

12/30/99 THU 13:00 FAX
Division of Corporations

001

N99000007674

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000033580 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

ATTORNEY NO. 424
CLIENT NO. 038156
MATTER NO. 72274

PLEASE ARRANGE FILING OF THESE ARTICLES OF INCORPORATION WITH AN EFFECTIVE DATE OF TODAY, DECEMBER 30, 1999, AND RETURN EVIDENCE OF THE CERTIFIED FILING TO ME BY FAX. THANKS! Karen

FLORIDA NON-PROFIT CORPORATION
VIVEK WELFARE AND EDUCATIONAL FOUNDATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 30 PM 2:09

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

002
FILED
99 DEC 30 PM 2:09
H99000033580
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

VIVEK WELFARE AND EDUCATIONAL FOUNDATION, INC.

The undersigned, acting as incorporator, submits the following Articles of Incorporation for the purpose of forming a nonprofit corporation pursuant to the Florida Not For Profit Corporation Act, and hereby certifies that:

ARTICLE I - NAME

The name of the corporation is **VIVEK WELFARE AND EDUCATIONAL FOUNDATION, INC.**, hereinafter referred to as "the Corporation."

ARTICLE II - AUTHORITY

The Corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act.

ARTICLE III - DURATION

The period of its duration is perpetual.

ARTICLE IV - PURPOSES

The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or a related section of a successor statute (hereinafter "Code"). More specifically, the Corporation shall support, promote and conduct activities that advance religion, education, relief of poverty, services to the needy, and other charitable causes.

The Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any religious, charitable, or educational organization or organizations, exclusively for religious, charitable and educational purposes.

The Corporation shall further be authorized to do any and all lawful acts and things which may be necessary and useful, suitable, or proper for the furtherance of the purposes of the Corporation; to engage in any lawful business or activities related thereto; and to engage in any lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act which does not jeopardize its tax-exempt status.

H99000033580

H99000033580

ARTICLE V - MEMBERSHIP

The Corporation shall not have members.

ARTICLE VI - TAX EXEMPT PROVISIONS

The property of this Corporation is irrevocably dedicated to religious, charitable, and educational purposes, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or by a corporation contributions to which are deductible under Section 170 of the Code.

As a "private foundation" as defined by Section 509(a) of the Code, the Corporation:

- A. shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by Section 4942 of the Code;
- B. shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code;
- C. shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code;
- D. shall not make any investments in such manner as to subject the Corporation to taxation under Section 4944 of the Code; and
- E. shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

Upon dissolution or winding up of the Corporation, all assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code as determined by the Board of Directors. Any such assets not so disposed of shall be disposed of exclusively for such exempt purposes by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located.

H99000033580

H99000033580

ARTICLE VII - REGISTERED OFFICE AND PRINCIPAL OFFICE

The initial registered office of the Corporation in the State of Florida and the name of its initial registered agent at such address shall be 5401 Kirkman Road, Suite 525, Orlando, Florida 32819.

The initial principal office of the Corporation, and the mailing address of the Corporation shall be 5401 Kirkman Road, Suite 525, Orlando, Florida 32819.

ARTICLE VIII - BOARD OF DIRECTORS

The manner in which the directors of the Corporation shall be elected or appointed shall be provided in the Bylaws of the Corporation.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be three (3). The name and address of the persons who are to serve as the initial Board of Directors until the first annual meeting or until their successors shall be appointed and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Braham R. Aggarwal	5401 Kirkman Road, Suite 525 Orlando, Florida 32819
Avanish M. Aggarwal	7639 Apple Tree Circle Orlando, Florida 32819
Suresh Gupta	7636 Apple Tree Circle Orlando, Florida 32819

ARTICLE X - INCORPORATOR

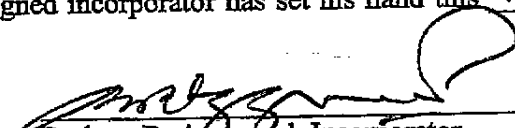
The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Braham R. Aggarwal	5401 Kirkman Road, Suite 525 Orlando, Florida 32819

H99000033580

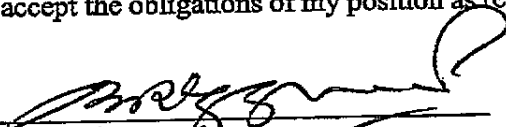
H99000033580

IN WITNESS WHEREOF, the undersigned incorporator has set his hand this 11th
of November, 1999.


Braham R. Aggarwal, Incorporator

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

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.


Braham R. Aggarwal

11.4.99
(Date)

LDDOCS01\305565\1

FILED
99 DEC 30 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H99000033580