964767*

# AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
# OF
# AMERICAN CHAMBER OF COMMERCE IN KAZAKHSTAN, INC.

Incorporated on November 9, 1998

**Approved by the Board of Directors on January 29, 2002**

Pursuant to Sections 242 & 245

The undersigned, the duly elected Secretary of the American Chamber of Commerce in Kazakhstan, Inc. (the "Corporation"), a Delaware nonstock corporation, hereby certifies that the Board of Directors of the Corporation adopted this Amended and Restated Certificate of Incorporation for the Corporation at the regular meeting of the Board of Directors of the Corporation on January 29, 2002 in Almaty, Kazakhstan:

**FIRST:** The name of the Corporation is American Chamber of Commerce in Kazakhstan, Inc.

**SECOND:** The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808 and the name of the registered agent of the corporation in the State of Delaware at such address is Corporation Service Company.

**THIRD:** The nature of the purposes to be conducted by the Corporation is as follows:

The nature of the Corporation shall be a nonprofit corporation. The purpose of the Corporation shall be to assist American businesses and business people in their business activities in Kazakhstan and to advance the common interests of American businesses and business people active in Kazakhstan with regard to the improvement of the general business climate in Kazakhstan and its transition to a market-based economy which embodies high business standards, the rule of law and market integrity.

The Corporation shall have the authority to exercise all of the power conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, provided, that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the Corporation and be consistent with the requirements and constraints of Section 501(c)(6) of the United States Internal Revenue Code.

**FOURTH:** The Corporation is not to have authority to issue capital stock.

**FIFTH:** The name and the mailing address of the incorporator are as follows:

**NAME:** American Chamber of Commerce in Kazakhstan, Inc.
c/o Keith Byer
**MAILING ADDRESS:** 1209 Orange Street, Wilmington, Delaware, United States of America.

**SIXTH:** The Duration of the Corporation is to be perpetual.

**SEVENTH:** The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of §102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

**EIGHTH:** For the management of the business and for the conduct of the affairs of the Corporation, and for the creation, definition, limitation, and regulation of the powers of the Corporation and of its governing body and the member or members thereof, as the case may be, it is hereby provided:

1. After the original or other Bylaws of the Corporation have been adopted, amended or repealed, as the case may be, the power to adopt, amend or repeal the Bylaws of the corporation may be exercised by the Board of Directors of the Corporation.

2. The activities and affairs of the Corporation shall be managed by or under the direction of its governing body, which in this certificate of incorporation is referred to as a Board of Directors, although said Board may consist of only one member, and although the member or members of said governing body may be designated as a trustee or trustees, a manager or managers, a governor or governors, or otherwise under any provision of the Bylaws.

3. The number of directors constituting the initial whole Board of Directors at the time of adoption of this Amended and Restated Certificate of Incorporation shall be nine. Thereafter, the number of directors constituting the whole Board shall be fixed from time to time in the manner prescribed in the Bylaws. The phrase “whole Board” shall be deemed to mean the total number of directors which the corporation would have if there were no vacancy or vacancies.

4. A director shall have such qualifications as may be prescribed in the Bylaws. The initial Board of Directors shall be that Board of Directors in the office at the time of adoption of this Amended and Restated Certificate of Corporation. Thereafter, each successive Board of Directors shall be elected by the members of the Corporation; provided, that, in the interim between annual or special elections by such members, the directors in office, though less than a quorum, may fill any newly created directorship and any vacancy, including a vacancy which

results from the removal of any director or directors by such members, but which is unfilled by such members.

5. Except as may otherwise be provided under the provisions of the General Corporation Law of the State of Delaware, any or all of the directors may be removed for or without cause by action of a majority of the members.

6. Any person who is or was a director, officer, agent, or employee of the Corporation or is or was serving, at the request of the Corporation, as a director, officer, agent, or employee of another corporation, trust, or enterprise shall be entitled to be indemnified by the Corporation upon the same terms, under the same conditions, and to the same extent as though he were a present or past director, officer, agent, or employee of a corporation of any type or kind organized under the General Corporation Law of the State of Delaware; provided that his conduct or action was in furtherance of, or in connection with, the exempt purposes of the Corporation.

7. The Corporation shall have such classes of members as may be further specified and defined in the Bylaws of the Corporation. The voting rights for each such separate class of members shall be defined in the Bylaws of the Corporation which may provide for one or more class of members having no voting rights. Subject to the foregoing, each member shall be entitled to vote in the election of directors of the Corporation and to vote in such other proceedings as the General Corporation Law of the State of Delaware shall confer voting power on members entitled to vote in the election of directors of the Corporation. A member shall be entitled to vote in all proceedings in which a member is entitled as of right to vote under any of the provisions of the General Corporation Law of the State of Delaware and in all proceedings in which a member is entitled to vote under any provisions of this certificate of incorporation and of the Bylaws. Except as may be otherwise provided by the General Corporation Law of the State of Delaware, a majority of the membership votes, or the sole membership vote if there be only one, shall constitute a quorum at any meeting of members, and, except in the election of directors, a majority of the votes cast, a quorum being present, shall be the act of said member or members. In the election of directors, at which voting need not be by ballot, a plurality of the votes cast shall elect. The Bylaws shall provide for the conditions of membership in the corporation.

8. Meetings of the members shall be held at such place within or without the State of Delaware as may be designated by or in the manner provided in the Bylaws. Except as the General Corporation Law of the State of Delaware or as this certificate of incorporation may otherwise provide, the Bylaws of the Corporation shall or may provide, as the case may be, for the record date, time, call, lapse of period of time after notice, actual or constructive notice of meetings of said members or of actual or constructive waiver of notice thereof, the authority to vote, consent, or dissent in person or by proxy representation and the duration of any proxy, and the conduct of meetings, including provisions for the adjournment thereof.

**NINTH:** From time to time, and in furtherance of the purposes for which the Corporation is being organized, any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the members of the Corporation by this certificate of incorporation are granted subject to the provisions of this Article NINTH.

I, Timothy Martin, Secretary of the American Chamber of Commerce in Kazakhstan, Inc., a nonstock corporation organized under the laws of the State of Delaware, hereby certify that the foregoing Amended and Restated Certificate of Incorporation of the American Chamber of Commerce in Kazakhstan, Inc., was duly approved by the Board of Directors of the American Chamber of Commerce in Kazakhstan, Inc., at its regular meeting on January 29, 2002 in the city of Almaty, Kazakhstan, that the facts and statements therein are true and that the foregoing is the act and deed of said corporation.

Dated: 31 / 01 / 2002

(Signature)
Timothy Martin
Secretary
American Chamber of Commerce
in Kazakhstan, Inc.

EMBASSY OF THE UNITED STATES)
OF AMERICA )
) ss.
ALMATY, KAZAKHSTAN )

On this 31 day of Jan 2002, before me, Sara Craig, Consul of the United States of America in Almaty, Kazakhstan, appeared before me Timothy Martin, Secretary of the American Chamber of Commerce in Kazakhstan, Inc., who signed the above and foregoing Amended and Restated Certificate of Incorporation for the American Chamber of Commerce in Kazakhstan, Inc., in my presence for and on behalf of said American Chamber of Commerce in Kazakhstan, Inc. in accordance with the resolution of the Board of Directors of same, and swore before me that the statements therein are true and are the act and deed of said corporation.

IN WITNESS WHEREOF, I hereby set my hand and seal on the date and year set forth above.

Signature
**Sara M. Craig**
**Consul of the**
**United States of**
**America**