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FLORIDA PROFIT/NON PROFIT CORPORATION

The Dr. and Mrs. Upadhyaya Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
THE DR. AND MRS. UPADHYAYA FOUNDATION, INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)**

The undersigned hereby organizes a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, pursuant to the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the corporation is The Dr. and Mrs. Upadhyaya Foundation, Inc. (hereinafter the "Corporation").

**ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 2717 Nautilus Drive, Avon Park, FL 33825.

**ARTICLE 3
PURPOSE**

The purpose of the Corporation is to promote the interests and welfare of public charities that have tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law, and without limitation as to other qualified and appropriate activities, to make charitable grants that comply with Internal Revenue Code Section 4945 and are not taxable expenditures as defined in Internal Revenue Code Section 4945.

**ARTICLE 4
BOARD OF DIRECTORS**

This Corporation initially shall have five (5) Directors. The number of Directors may be either increased or decreased from time to time in the manner provided in the Bylaws, but shall never be less than three (3) or more than twenty (20). The method of appointment of Directors shall be as stated in the Bylaws of the Corporation, but such appointment power shall be vested in the members and such appointment shall occur no less frequently than every two (2) years. The names and addresses of the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
1. Dr. Dipakkumar M. Upadhyaya	2717 Nautilus Dr. Avon Park, FL 33825

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2. Mrs. Priyadarshini D. Upadhyaya
2717 Nautilus Dr.
Avon Park, FL 33825
3. Dr. Cheerag D. Upadhyaya
2717 Nautilus Dr.
Avon Park, FL 33825
4. Miss Minaxi D. Upadhyaya
2717 Nautilus Dr.
Avon Park, FL 33825
5. Dr. Natu Patel
3461 Ernest Lane
Collegeville, PA 19426

ARTICLE 5 **MEMBERS**

This corporation shall initially have no members. All voting powers shall be vested in the Board of Directors. In the event that the Board of Directors deems it necessary or appropriate for this corporation to establish a general membership, then the Board of Directors shall amend the Bylaws to so provide, and to provide for the qualifications, power, authority, and voting rights, if any, of the members. The Board of Directors shall be under no duty or obligation to establish a general membership at any time, and the establishment or non-establishment of such general membership shall be at the sole discretion of the Board of Directors.

ARTICLE 6 **POWERS**

This Corporation shall have all the powers given to a not for profit corporation by the Florida Statutes, to the extent consistent with these Articles of Incorporation and the Bylaws of the Corporation. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 7 **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: Dr. Dipakkumar Upadhyaya, 2717 Nautilus Drive, Avon Park, FL 33825.

ARTICLE 8 **INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be 2717 Nautilus Drive, Avon Park, FL 33825. The initial Registered Agent at such address shall be Dr. Dipakkumar Upadhyaya.

ARTICLE 9
DURATION

This Corporation shall have perpetual existence, commencing upon filing.

ARTICLE 10
INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE 11
BYLAWS

The initial Board of Directors shall adopt initial Bylaws of the Corporation. The power to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of the Corporation.

ARTICLE 12
DISTRIBUTION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its charitable purpose. 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. The Corporation shall not conduct any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, or by a corporation, contributions to which are deductible under Sections 170(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code.

ARTICLE 13
DISTRIBUTION OF ASSETS UPON LIQUIDATION

Upon the dissolution of the Corporation, its assets shall be distributed to one or more exempt organizations described in Sections 170 (c) (2), 2055 (a) and 2522 (a) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, and selected by the Board of Directors in its sole discretion. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located,

exclusively for exempt purposes within the meaning of 501 (c) (3) or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

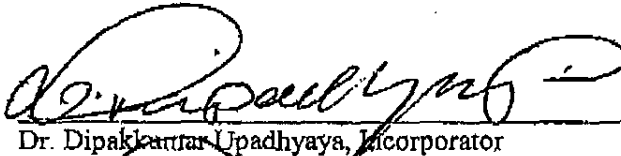
ARTICLE 14
AVOIDANCE OF PRIVATE FOUNDATION TAXES

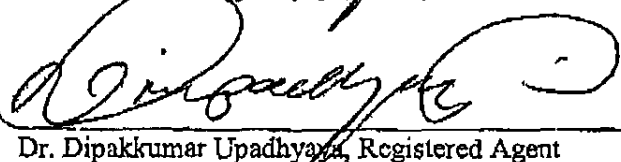
The Corporation is prohibited from engaging in any act of self-dealing, from retaining any excess business holdings, from making or retaining any investments, and from making any taxable expenditures, that would subject the Corporation or any person to tax under Sections 4941(d), 4943, 4944, or 4945(d) of the Internal Revenue Code of 1986, as amended, respectively, or corresponding provisions of any subsequent federal income tax law. The corporation shall make distributions at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal income tax law.

ARTICLE 15
AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of October, 2008, and the undersigned Registered Agent has executed these Articles of Incorporation this 17th day of October, 2008, and acknowledged that he is familiar with, and accepts, the obligations of Registered Agent of this Corporation.


Dr. Dipakkumar Upadhyaya, Incorporator

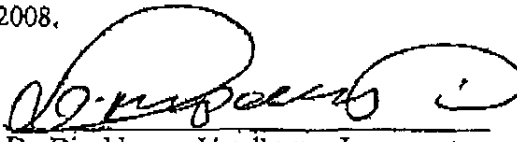

Dr. Dipakkumar Upadhyaya, Registered Agent

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

In compliance with Section 617.0501 of the Florida Not For Profit Corporation Act, the following is submitted:


The Dr. and Mrs. Upadhyaya Foundation, Inc., with its place of business at 2717 Nautilus Dr., Avon Park, FL 33825, has named Dipakkumar Upadhyaya, at 2717 Nautilus Dr., Avon Park, FL 33825, as its agent to accept service of process within Florida.

Dated: October 17, 2008.


Dr. Dipakkumar Upadhyaya, Incorporator

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 617 of the Florida Not For Profit Corporation Act.

Dated: October 17, 2008.


Dr. Dipakkumar Upadhyaya, Registered Agent

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