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2005 JAN -6 P 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: ASHRAM Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: DURGA S. NAGDA  
Name (Printed or typed)

4990 DIXIE WAY  
Address

Mims, FL 32754-4950  
City, State & Zip

407-333-8221  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION

OF

ASHRAM Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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I, the undersigned natural person, of the age of eighteen (18) years or more and a citizen of the State of Florida, acting as incorporator of a corporation under Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The **name of the non-profit corporation** (the "Corporation") is **ASHRAM Inc.**

ARTICLE TWO

The **principal place of business and mailing address** of the non-profit corporation is **4990, Dixie Way, Mims, FL 32754-4950.**

ARTICLE THREE

The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Florida Non-Profit Corporation Statutes. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as an organization exempt from federal income tax as described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Code").

The Corporation is organized and shall be operated exclusively for **religious, charitable, health and educational purposes** within the meaning of Section 501 (c) (3) of the Code to **serve people at large**. Within the scope of the foregoing purposes, but not by way of limitation thereof, the Corporation shall endeavor to **provide integrated social, educational, health and spiritual transformation in the lives of children and youth from deprived and disadvantaged communities worldwide, and their families; impart developmental education of the growing**

**generation and promote social responsibility through the concept of sharing and caring; communication exchange between youth of developed and developing countries through partnership/collaboration with similar charitable, religious, spiritual, health and educational agencies in developing countries to achieve the purpose, or for the benefit of any charitable class identified by the Corporation.. In furtherance of the foregoing activities, the Corporation may, among other things, (i) receive (either absolutely or in trust), hold in trust as trustee, manage, convey and dispose of property, both real and personal; (ii) issue charitable gift annuities, (iii) encourage the making of gifts and bequests (including but not limited to soliciting and receiving memorial gifts, making holiday appeals, facilitating planned giving, conducting capital campaigns, and conducting direct mailings and special events for the purpose of increasing the Corporation's endowment) and invest, reinvest, manage and administer funds (including but not limited to collective investment funds described in the Philanthropy Protection Act of 1995), donated or otherwise acquired from whatever source; and (iv) conduct other activities not in contravention of the Florida Non-Profit Corporation Statutes or of these Articles of Incorporation necessary or appropriate to carry out the foregoing purposes. The assets and properties of the Corporation are hereby pledged for use in performing its exempt functions.**

#### ARTICLE FOUR

The Board of Directors of the Corporation shall be the governing body of the Corporation. The number of directors may be changed from time to time in the manner set forth in the Bylaws of the Corporation, but in no event shall there be less than three (3) directors and not more than seven (7) directors. **The directors will either be appointed by the board of directors by a majority vote or be elected by members at large.**

ARTICLE FIVE

The number of directors constituting the initial Board of Directors shall be seven (7), all citizens of United States of America, and their names and addresses are as follows:

<u>Name</u>	<u>Position</u>	<u>Address</u>
1. Tarsem L. Aggarwal	Director	9913, Spring Gate Dr., Louisville, KY 40241
2. Gopi Mavankal	Director	8433, Finsburry Dr., Plano, TX 75025-4197
3. Krishan Nagda	Director	3475, Rock Cliff Pl, Longwood, FL 32779
4. Yugal K. Nagda	Director	474, Lakepark Trail, Oviedo, FL 32765
5. Ajay S. Patel	Director	8889 Paragon Rd., Centerville, OH 45458
6. Gunvant C. Shah	Director	2035, Hampstead Lane, Frankfort, KY 40601
7. Dimple Sharma	Director	7222, Witherspoon St., Pittsburgh, PA 15206

No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation and expenses may be reimbursed or paid in furtherance of one or more of its purposes.

ARTICLE SIX

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as permitted under Section 501(h) of the Code), and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

#### ARTICLE SEVEN

Notwithstanding any other provision of these Articles of Incorporation, if this Corporation shall be, or shall be deemed to be, a private foundation as described in Section 509(a) of the Code, then (a) the Corporation shall make distributions in each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and (b) the Corporation is expressly prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943 (c) of the Code, from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code and from making any taxable expenditures as defined in Section 4945(d) of the Code.

#### ARTICLE EIGHT

In the event the Corporation is dissolved, after all liabilities and obligations of the Corporation are paid or provision is made thereof, the Board of Directors shall adopt a plan for the distribution of the remaining assets of the Corporation to such organization or organizations organized and operated exclusively for religious, charitable, health or educational purposes as shall at that time have purposes similar to those of the Corporation and which qualify as religious, charitable or educational organizations under Section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by the Probate Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes. No director or officer of the Corporation, and no private individual, will be entitled to share in the distribution of any assets of the Corporation in the event of its dissolution.

#### ARTICLE NINE

The period of the Corporation's duration is perpetual.

## ARTICLE TEN

The power to adopt, alter, amend or repeal the Bylaws of the Corporation, and the power to amend or restate these Articles of Incorporation, shall be vested in its Board of Directors.

## ARTICLE ELEVEN

The Corporation shall indemnify any person who was, or is threatened to be made a named defendant or respondent in any civil, criminal, administrative or investigative action, suit, or proceeding (a "proceeding") because the person (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, trustee, officer, partner, venturer, proprietor, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, to the fullest extent that a corporation may grant indemnification to a director under the Florida Non-Profit Corporation Statutes, as the same exists or may hereafter be amended. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Florida Non-Profit Corporation Statutes, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within 90 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to also be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense is not permitted under the Florida Non-Profit Corporation Act, but

the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or any committee thereof, or special legal counsel) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its Board of Directors or any committee thereof, or special legal counsel) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of such person's heirs, executors, administrators and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of directors, agreement or otherwise. The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained in this Article to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. The Corporation may purchase and maintain insurance or a similar arrangement (including, but not limited to, a trust fund, self- insurance, a security interest or lien on the assets of the Corporation, or a letter of credit, guaranty or surety arrangement) on behalf of any person who is serving the Corporation (or another entity at the request of the Corporation) against any liability asserted against such person and incurred by such person in such a capacity or arising out of status as such a person, whether or not the Corporation would have the power to indemnify such person against that liability under this Article or by statute. Notwithstanding the other provisions of this Article, the Corporation may not indemnify or maintain insurance or a similar arrangement on behalf of any person if such indemnification or maintenance of insurance or similar arrangement would (i) subject



the Corporation to income or excise tax under the Code, or (ii) constitute an excess benefit transaction within the meaning of Section 4958(c) of the Code.

#### ARTICLE TWELVE

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for any act or omission in such director's capacity as a director, except that this Article does not authorize the elimination or limitation of the liability of a director to the extent the director is found liable for: (i) a breach of the director's duty of loyalty to the Corporation; (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute. The foregoing elimination of liability to the Corporation shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a director may be entitled under any other provision of the Articles of Incorporation or Bylaws of the Corporation, contract or agreement, vote of directors, principle of law or otherwise. Any repeal or amendment of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article, the liability of a director shall be eliminated to the full extent permitted by any amendment to the Florida Miscellaneous Corporation Laws Act or the Florida Non-Profit Corporation Act hereafter enacted that further eliminates or permits the elimination of the liability of a director.

ARTICLE THIRTEEN

Any action required or permitted to be taken at any meeting of directors or committee members may be taken without a meeting and without a vote, if a consent or consents in writing setting forth the action so taken shall be signed by a sufficient number of directors or committee members, as the case may be, as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Prompt notice of the taking of any action by directors or a committee without a meeting by less than unanimous written consent shall be given to those directors or committee members who did not consent in writing to the action.

ARTICLE FOURTEEN

The name and address of the initial Registered Agent of the Corporation is Durga S. Nagda, 4990 Dixie Way, Mims, Florida 32754.

ARTICLE FIFTEEN

The name and address of the Incorporator is: Krishan Nagda, 3475, Rock Cliff Pl, Longwood, FL 32779.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature of Registered Agent Durga S. Nagda Date 01-04-05  
(Durga S. Nagda)

IN WITNESS WHEREOF, I, Krishan Nagda, the undersigned Incorporator, have hereto set my name this 4<sup>th</sup> day of January, 2005.

Signature of Incorporator [Signature]  
(Krishan Nagda)

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