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4/24/2018

Division of Corporations

Florida Department of State

Division of Corporations

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R. WHITE
MAY 15 2018

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SECRETARY OF STATE
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**AMENDED AND RESTATED ARTICLES OF
INCORPORATION
(NOT FOR PROFIT CORPORATION)
OF
INDIAN AMERICAN BUSINESS ASSOCIATION
OF USA, INC.**

a Florida Not for Profit Corporation organized under the laws of the State of Florida

In compliance with Chapter 617, Florida Statutes, the following Amended and Restated Articles of Incorporation of the Indian American Business Association of USA, Inc., a Florida not-for-profit company, duly organized to do business under the laws of the State of Florida, with its Articles of Incorporation having been filed with the office of the Secretary of State on the September 19, 2017, is submitted:

**ARTICLE I.
NAME OF THE CORPORATION**

The name of the Corporation is and shall be:

INDIAN AMERICAN BUSINESS ASSOCIATION OF USA, INC.

**ARTICLE II.
GENERAL PURPOSE OF CORPORATION**

This Corporation is organized and shall operate exclusively for charitable, educational, literary, scientific, and other purposes such as business leagues, chambers of commerce, real estate boards, boards of trade, that are exempt purposes described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. To this end, the Corporation shall serve the common business interest of, and to improve the business interest of, and to improve the business conditions of the South Asian market by providing professionals with information and networking opportunities in order to facilitate business empowerment, acumen and acting as a communication medium providing business opportunities for the South Asian community throughout United States.

- a. This Corporation may engage in only such activities as are permitted under the laws of the State of Florida and the United States of America, which shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, this Corporation may promote, establish, conduct and maintain

activities on its own behalf, and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

- b. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or proceeds therefrom, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt organizations described in Sections 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

ARTICLE III. PRINCIPAL OFFICE and MAILING ADDRESS

The principal office and mailing address of this Corporation are:

1969 S. Alafaya Trail #101
Orlando, FL 32828

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered office of this Corporation in the State of Florida is:

Gulati Law, P.L.
479 Montgomery Place
Altamonte Springs, Florida 32714

**ARTICLE V.
BOARD OF DIRECTORS and/or OFFICERS**

The number of directors constituting the board of directors and/or officers shall be FIVE (5) and the names and address of each person who is to serve as a member thereof is as follows:

NAME OF DIRECTOR

ADDRESS

PRASHANT PATEL
President

479 Montgomery Place
Altamonte Springs, Florida 32714

JAYESH PATEL
Vice President

YOGESH BHARUCHA
Director

DR. SEJAL PATEL
Director

ASHISH CHAVDA
Secretary

**ARTICLE VI.
INCORPORATORS**

The name and address of each incorporator is:

NAME

ADDRESS

PRASHANT PATEL

479 Montgomery Place
Altamonte Springs, FL 32714

**ARTICLE VII.
MANNER OF ELECTION**

The manner in which the directors are elected or appointed shall be stated in the Bylaws.

**ARTICLE VIII.
BOARD OF DIRECTORS**

The Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) members. The initial Board of Directors shall have at least one (1) member. The number of Directors on the Board of Directors shall always be an odd number. Directors of the Organization shall be elected at the meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. The first election of Directors after the appointment provided above shall not be held until after the developer's control of the condominium has terminated. The initial Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. At each meeting thereafter, the members shall elect the appropriate number of directors for a term of three (3) years.

**ARTICLE IX.
EXERCISE OF CORPORATE POWERS**

The Corporation shall have all of the powers provided by the Florida Statutes for this type of corporation, located in Orange County, Florida.

**ARTICLE X.
MEMBERSHIP**

The Corporation shall have perpetual existence commencing with the filing of these Articles of Incorporation with the Secretary of State, State of Florida, unless sooner dissolved according to law.

**ARTICLE XI.
REMOVAL OF DIRECTORS**

Any or all directors may be removed in accordance with the provisions of Section 617.0808, Florida Statutes.

**ARTICLE XII.
ACTION BY DIRECTORS WITHOUT A MEETING**

Any action which may be taken at a meeting of the directors or a committee thereof may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board of directors or of the committee.

**ARTICLE XII.
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any time in accordance with the provisions of Section 617.1001, Florida Statutes. This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

**ARTICLE XV.
GENERAL POWERS**

This Corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 617.0302, Florida Statutes.

**ARTICLE XVI.
OFFICERS**

The Officers of this Corporation shall consist of a President, a Secretary and a Treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the By-Laws of the Corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more officers may be held by the same person.

**ARTICLE XVII.
DURATION OF CORPORATE EXISTANCE**

This Corporation shall have perpetual existence unless dissolved sooner according to law.

**ARTICLE XVIII.
INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No Officer or Director shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that Officer or Director breached or failed to perform his duties as an Officer or Director as provided by Fla. Stat. §617.0831.

—{ Balance of this page intentionally left blank; Signature Page to follow}—

The date of each amendment(s) adoption: 4/10/18, if other than the date this document was signed.

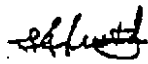
Effective date if applicable: 4/10/18
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 4/10/18

Signature 
(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)

Prashant Patel

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)