

N03000004237

(Requestor's Name)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

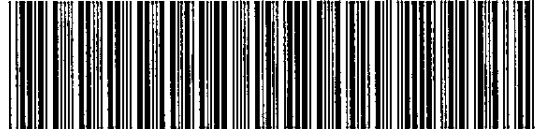
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06 FEB 10 PM 3:33

SECRETARY OF STATE
TALLAHASSEE, FL 32399

02/10/06 10:10:10

Amerd

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Govind Dham Inc

Signature _____

Requested by: WL 2/10

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

☒ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

☒ Annual Report / Reinstatement _____

____ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

06 FEB 16 AM 11:19
DIVISION OF CORPORATIONS

February 10, 2006

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: GOVIND DHAM INC.

Ref. Number: N03000004237

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

We have received your document for GOVIND DHAM INC. and check(s) totaling \$43.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You must file an amendment for a non profit corporation. The documents you have submitted are not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 806A00009862

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

Govind Dham Inc.

(present name)

NO3000004237

(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

See Attached

FILED
06 FEB 10 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: The date of adoption of the amendment(s) was: January 25, 2006

THIRD: Adoption of Amendment (CHECK ONE)

- ☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Bavek Singh Shergill

Signature of Chairman, Vice Chairman, President or other officer

Bavek S. Shergill

Typed or printed name

President

Title

2/15/06

Date

Amendment Paragraphs

1. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, 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.
2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an 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 an 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.
3. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

CONFLICTS OF INTEREST POLICYResolution of the Governing Body
ofGovind Dham Inc

(Name of Organization (As shown in organizing document))

Article IPurpose

The purpose of the conflicts of interest policy is to protect Govind Dham Inc (hereafter referred to as the Corporation) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Article IIDefinitions**1. Interested Person**

Any Director, principal officer, or member of a committee with board delegated powers who had a direct or indirect financial interest, as defined below, in an interested person. If a person is an interested person with respect to any entity in the child care system of which the Corporation is a part, he or she is an interest person with respect to all entities in the child care system.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family --

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

Article IIIProcedures**1. Duty to Disclose**

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, or the vote on, the transaction or arrangement that results in the conflict of interest.
- b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy

- a. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or

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committee determines that the member has in fact failed to disclose an actual or possible conflict of interest it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the board and all committee with board-delegated powers shall contain -

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Article V

Compensation

1. Any voting member of the board of directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from discussing and voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person -

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

Page 4 of 4

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and is the result of arm's-length bargaining.
- b. Whether acquisitions result in inurement or impermissible private benefit.
- c. Whether partnership and joint venture arrangement and arrangements with management service organization conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.
- d. Whether agreements to provide services and agreements with other providers, employees, and third party payers further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.

Article VIII

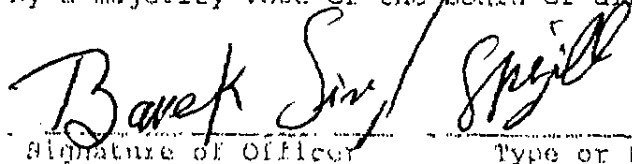
Use of Outside Experts

In conducting the periodic reviews provide for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

Article IX

Adoption of Policy

This policy has been adopted on _____ (Month/Day/Year)
by a majority vote of the board of directors.


Signature of Officer

Bavek S. Shergill, Pres 1/25/06
Type or Print Name and Title Date


Signature of Officer

Sharon F. Peete Sec 1/25/06
Type or Print Name and Title Date

Signature of Officer

Type or Print Name and Title

Date