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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
SANATAN DHARM USA, INC.**

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Sanatan Dharm USA, Inc. (the "Corporation"), a corporation organized and existing under chapter 617, Florida Statutes entitled "Florida Not For Profit Corporation Act" (the "Act"), does hereby certify:

**I.** The Corporation, pursuant to the provisions of Florida Statute Section 617.1006 entitled "Restated Articles of Incorporation" (the "Restated Articles"), files these Restated Articles, which Restated Articles accurately restate and integrate the Articles of Incorporation of the Corporation filed on October 13, 2004 and all amendments thereto that are in effect to date.

**II.** The amendments made by these Restated Articles have been effected in conformity with the provisions of the Act, was duly approved and adopted by unanimous written consent of the Corporation's Board of Directors on January 19, 2005 and the vote cast for the amendment contained herein was sufficient for approval of such amendment. The amendments and the adoption of these Restated Articles by the Corporation's Board of Directors were made without member action as member action was not required under the Articles of Incorporation or the Act.

**III.** The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles, which are as follows:

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

**Article 1. Name.** The name of the Corporation is as follows:

**SANATAN DHARM USA, INC.**

**Article 2. Address.** The address of the principal office and the mailing address of the Corporation is 1249 Darlington Oak Court North East, St. Petersburg, Florida, 33703.

**Article 3. Registered Office and Agent.** The street address of the Registered Office of the Corporation is 5300 Bayshore Boulevard, # C-3, Tampa, Florida 33611, and the name of its Registered Agent at that address is Monica V. Lothrop.

**Article 4. Board of Directors.** The Corporation shall be managed by, and all affairs of the Corporation shall be governed by, the Board of Directors. There shall be at all times a Board of Directors consisting of at least three (3) individuals. The members of the Board of Directors and their addresses are:

Vibhuti Singh, M.D.  
1249 Darlington Oak Court NE  
St. Petersburg, Florida 33703

Om Maini  
4135 Agean Drive, # 122C  
Tampa, Florida 33611

Shatish Sharma  
2702 W. Louisiana Avenue  
Tampa, Florida 33614

Thereafter, the Directors shall be elected in the manner and at the times set forth in the Bylaws, provided that at least one Director shall be a member of the Board of Directors of Hindu Samaj, Inc. ("Hindu Samaj") and shall be appointed by the Board of Directors of Hindu Samaj. The number of Directors may be increased or decreased from time to time in the manner specified in the Bylaws of the Corporation, but the Corporation may never have fewer than three (3) Directors or more than fifteen (15) Directors.

**Article 5. Members.** The Corporation shall not have members.

**Article 6. Not For Profit.** The Corporation is organized for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986 (as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted, hereinafter referred to as the "Code"). The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its

Directors, Trustees or Officers, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code. If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code. In the event the Corporation at any time is determined to be a private foundation as defined in Section 509(a) of the Code, the income of the corporation for each taxable year to which such determination applies shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code; and during each taxable year to which such determination applies, the corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in Sections 4941(d), 4943(c) and 4945(d) of the Code, respectively, or make any investments in such manner as to subject it to tax under Section 4944 of the Code.

**Article 7. Duration.** The duration (term) of the Corporation is perpetual.

**Article 8. Purposes.** The Corporation is organized as a not-for-profit corporation, 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, as amended (the "Internal Revenue Code") and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

The primary purpose for which the Corporation is organized is to support Hindu Samaj, Inc., a Florida not-for-profit corporation which owns and operates a Hindu temple and which meets the definition of a "church" under the Internal Revenue Code. To accomplish these purposes, the Corporation shall solicit, hold, manage, invest and expend endowment funds and other gifts, grants, and bequests, and may receive, manage and maintain real and personal property, exclusively for the maintenance and benefit of Hindu Samaj, Inc. and, subject to the restrictions and limitations hereinafter set forth, shall use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious or educational purposes either directly or by contributions to Hindu Samaj, Inc., provided, for all purposes herein, that Hindu Samaj, Inc. is qualified and maintains qualification as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

**Article 9. Powers.** Solely for the foregoing Purposes, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, loan, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to said Act.

C. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

D. To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the sole judgment of the Board of Directors (without the approval of any director, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the areas served by the corporation, notwithstanding any conflicting formal or informal understanding or any provision in any instrument that creates or adds a fund or trust to the corporation or evidences any gift, bequest or devise to the corporation or such fund or trust.

E. To replace any participating director, custodian, or agent for breach of fiduciary duty under the laws of the State of Florida or for failure to produce reasonable return of net income (or appreciation when not inconsistent with the Corporation's need for current income) with due regard to safety of principal, over a reasonable period of time, as determined by the Board of Directors. Upon the exercise of the power to replace any participating director,

custodian, or agent, the Board of Directors shall have the power to select a successor director, custodian, or agent to whose custody the fund or funds held by the former director, custodian, or agent shall be transferred.

1. In determining whether there is a reasonable return of net income there shall be excluded from such determination such assets as are held for the active conduct of this community trust's exempt activities; and such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of this community trust. A "restricted fund" shall mean a fund, any income of which has been designated by the donor of the gift or bequest to which such income is attributable as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five in number.

2. If it appears that there may be grounds for exercising the powers described herein with respect to any fund the Board of Directors shall notify the participating director, custodian, or agent involved and provide a reasonable opportunity for explanation and/or correction. Before exercising this power, the Board of Directors may seek advice of legal counsel as to whether a breach or failure has been committed under the laws of the State of Florida. The Board of Directors shall exercise a power described in this Article only upon the vote of a two-thirds majority of the members of the Board of Directors.

**Article 10. Tax Exempt Status.** It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. Therefore, notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and the Treasury Regulations promulgated thereunder. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not attempt to influence legislation or participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

**Article 11. Additional Limitations and Requirements.** No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), Trustees, Directors or Officers, but the Corporation 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 herein.

**Article 12. Dissolution.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to Hindu Samaj, Inc., if it is then a qualified organization or to such other qualified organization or organization whose member is Hindu Samaj, Inc., or to such qualified organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code.

**Article 13. Relationship with Supported Organization.** The Officers and Board of Directors of the Corporation shall request, on a regular basis, information and reports from the Officers and Board of Directors of Hindu Samaj, Inc. or its designees regarding Hindu Samaj Inc.'s current and future needs for management, property maintenance, payment of expenses, fundraising and related services provided or to be provided by the Corporation to Hindu Samaj, Inc. and shall otherwise allow and cause Hindu Samaj, Inc. to have meaningful input into the decisions made by the Corporation for the current and future services to be provided to Hindu Samaj, Inc., including decisions regarding the timing and amount of distributions and investment policies. The Corporation shall provide regular financial and operational reports to Hindu Samaj, Inc. or its designees, as requested by Hindu Samaj, Inc. The Corporation shall establish procedures to require



its Officers and Directors to maintain close and continuous working relationships with the Officers and Directors of Hindu Samaj, Inc.

**Article 14. Officers.** The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law. The foregoing notwithstanding, the Director appointed by Hindu Samaj, Inc. shall hold one of the Officer positions, and the Board of Directors shall determine which position by majority vote.

**Article 15. Bylaws.** The Bylaws of the Corporation are to be made and adopted by majority vote of the Board of Directors, and may be altered, amended or rescinded by majority vote of the Board of Directors.

**Article 16. Amendment.** The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them by majority vote of the Board of Directors.

**Article 17. Indemnification and Civil Liability Immunity.** The Corporation shall indemnify each Trustee, Director and Officer, including former Directors, Trustees and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers, Directors and Trustees of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

The undersigned, as the duly authorized President of the Corporation, has executed these Amended and Restated Articles this 20 day of JAN, 2005, after these Restated Articles were approved by a unanimous vote of the Directors then in office on January 19, 2005.

SANATAN DHARM USA, INC.

By:   
Vibhuti Singh, M.D., President