

South Asia Against AIDS Foundation, Inc.
(SAA AIDS)

N000000004000

August 30, 2001

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

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-09/04/01--01088--007
*****43.75 *****43.75

SUBJECT: Articles of Amendment to the Articles of Incorporation
CORPORATION: South Asia Against AIDS Foundation, Inc.
REFERENCE NUMBER: N00000004000
FEDERAL TAX ID NUMBER: 65-1023246

Dear Sir or Madam:

Attached please find the Articles of Amendment to the Articles of Incorporation of South Asia Against AIDS Foundation, Inc.

Please send me a certified copy of these Articles of Amendment for my files. I have enclosed a check for the \$35.00 filing fee for the Articles, along with a \$8.75 for a certified copy, totaling \$43.75.

Thank you very much.

Sincerely,



Asha Olivia Sekhri
President, Founder and Treasurer
Registered Agent and Incorporator
South Asia Against AIDS Foundation, Inc.

FILED
SEP - 4 AM 10: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N00000004000
Amend 9-4-01
HPS
*Cert copy

113 Sea Island Lane
Boca Raton, Florida 33431
(866) 392-2625

Articles of Amendment

To Articles of Incorporation

Of South Asia Against AIDS Foundation, Inc.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida non-profit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

Amendment Adopted: Article One

The name of the corporation/organization is:

South Asia Against AIDS Foundation, Inc.

Amendment Adopted: Article Two

The name and address of the Registered Agent of this corporation/organization is:

Asha Olivia Sekhri
113 Sea Island Lane
Boca Raton, Florida 33431

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment Adopted: Article Three

This corporation/organization is organized and operated exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code).

This corporation/organization is organized for lawful purpose or purposes and not for pecuniary profit. This corporation/organization is organized and operated to raise public awareness and resources for the fight against HIV/AIDS in South Asia. It's mission is: "One day, all people shall be able to protect themselves against the virus that causes AIDS and live productive lives should they be HIV-positive."

Amendment Adopted: Article Four

The manner in which the Officers of the corporation's/organization's Governing Board of Directors are elected or appointed is as follows:

This corporation/organization shall have three Officers constituting the Governing Board. The number of Officers may be either increased or decreased from time to time by the bylaws. However, there shall never be fewer than three Officers of the Governing Board or more than five Officers of the Governing Board. There shall be a maximum of 30 Directors on the Board of Directors, including the presence of the Officers of the Governing Board. Officers and Directors shall be elected and appointed in the manner and for the terms provided in the bylaws.

Amendment Adopted: Article Five

The names and street addresses of the Officers of the Governing Board of the corporation/organization are as follows:

President, Founder and Treasurer

Asha Olivia Sekhri
113 Sea Island Lane
Boca Raton, FL 33431

Vice President

Mehdi Ben Zafar
102-18 62nd Avenue
Forest Hills, New York, 11375

Secretary

Gautam S. Gujral
38 Kendal Avenue
Maplewood, NJ 07040

Amendment Adopted: Article Six

The name and address of the Incorporator to these amended Articles are :

Asha Olivia Sekhri
113 Sea Island Lane
Boca Raton, Florida 33431

Amendment Adopted: Article Seven

The period of duration of this corporation is perpetual.

Amendment Adopted: Article Eight

The corporation/organization does not have any membership dues.

Amendment Adopted: Article Nine

No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to, its Trustees, Officers, Directors, or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes.

No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation/organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Upon dissolution of this corporation/organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific, or 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.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation/organization shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code).

In any taxable year in which this corporation/organization is a private foundation as described in section 509(a) of the Internal Revenue Code, the corporation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; (4) shall not make investments in such manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

Amendment Adopted: Article Ten

Article Ten has now become Article Nine, and Article Ten is hereby deleted, leaving only Nine Articles of Incorporation of the corporation/organization.

The date of adoption of the enclosed-herein Articles of Amendment to the Articles of Incorporation was August 30, 2001.

There are no members or members entitled to vote on the Articles of Amendment to the Articles of Incorporation. Therefore, the Articles of Amendment to the Articles of Incorporation were adopted by the Board of Directors on August 30, 2001.

FILED
01 SEP - 11 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation Name: South Asia Against AIDS Foundation, Inc.
Signature: Asha Olivia Sekhri
Typed Name: Asha Olivia Sekhri
Title: President
Date: August 30, 2001

Having been named as the Registered Agent to accept service of process for the above stated corporation/organization at the place designated in this certificate, I accept the appointment and agree to act as Registered Agent, and I am familiar with and accept the obligations of the position.

Asha Olivia Sekhri
REGISTERED AGENT
Asha Olivia Sekhri
INCORPORATOR

August 30, 2001
DATE
August 30, 2001
DATE