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DIVISION OF CORPORATION

## FLORIDA PROFIT/NON PROFIT CORPORATION

P.A.N.I. Foundation, Inc.

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**ARTICLES OF INCORPORATION  
OF  
P.A.N.I. FOUNDATION, INC.**

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE I  
Name and Address**

The name of this corporation shall be: P.A.N.I. FOUNDATION, INC.

The address of this corporation shall be 201 N. Franklin Street, Suite 2000, Tampa, Florida 33602, or such other address within the State of Florida as the Board of Directors may from time to time designate.

**ARTICLE II  
Purposes**

(a) The general nature, objects and purposes for which this corporation is exclusively organized and operated is to raise funds privately for charitable purposes and distribute them to charities in India and elsewhere. This corporation shall receive and maintain assets of real and/or personal property, and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income there from and the principal thereof exclusively for its charitable purposes.

(b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any Director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the Treasury regulations promulgated thereunder, or by an organization, contributions to which are deductible under Section 170 (c)(2) of such Code and regulations issued there under.

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(d) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Code, or to the Federal, state, or local government exclusive public purpose.

**ARTICLE III**  
**Powers**

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized, subject, however, to the following:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Code.

(b) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent Federal tax law.

(c) This corporation 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 corresponding provisions of any subsequent Federal tax laws.

(d) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent Federal tax laws.

(e) This corporation shall not make any investments in such manner as to subject it to tax under 4944 of the Code or corresponding provisions of any subsequent Federal tax laws.

(f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

(g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code or corresponding provisions of any subsequent Federal tax laws.

**ARTICLE IV**  
**Term of Existence**

The term for which this corporation is to exist shall be perpetual.

**ARTICLE V**  
**Incorporators**

The name and address of the incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Natalie C. Annis, Esq.	201 North Franklin Street Suite 2000 Tampa, Florida 33602

**ARTICLE VI**  
**Officers and Directors**

The affairs of this corporation shall be managed by a Board of Directors and by officers. The method of election of the Directors and officers, their duties, and the manner of filling vacancies shall be as provided in the bylaws of the corporation.

The number of Directors shall not be fewer than three (3) but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida.

Directors and officers of this corporation may be removed, with or without cause, at a meeting duly called in the manner set out in the bylaws.

**ARTICLE VII**  
**Registered Office and Registered Agent**

The name of the corporation's initial registered agent is Natalie C. Annis and the street address of the corporation's initial registered office is 201 N. Franklin Street, Suite 2000, Tampa, Florida 33602. The corporation may change its registered office or its registered agent both by filing with the Department of State of the State of Florida a statement complying with Section 617.0502, Florida Statutes.

**ARTICLE VIII**

**Bylaws**

The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the Directors or mailed by the secretary of this corporation to all the Directors at least three (3) days before the meeting.

**ARTICLE IX**

**Amendment of Articles of Incorporation**

These Articles may be amended by resolution adopted by the majority vote of the Directors of the corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the Directors of the corporation or ten (10) days' advance notice of the amendment or amendments, to be considered at such meeting, shall have been given in writing personally or by mail to each Director of the corporation prior to such meeting. All actions, including but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consent as provided in Florida Statutes, as now amended or as same may be amended in the future.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed on this 6th day of October, 2008.

  
Natalie C. Annis, Incorporator

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: P.A.N.I. FOUNDATION, INC.
2. The name and address of the registered agent and office is:

Natalie C. Annis  
201 N. Franklin Street, Suite 2000  
Tampa, Florida 33602

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 6th day of October, 2008.

  
\_\_\_\_\_  
NATALIE C. ANNIS

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