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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

bangladesh-american children and women's welfare ass

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(9)

ARTICLES OF INCORPORATION
OF
BANGLADESH-AMERICAN CHILDREN
AND WOMEN'S WELFARE ASSOCIATION, INC.
(A Corporation Not For Profit)

We, the undersigned, do hereby associate ourselves together for the purpose of forming a corporation not for profit pursuant to and under the provisions of Chapter 617, Florida Statutes.

ARTICLE I. NAME

The name of this corporation is Bangladesh-American Children and Women's Welfare Association, Inc., and its principal administrative location shall be at 5576 Boynton Place Circle, Boynton Beach, Palm Beach County, Florida 33437.

ARTICLE II. PURPOSES

The purposes of this corporation are:

- (a) To promote providing aid to residents of Bangladesh.
- (b) To act and perform the duties of trustee or to act in any other fiduciary capacity under any deed of trust, will, codicil, agreement, whether oral or written, or other instrument incidental to or for the purpose of carrying out any of the foregoing purposes or matters and things kindred thereto.
- (c) To do any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof, but not for the pecuniary profit or financial gain of any of the members of the corporation.

David W. Schmidt, Esq.
100 NE Fifth Avenue
Delray Beach, FL 33483

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

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

No part of the net earnings of the corporation shall inure to the benefit of any member, 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 member, 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.

ARTICLE III. QUALIFICATION OF MEMBERS

All persons who are interested in promoting the activities and purposes of this corporation shall be qualified to become members of this corporation, and upon application may be elected to membership as hereinafter provided for in the By-Laws of this corporation, which may further limit and prescribe the qualifications of members.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence, unless dissolved according to law; provided, however, that upon such dissolution of this corporation, the assets of this corporation shall be distributed as hereinafter provided.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 100 N.E. Fifth Avenue, Delray Beach, Florida, and the name of the initial registered agent of this corporation is DAVID W. SCHMIDT.

ARTICLE VI. SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is:

NAME

ADDRESS

David W. Schmidt

100 NE Fifth Avenue
Delray Beach, Florida 33483

ARTICLE VII. MANAGEMENT

The affairs of this corporation shall be governed as follows: This corporation shall be managed by a President, a Vice President, a Treasurer, and a Secretary, and such additional officers as will be provided for in the By-Laws, and by a Board of Directors composed of not less

than five nor more than fifteen members. A majority of the members qualified and acting as such Board of Directors shall constitute a quorum for business.

The Officers and Directors shall be elected annually by the active members of the corporation at the annual meeting, and shall hold office for until their successors are duly elected and qualified. The manner of selecting the time and place of the annual meeting, and of such additional regular or special meetings as may be held, and the manner of voting therein, shall be prescribed in the By-Laws of this corporation.

Vacancies, either by death, resignation or removal, shall at all times be filled for the remainder of the unexpired term in accordance with the provisions of the By-Laws.

The officers of this corporation, subject to the By-Laws and the mandates and directions of its board of Directors and the membership, shall be empowered to manage and administer the affairs of this corporation between meetings.

ARTICLE VIII. BOARD OF DIRECTORS

The names and addresses of the persons who are to serve as members of the Board of Directors until the first election or appointment under these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Laila Haroon	5576 Boynton Place Circle Boynton Beach, Florida 33437
Sarker Haroon	5576 Boynton Place Circle Boynton Beach, Florida 33437
Sultan Salahuddin Ahmed	5576 Boynton Place Circle Boynton Beach, Florida 33437
Upsher Haroon	5576 Boynton Place Circle Boynton Beach, Florida 33437

ARTICLE IX. BY-LAWS

The members of this corporation shall have the power to adopt a set of By-Laws not inconsistent with the terms hereof, and the By-Laws of this corporation may be made, altered or rescinded, in whole or in part, by a majority vote of the members present in person at any regular or special meeting of the membership of this corporation where a quorum is present, provided that written notice of such proposed change or changes shall have been mailed to each member at least ten (10) days prior to such meeting.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended by the members of the corporation at any regular or special meeting, provided that notice of such proposed amendment or amendments shall have been mailed to each member at least ten (10) days before such meeting and provide further that such proposed amendment or amendments shall have been submitted to the Board of Directors for its consideration prior to such notice being mailed to the members. The Board of Directors may express its approval or disapproval, but final action thereon is subject to the vote of the membership of the corporation. Any such amendment or amendments of the Articles of Incorporation must receive the affirmative vote of the majority of the members present and voting at such meeting, provided a quorum is present. Any amendment to the Articles of Incorporation, when approved by the membership, must be filed with an approved by the Secretary of State of Florida before such amendment or amendments shall become effective.

ARTICLE XI.

This corporation does not contemplate the distribution of gains, profits or dividends to the members thereof, and is organized for non-profit purposes; no part of any net earning or assets thereof shall inure to the benefit of any member of any other individual.


ARTICLE XII. TITLE TO PROPERTY

The title to all property of the corporation shall be held in the name of the corporation or as otherwise may be provided pursuant to the authority of the Articles of Incorporation and By-Laws of the corporation. Any gift, bequest, devise or donation of any kind whatsoever to the corporation or to its Board of Directors shall be deemed to vest title in the corporation.

ARTICLE XIII. DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local government for exclusive public purposes, and none of the assets will be distributed to any member, officer or Director of this corporation.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, has hereunto set my hand and seal, this 11 day of June, 2004, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

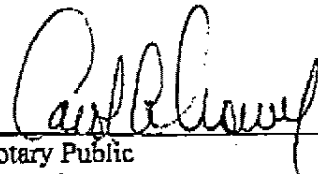

David W. Schmidt

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David W. Schmidt, known to me and known to be the person who executed the foregoing Articles of Incorporation, and that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and county aforesaid, this 17th day of June, 2004.



Notary Public
State of Florida
My commission expires:
(SEAL)



Carol A. Crowel
Commission #DD173101
Expires: Jan 18, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with the said Act:

First - that , BANGLADESH-AMERICAN CHILDREN AND WOMEN'S WELFARE
ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its
principal office, as indicated in the Articles of Incorporation in the County of Palm Beach, State
of Florida, has named DAVID W. SCHMIDT, located at 100 N.E. Fifth Avenue, Delray Beach,
Florida, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.


DAVID W. SCHMIDT
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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