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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MAR -6 2009
D.A. WHITE

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: TRIPATHI Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

MAKE CK
OUT TO
DEPARTMENT
OF STATE

FROM: Scott A. CZAJA CPA
Name (Printed or typed)

1785 W. 2300 S.
Address

SALT LAKE CITY, UTAH 84119
City, State & Zip

801-924-7825
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Please send one copy to 100 S. Pointe Dr #1005
MIAMI Beach, FLA 33139
Send 2nd copy to Scott CZAJA per ABOVE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TRIPATHI FOUNDATION, INC.**

The undersigned, as the Incorporator, under the state of Florida Not-for-Profit Corporation Law, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the non-for-profit corporation is Tripathi Foundation, Inc.

ARTICLE II

Corporation place of business and mailing address

The Tripathi Foundation, Inc.'s principal place of business is 100 South Pointe Drive, Unit 1005, Miami Beach, Florida 33139.

ARTICLE III

Purposes

The Foundation is dedicated to constructing a school in Mahilwar, India for the local impoverished population. Mahilwar, India is the home town of Poonam Tripathi who is the grandfather of Pradeep Tripathi. Pradeep Tripathi is the contributor who provided the funding of this Foundation. In addition to carrying out the construction of the school the Foundation will pursue additional benevolent purposes. The Foundation will try to provide mobile medical assistance vehicles to provide healthcare for the impoverished slum areas of Mahilwar, India. The Foundation will also provide financial assistance at Purdue University of West Lafayette, Indiana to single mothers who are in need of financial assistance. This will be provided through scholarships and housing assistance. The Foundation may also engage in any lawful act for which a non-for-profit corporation may be organized under the Non-for-Profit Corporation Law for the purposes hereinabove set forth or necessary or incidental to the power so conferred or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provisions herein, only such powers shall be had and exercised as are in furtherance of the tax-exempt purposes of the Foundation, as may be

exercised by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations, as they now exist, or as they may hereafter be amended by an organization, contributions to which are deductible under §170(c)(2) of such code and regulation, as they may exist, or as they may hereafter be amended.

The Foundation 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 §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Foundation 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 Article III hereof. No substantial part of the activities of the Foundation shall be the carrying on for propaganda, or otherwise attempting to influence legislation and the Foundation 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 these articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a Foundation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Foundation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

Manner of Board of Directors appointment

The Foundation's Board of Directors will be appointed to their positions by the incorporator Pradeep Tripathi. Subsequent Board vacancies will also be appointed by Pradeep Tripathi.

ARTICLE V

Board of Directors

Pradeep Tripathi
100 South Pointe Drive, Unit 1005
Miami Beach, Florida 33139, Director

Pooja Tripathi
100 South Pointe Drive, Unit 1005
Miami Beach, Florida 33139, Director

Dr. G.N.R. ~~Pradeep~~ **TRI PATHI**
53075 Berwick Drive
South Bend, Indiana 46635, Director

Pratibha Tripathi
13236 Hughes Lane
Dallas, Texas 75240, Director

Amit Tripathi
441 East Erie Apt 2211
Chicago, Illinois 60611, Director

Dr. Maneesh Tripathi
I-503, Jaipuria Sunrise Greens
A-12 Ahinsa Khand Indirapuram
Ghasiabad-201310 Uttar Pradesh, India, Director

A.S. Tripathi
I-503, Jaipuria Sunrise Greens
A-12 Ahinsa Khand Indirapuram
Ghasiabad-201310 Uttar Pradesh, India, Director

The initial Board of Directors is seven individuals.

ARTICLE VI
Initial Registered Agent

The name and address of the initial Registered Agent:

Pradeep Tripathi
100 South Pointe Drive Unit 1005
Miami Beach, Florida 33139

ARTICLE VII
Name and address of Incorporator

Pradeep Tripathi
100 South Pointe Drive Unit 1005
Miami Beach, Florida 33139

ARTICLE VIII
Tax Exempt Status

The Foundation will be filing an exemption application with the Internal Revenue Service for recognition of federal tax exempt status under Internal Revenue Code Section 501(c)(3).

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ARTICLE IX
Dissolution

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The assets of the Foundation shall not be distributed to Officers, Directors or other individuals upon dissolution, except as are authorized by law.

Upon the dissolution of the Foundation, the board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation 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 §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 Trustees shall determine. Any such assets not so disposed of shall be disposed of 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.

ARTICLE X
PRIVATE FOUNDATION SPECIAL PROVISIONS

1. The Foundation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The Foundation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.
3. The Foundation will retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The Foundation will not make any investments in a manner as to subject it to tax under section 4944 of the internal Revenue Code, or the corresponding section of any future federal tax code.
5. The Foundation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

X Brenda T. Tztl

Signature/Registered Agent

11-25-08

DATE

X Brenda T. Tztl

Signature/Incorporator

11-25-08

DATE