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FLORIDA PROFIT/NON PROFIT CORPORATION

Lotus Endowment Fund, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
LOTUS ENDOWMENT FUND, INC.**

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a not-for-profit corporation under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I
Corporate Name**

The name of the corporation shall be **LOTUS ENDOWMENT FUND, INC.** (hereinafter referred to as the "Endowment").

**ARTICLE II
Principal Office**

The mailing and street address of the Endowment's principal office shall be located at 445 Grand Bay Drive, PH1B, Key Biscayne, Florida 33149.

**ARTICLE III
Purpose**

The Endowment is organized and operated exclusively for the benefit of The Sundari Foundation, Inc., a Florida not-for-profit corporation (the "Foundation") and a public charity under Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code"). The Endowment shall qualify as a supporting organization under Code Section 509(a)(3), and its purposes shall be limited to those purposes allowed for a supporting organization under Code Section 509(a)(3). Without in any way limiting the foregoing general stated purpose of the Endowment, the Endowment is hereby specifically authorized to make payments, donations and grants to or for the use of the Foundation, to raise funds for the Foundation and to provide services or facilities for individual members of the charitable class benefitted by the Foundation. The Endowment may have such additional purposes which may be the same or similar to, but no broader than, the purposes of the Foundation as set forth in the Foundation's Articles of Incorporation. The Endowment may not engage in any activities that are not in furtherance of its purposes as a supporting organization under Code Section 509(a)(3). The Endowment is not authorized to benefit any other organization other than the Foundation or upon dissolution at a time when the Foundation no longer exists, one or more not-for-profit funds, foundations, trusts, corporations or other organizations to be devoted to similar purposes as the Foundation and which are exempt from United States income taxes as a Code Section 501(c)(3) charitable organization. The Endowment is not authorized or empower to operate to support or benefit any organization other than the Foundation or if the Foundation no longer exists, one or more not-for-profit funds, foundations, trusts, corporations or other organizations to be devoted to similar purposes as the Foundation and which are exempt from United States income taxes as a Code Section 501(c)(3) charitable organization.

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ARTICLE IV

Powers; Restrictions

A. Powers. The Endowment shall possess and exercise all the powers and privileges granted by Chapter 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or appropriate to the conduct, promotion or attainment of the purposes of the Endowment, limited only by the restrictions set forth in these Articles of Incorporation and those imposed upon similar organizations under Code Section 509(a)(3).

B. Exercise of Powers; Restrictions. The Endowment, its Board of Directors and its members shall transact the business of the Endowment only in the following manner:

1. No portion of the net earnings of the Endowment shall inure to the benefit of, or be distributable to, its members, directors, officers or any other private person, with the exceptions that the Endowment 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 herein.

2. The Endowment shall at all times operate as a not-for-profit corporation according to the laws of the State of Florida, and at no time shall issue any shares or pay any dividends to its members.

3. No substantial part of the activities of the Endowment shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Foundation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

4. Notwithstanding any other provision of these Articles of Incorporation, the Endowment shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and applicable Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and applicable Treasury Regulations as they now exist or as may be amended or (iii) by a not-for-profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE V

Membership

The Endowment shall not have any members.

ARTICLE VI

Term of Existence

The Endowment shall exist perpetually.

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ARTICLE VII
Incorporator

The name and address of the undersigned incorporator is:

NAME

Constance Collins

ADDRESS445 Grand Bay Drive, PH1B
Key Biscayne, Florida 33149**ARTICLE VIII**
Board of Directors

The powers of the Endowment shall be exercised, its assets controlled and its affairs managed by a Board of Directors. The number of Directors and the manner of their election or appointment shall be as stated in the By-Laws. A majority of the Board of Directors of the Endowment shall be directors who are then serving as members of the Board of Directors of the Foundation so that the Endowment shall qualify as a Type II supporting organization that is controlled and supervised in connection with the Foundation pursuant to Code Section 509(a)(3)(B)(ii).

ARTICLE IX
Dissolution

Upon the dissolution or winding up of the affairs of the Endowment, all assets remaining after payment, or provision of payment, of all debts and liabilities of the Endowment, shall be distributed in the sole discretion of the Board of Directors to the Foundation or if the Foundation is not then in existence, then to one or more not-for-profit funds, foundations, trusts, corporations or other organizations to be devoted to similar purposes as the Foundation and which are exempt from United States income taxes as a Code Section 501(c)(3) charitable organization.

ARTICLE X
Avoidance of Excise Taxes

A. If the Endowment is treated as a non-operating private foundation, the Endowment shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on "undistributed income" imposed by Section 4942 of the Code, or any corresponding provisions of any future United States Revenue Law.

B. The Endowment shall not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code or any corresponding provisions of any future United States Revenue Law.

C. The Endowment shall not retain any "excess business holdings," as defined in Section 4943(c) of the Code, or any corresponding provisions of any future United States Revenue Law.

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D. The Endowment shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, or any corresponding provisions of any future United States Revenue Law.

E. The Endowment shall not make any "taxable expenditures," as defined in Section 4945(d) of the Code, or any corresponding provisions of any future United States Revenue Law."

ARTICLE XI

Amendments to the Articles of Incorporation

Amendments to the Articles of Incorporation shall be enacted in accordance with the terms of the Endowment's Bylaws. Members of the Endowment shall not be entitled to vote on any amendments to these Articles of Incorporation.

ARTICLE XII

Amendments to By-Laws

The Bylaws of the Endowment may be made, altered, or rescinded by the Board of Directors of the Foundation as provided in the Bylaws.

ARTICLE XIII

Indemnification

Every director and officer of the Endowment and every member of the Endowment serving the Endowment at its request shall be indemnified by the Endowment for all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Endowment, or by reason of his or her serving or having served the Endowment at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities were incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the interest of the Endowment. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

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ARTICLE XIV
Registered Agent and Office

The name of the Foundation's initial registered agent is BSPA Corporate Services, Inc. and the street and mailing address of the Foundation's initial registered office in Florida is 350 East Las Olas Blvd., Suite 1000, Fort Lauderdale, FL 33301.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 20th day of December, 2007.


Constance Collins

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ACCEPTANCE AS REGISTERED AGENT:

The undersigned hereby accepts the appointment as registered agent of LOTUS ENDOWMENT FUND, INC., a Florida not-for-profit corporation, and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and represents that it is familiar with and accepts the obligations of the position as registered agent as provided in Chapter 617, Florida Statutes.

REGISTERED AGENT
BSPA Corporate Services, Inc.

By: 

Thomas O. Wells, Esq., Authorized Agent

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