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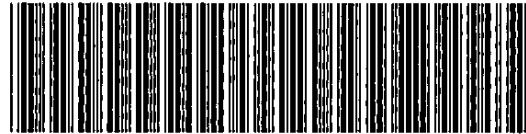
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/6/06

COVER LETTER

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

SUBJECT: Abi Kattel Memorial Foundation, 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: Bijaya Kattel
Name (Printed or typed)

12197 Sunset Point Circle
Address

Wellington, FL 33414
City, State & Zip

561- 358- 6549
Daytime Telephone number

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

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

The undersigned, acting as the incorporator of a nonprofit corporation under the Florida Nonprofit Corporation Act, adopts the following Articles of Incorporation for such entity:

ARTICLE I -- NAME

The name of the corporation shall be: Abi Kattel Memorial Foundation, INC.

ARTICLE II -- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
12197 Sunset Point Circle, Wellington, Florida 33414.

ARTICLE III -- PURPOSE

The purposes for which the corporation is organized are as follows:

- (a) Provide educational grants and fellowships to children/young adults of the Nepali community and to those of Nepali and South Asian origin.
- (b) Provide educational and social causes in communication among people of different ages, in general, and parent and children, in specific.
- (c) To reach out to larger audiences of all origins with a message of the importance of education in learning and communications.
- (d) Help, establish, develop, and promote educational institution(s) in Nepal.

In the performance of the stated purposes, the Foundation shall have and enjoy all rights and powers granted to a corporation organized and existing under the Florida Nonprofit Corporation Act, provided, however, the acts of the foundation shall be limited to the performance of functions related to the stated purposes and other things incidental to them or connected with them, but the foundation shall not perform any acts which cannot be performed by a corporation exempt from Federal income taxation under § 501(c)(6) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Code) and shall not organize, operate or engage in any business for profit.

This Foundation shall have the power by corporate endeavor to solicit, earn or otherwise procure funds and property for corporate purposes, uses and development as permitted by these Articles, the Bylaws, and the law.

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TALLAHASSEE, FLORIDA

ARTICLE IV -- MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The Foundation shall have members. Membership eligibility shall be addressed in the bylaws of the Association.

ARTICLE V -- INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

1. Bijaya Kattel, Ph.D., 12197 Sunset Point Circle, Wellington, FL 33414 -- President
2. Archana M. Kattel, Ph.D., 12197 Sunset Point Circle, Wellington, FL 33414 --
Vice President/General Secretary
3. Ajay Kattel, 12197 Sunset Point Circle, Wellington, FL 33414 -- Treasurer
4. Rukmini Lamsal, 1368 Mallard Landing Blvd. N, Jacksonville, FL 32259 -- Director
5. Shankar Shrestha, 308 Hamilton Place - unit 16, Hackensack, NJ 07601 -- Director

ARTICLE VI -- INITIAL REGISTERED AGENT AND STREET ADDRESS

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Bijaya Kattel
12197 Sunset Point Circle
Wellington, Florida 33414

ARTICLE VII -- INCORPORATOR

The **name and address** of the Incorporator is:

Bijaya Kattel
12197 Sunset Point Circle
Wellington, Florida 33414

ARTICLE VIII -- CORPORATE EARNINGS

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons or to the benefit of any person who has made a substantial contribution to the Foundation or to any member of the family of such donor, except that the Foundation 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 Article VI hereof. Notwithstanding any other provision of these Articles, the Foundation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under § 501(c)(6) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Code) and the applicable regulations as they now exist or as they may hereafter be amended.

ARTICLE IX - DISSOLUTION

Upon the dissolution of the Foundation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, 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. Any such assets not so disposed of shall be distributed by a court of competent jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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.

Brijaya Kattley
Signature/Registered Agent

8-31-2006
Date

Brijaya Kattley
Signature/Incorporator

8-31-2006
Date

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