

NO6000009414

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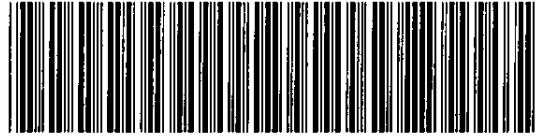
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

C. Goulette MAR 05 2008

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Abi Kattel Memorial Foundation

DOCUMENT NUMBER: N06000009414

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bijaya Kattel, Ph.D.

(Name of Contact Person)

Abi Kattel Memorial Foundation

(Firm/ Company)

12197 Sunset Point Circle

(Address)

Wellington, FL 33414

(City/ State and Zip Code)

For further information concerning this matter, please call:

Bijaya Kattel

(Name of Contact Person)

at (561) 358-6549

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Articles of Amendment
to
Articles of Incorporation
of**

Abi Kattel Memorial Foundation

(Name of corporation as currently filed with the Florida Dept. of State)

N06000009414

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

ARTICLE III -- PURPOSE, amended, added (attached)

ARTICLE V -- DIRECTORS AND/OR OFFICERS -- added (attached)

ARTICLE IX - DISSOLUTION -- amended, replaced with new content (attached)

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The date of adoption of the amendment(s) was: September 5, 2006

Effective date if applicable: upon execution of this document
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(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.

Signature Bijaya Kattel 2-28-2008
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Bijaya Kattel

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

ARTICLE III -- PURPOSE

The purposes for which the corporation is organized are as follows:

- (a) Provide educational grants and fellowships to children/young adults of the Nepali community and to those of Nepali and South Asian origin.
- (b) Provide educational and social causes in communication among people of different ages, in general, and parent and children, in specific.
- (c) To reach out to larger audiences of all origins with a message of the importance of education in learning and communications.
- (d) Help, establish, develop, and promote educational institution(s) in Nepal.

In the performance of the stated purposes, the Foundation shall have and enjoy all rights and powers granted to a corporation organized and existing under the Florida Nonprofit Corporation Act, provided, however, the acts of the foundation shall be limited to the performance of functions related to the stated purposes and other things incidental to them or connected with them and shall not organize, operate or engage in any business for profit

Dissolution clause: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the County in which the principal office of the corporation 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.

This Foundation shall have the power by corporate endeavor to solicit, earn or otherwise procure funds and property for corporate purposes, uses and development as permitted by these Articles, the Bylaws, and the law.

ARTICLE V -- DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

1. Bijaya Kattel, Ph.D., 12197 Sunset Point Circle, Wellington, FL 33414 – President
2. Archana M. Kattel, Ph.D., 12197 Sunset Point Circle, Wellington, FL 33414 –
Vice President
3. Sanjay Bajracharya, 7458 Champagne Place, Boca Raton, FL 33433 – General Secretary

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4. Rukmini Lamsal, 1368 Mallard Landing Blvd. N, Jacksonville, FL 32259 – Director
5. Shankar Shrestha, 308 Hamilton Place - unit 16, Hackensack, NJ 07601 – Director
6. Usha Sharma, 8948 W. Gould Way, Littleton, Co 80123 – Director
7. Ajay Kattel, 12197 Sunset Point Circle, Wellington, FL 33414 – Treasurer

ARTICLE IX - DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the County in which the principal office of the corporation 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.

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