

N4300000 2028

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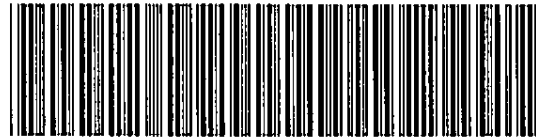
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S TALLENT  
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FILED  
18 FEB 28 AM 10:03  
CLERK OF COURT  
JANUARY 1, 2018

Amended &  
Resubmitted



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED  
18 FEB 28 PM 1:30  
DIVISIONS

January 26, 2018

ANAND SREENIVASAN/SHIVA VISHNU TEMPLE OF SOUTH FLORIDA,  
RAMANUJA IYENGAR, CHAIRMAN  
5661 DYKES ROAD  
SOUTHWEST RANCHES, FL 33331

SUBJECT: SHIVA-VISHNU TEMPLE OF SOUTH FLORIDA INC.  
Ref. Number: N93000002028

We have received your document and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

PLEASE TITLE THE DOCUMENT AMENDED AND RESTATED ARTICLES OF INCORPORATION.

THE REGISTERED AGENT CAN NOT BE LISTED AS THE CHAIRMAN, SHIVA VISHNU TEMPLE OF SOUTH FLORIDA AND MUST BE REMOVED FROM ARTICLE II-A. THE REGISTERED AGENT IS LISTED AS DR. RAMANUJA IYENGAR.

ARTICLE III-PURPOSE MUST BE ADDED.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

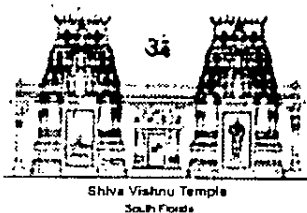
The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan Tallent  
Regulatory Specialist II

Letter Number: 318A00001791



# SHIVA VISHNU TEMPLE OF SOUTH FLORIDA, INC

5661 Dykes Road, Southwest Ranches, Florida 33331  
(954) 689-0471

## Board of Trustees

Dr. Ramanuja Iyengar

Chairman

(954) 433-1422

Ranga Parasuraman

Vice Chairwoman

(305) 662-2133

## Trustee for Life

Chundi T. Reddy

Dr. Ramanuja Iyengar

Bhavani Nirmal

Ranga Parasuraman

Dr. S. Ramakrishnan

Sivakumar Sinnarajah

K. Thevarajah

## Trustees

Dr. Mohan Thirumala

Madhu Chandrasekaran

Shravanthi Reddy

Krishna Sridhar

Dr. P.M. Alamelu

Raghu Deshpande (HON)

## Executive Committee

Dr. Ram Narasimhan

President

(305) 228-7265

Dr. Mahadev Bhat

Vice President

(305) 385-1486

Anand Sreenivasan

Secretary

(954) 747-3244

Prema Rathinavelu

Treasurer

(954) 384-2625

Lakshmi Sheshadri

Joint Secretary

(305) 232-7903

Rama Iyengar

Joint Treasurer

(954) 389-7162

## Members at large

Dr. Mandi Prakasam

Gangadhar Chittlur

Sowmya Koppa

NON PROFIT RELIGIOUS  
ORGANIZATION  
Tax ID # 65-0535290

February 22, 2018

Florida Department of State  
Division of Corporation  
Corporate filings  
P.O. Box 6327  
Tallahassee, FL 32314

Subject: Shiva Vishnu Temple of South Florida, a non-profit Corporation  
Amended and Restatement of articles of Incorporation

Reference: # Document N93000002028

Dear Sir/Madam,

Amended and Restated articles are filed pursuant to 617.1007 for a non-profit corporation.

I have enclosed an original copy of the Amendments and restated articles of Incorporation of the above named Corporation for filing with the Secretary of State. I hereby certify that amended and the restatement were adopted unanimously by the members of the temple during the General body meeting held on October 8<sup>th</sup>, 2017. There was required quorum of more than 35 members present.

Sincerely,

Anand Sreenivasan  
Secretary

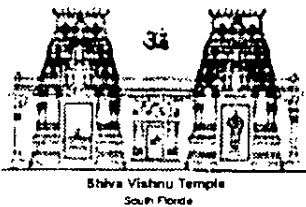
Enclosure:

One original of Amendments and Restated Articles

Two copies of the Amendments and Restated Articles

A check for \$52.50

Visit us at: <http://www.shivavishnu.org>



# SHIVA VISHNU TEMPLE OF SOUTH FLORIDA, INC

5661 Dykes Road, Southwest Ranches, Florida 33331  
(954) 689-0471

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Chairman  
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Ranga Parasuraman  
Vice Chairwoman  
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Subject: Shiva Vishnu Temple of South Florida, a non-profit Corporation  
Amended and Restatement of articles of Incorporation

Reference: # Document N93000002028

Dear Sir/Madam,

Amendments and Restated articles are filed pursuant to 617.1007 for a non-profit corporation.

I Ramanuja Iyengar resident agent of the above non-profit corporation hereby certify, that amendments and the restatement were adopted unanimously by the members of the temple during the General body meeting held on October 8<sup>th</sup>, 2017. There was required quorum of more than 35 members present and I accept the amended and restated articles of incorporation.

Sincerely,

Ramanuja Iyengar  
Resident agent

Enclosure:

One original of Amendments and Restated Articles

Visit us at: <http://www.shivavishnu.org>

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
SHIVA-VISHNU TEMPLE OF SOUTH FLORIDA INC.**

Pursuant to the provisions of Section 617.1007 of the Florida Not for Profit Corporation Act, the undersigned corporation adopts the following amendments to its Articles of Incorporation filed on October 11<sup>th</sup>, 2015 Articles with amendments adopted hereunder:

**ARTICLE I**

The name of the corporation is: SHIVA-VISHNU TEMPLE OF SOUTH FLORIDA,  
INC.

**ARTICLE II**

The corporation is a non-profit religious and educational corporation. The corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

**ARTICLE II-A**

The street address of the Registered Office and Principal Office of this Corporation in the State of Florida shall be 5661 Dykes Road, Town of Southwest Ranches, Florida 33331 unless changed by the Board of Trustees and such change notified to the State of Florida, Division of Corporations in the manner provided by the laws of the state.

The Board of Trustees shall designate and notify the name and address of the Registered Agent and any changes made therein to the State of Florida Division of Corporations in the manner provided by the laws of the State of Florida. The name and address of the current Registered Agent is Ramanuja Iyengar, Shiva Vishnu Temple of South Florida Inc, 5661 Dykes Road, Southwest Ranches, FL 33331

**ARTICLE III- PURPOSE**

**ARTICLE III- PURPOSE**

The purpose for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. The Primary purpose of this corporation shall be to provide a place of worship and other facilities for the practice of Hindu Religion and establishing and otherwise building of a traditional Hindu Temple in South Florida. Only deities mentioned below will be installed in the Temple: Main sanctums to Lord Shiva and Lord Vishnu (Venkateswara or Balaji) with Sridevi (Lakshmi) and Bhudevi (Andal), Rama with Sita, Lakshmana and Hanuman, Lord Hanuman, Lord Krishna with Radha, Goddess Durga (Chamundeswari or

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JANUARY 2019

Kamakshi), Lord Ayyappan, Lord Subrahmanya with Valli and Deva Sena, Saraswati, Chandikkeshwara, Vishwakshena, Nandi, Garuda and Navagrahas. Furthermore, the purpose of this Corporation shall be to provide and support educational, religious, cultural and literary programs; to conduct such other activities incidental thereto, including, but not limited to, buying, selling, disposing of both real and personal property of the corporation; to raise funds for the corporation and other charitable purposes; and for such purposes to adopt and establish bylaws, rules and regulations in accordance with the law and not inconsistent with these Articles of Incorporation.

#### **ARTICLE IV**

There will be two bodies that will manage the Temple affairs

- A. Governing Board of Trustees**
- B. Executive Committee**

##### **A. GOVERNING BOARD OF TRUSTEES**

Powers and Duties. Except as otherwise expressly provided in these Bylaws, duties of the Governing Board of Trustees shall include:

- (i) Laying down all the policies of the Corporation within the framework of these by laws and the Articles of Incorporation.
- (ii) Appointment of all essential personnel for the operation and maintenance of the Temple including priests and shilpis.
- (iii) Planning additions to the facilities and maintenance of the Temple and the facilities connected therewith.
- (iv) Raising necessary finances for the operation and maintenance of the Temple and organizing Fund raisers therefor.
- (v) Fixing fee schedule for religious services and utilizing the Temple hall.
- (vi) Establishing Endowment Trust and administering it with the help of financial consultants if necessary and raise resources for the purpose.
- (vii) Appointing committees for special purposes other than standing committees, and
- (viii) Preparing a list of religious events and functions to be celebrated annually in consultation with priests and providing a religious calendar for the next 12 months to the members by January 1<sup>st</sup> of every year or soon thereafter.

The trustees for life on the Governing Board of Trustees shall have the power by two thirds majority to overrule the decisions of the Governing Board of Trustees that will contravene the provisions of the Articles of Incorporation and the Bylaws framed thereunder, particularly the following:

- (i) Change the name of the Temple from Shiva Vishnu Temple of South Florida Inc.;

- (ii) Change the deities installed in the Temple during the Kumbhabhishekam held in November 2001 by addition or removal;
- (iii) Change the format of worship established by the Temple according to Agamic principles: Shiva Agama for Shiva and Parivara Deities, and Pancharathra Agama for Vishnu and Parivara deities;
- (iv) Sell, mortgage or purchase any real or individual property except by following the procedures laid in the articles of incorporation;
- (v) Recruit any priests without specific approval of the Trustees for life;
- (vi) Any use of the Temple property including the community hall for purposes other than religious, cultural and educational activities and other functions as approved by the policies laid down by the Governing Board of Trustees;
- (vii) Undertake and authorize any activities that will make the Temple insolvent and adversely affect its finances and any activities that will affect the nonprofit tax-exempt status (Religious) of the Temple; and
- (viii) Transfer or use the fund in the Endowment Trust account for any purpose.

Composition of the Governing Board of Trustees. The Governing Board of Trustees shall consist of twenty-one (21) Trustees as follows:

1. Trustees for life: up to eleven (11) eligible trustees for life  
The existing life trustees shall automatically continue as trustees for life.

The Chairman and the Vice Chairman shall be elected from the Trustees for Life by the Governing Board Trustees. If no Trustees for Life are available to serve, the Chairman and Vice Chairman could be elected from life member trustees who are elected to the Board as in section (2a) below.

2. Term Trustees: elected for two years
  - (a) Three (3) trustees from life members
  - (b) Two (2) trustees from general members

3. One (1) honorary trustee for one-year term appointed by the board of trustees.

Further qualifications and eligibility for the above positions are laid down in the Bylaws.5.3

4. President, Vice president, Secretary and Treasurer of the Executive Committee

Regarding section (1) above, if no eligible candidate is available to serve as Trustee for Life, the position shall be filled from eligible Life members to maintain at least twenty-one trustees on the Governing Board.

The term of trustees elected pursuant to the proviso herein above shall be two years.

The priest or priests or any individual who derives any earned income from the Shiva Vishnu Temple of South Florida, Inc. shall not be elected to the Governing Board of Trustees or the Executive Committee.

All Trustees except the Trustees for Life and Honorary Trustee shall be elected for a two-year term. The Trustees for Life shall serve for life as provided hereunder and the Honorary Trustee's term is one (1) year. Any Board member elected to fill an unexpired term shall hold office for the remainder of that term.

All Trustees shall be elected according to elections held pursuant to paragraph 3.2 hereinabove.

Where the chairperson of the Standing Committee is not a Trustee, the Executive Committee shall nominate from amongst themselves a coordinator for the Standing Committees.

The Trustees for Life shall be elected by the General Body from among those who have contributed not less than \$100,000 or its equivalent in Indian Rupee Currency to the Construction Fund Account of the Temple since 1996 or any donation to the Temple there after and from those who have made verifiable contributions of their professional services and/or other extraordinary service for more than ten(10) years on a consistent basis, to the Temple since 1996 which can be objectively quantified or substantiated as being equivalent to \$100,000 or more, and the value of such services is accepted by the Governing Board of Trustees, subject to further qualifications hereinafter provided in these Bylaws.

Eligibility to be on the Governing Board of Trustees

Chairman:

The Chairman shall be the presiding officer of the Governing Board of Trustees and shall hold the position for two (2) years. He or she:

- (i) Must have a history of long standing service to the Temple in many capacities.
- (ii) Be a Trustee for Life.
- (iii) Must be a citizen or permanent resident of the United States of America.
- (iv) Shall not be an officer of any other not-for-profit corporation during the term of office, and

Vice Chairman:

The Vice Chairman shall hold this position for two (2) years and act as the presiding officer of the Governing Board of Trustees in absence of the Chairman. He or she:

- (i) Must have a history of long standing service to the Temple in many capacities.
- (ii) Be a Trustee for Life.
- (iii) Must be a citizen or permanent resident of the United States of America, and
- (iv) Shall not be an officer of any other not-for-profit corporation during the term of office.



### **Emeritus Trustee for Life:**

The Governing Board of Trustees shall consider conferring the status of Emeritus/Emerita Trustee for Life upon any existing trustee for life who is no longer willing or able to participate in the Governing Board's deliberations about Temple-related matters.

A trustee for life may communicate his/her desire to become an Emeritus/Emerita Trustee for Life to the Governing Board of Trustees either directly or through another trustee for life. The Governing Board will discuss and vote on the matter. Conferring the status of Emeritus/Emerita Trustee for Life shall require a majority of the Board voting in favor of doing so. The status of Emeritus/Emerita Trustee for Life is merely honorific and shall not entitle the holder to any of the rights of an active Trustee for Life.

**Endowment Trust.** This Trust will be managed by a committee consisting of the Chairman of the Governing Board of Trustees, all trustees for life, the President and the treasurer of the Executive Committee. Outside professional financial investment managers will be consulted. The funds will be invested conservatively in US Treasury bonds, bills, Blue chip stocks or funds, ETF, REIT funds and Bank CDs.

Establishment of an Endowment Trust is for the following reasons:

- Reservoir for future shortfall in the operating income to meet operating expenses
- Acquiring homes for the purpose of providing living quarters for the priests
- Funds for capital improvements and major repairs for the existing buildings
- Future new building for the following activities
  1. *Educational and cultural activities*
  2. *Yagashala for Homams and private religious services*
  3. *Office and storage facilities.*
  4. *Education Scholarships.*

### **B. Executive Committee**

#### **ARTICLE V OFFICERS**

**Officers.** The officers of the Temple shall consist of the President, Vice President, Secretary and Treasurer. When the incumbent of an office is unable to perform the duties thereof or resigns from the office, the duties of the office shall, unless otherwise provided by the Board, be performed by the President or his designee until a successor officer is elected or appointed. Officers shall serve without compensation except for reimbursement for approved actual expenses incurred or to be incurred in the performance of their duties for the Temple.

Election and Tenure. President, Vice President, Secretary and Treasurer shall be elected by the general membership during the general body meeting for a period of two years. Other officers – Joint Treasurer and Joint Secretary – shall be appointed by the Governing Board of Trustees from among Members at large for a period of two years. Each officer shall hold office for a period of two years from 1<sup>st</sup> January after the election to 31<sup>st</sup> December of the following year, unless he or she shall resign or be removed sooner.

No Individual will be eligible to serve as President, Vice President, Secretary or Treasurer for more than two consecutive terms in the same position

## ARTICLE VI

### MEMBERSHIP

There shall be two categories of membership: General Members and Life Members, irrespective of the category, each qualifying member is entitled to only one vote in the general body. As a rule monies paid for services rendered (cultural activities, puja services, banquet etc.) or any other non-cash or in kind contribution shall not be creditable towards membership dues or towards the accumulated amount for life membership unless otherwise decided by the Board.

The qualifications, eligibility requirements and restrictions for membership, and the powers to remove and disqualify members from running for office in the Temple shall be set forth in the bylaws of the Corporation. Membership in the Temple is not a right but a privilege. Each person who wants to become a member of the Temple will be required to complete and sign a membership Agreement and pledge as prescribed by the Board of directors from time to time, to support the purpose, goals and objectives of the Temple as described in the Articles of Incorporation, bylaws, and actions of the Board from time to time. The pledge will renew automatically unless revoked in writing by the person, at which time the membership will terminate automatically also.

Any general member desiring to continue the membership in the Corporation shall have thirty (30) days grace period *each* in which to pay the annual dues for the current membership year. The thirty (30) day grace period shall run from the yearly anniversary date of the member's admission into the Corporation until the 31<sup>st</sup> day thereafter. If member fails to pay his annual dues by the 31<sup>st</sup> day after his anniversary date, his/her membership will automatically terminate. *The* membership of Life Members shall continue for the Life of the member unless revoked in writing by the member. Upon the death of the Life member, membership will pass on to his/her surviving spouse unless the surviving spouse declines in writing to be a Life Member. Upon the delivery of written revocation to the Secretary of the Corporation, his/her membership will terminate automatically.

The Board of the Temple will review for purposes of approving or denying membership applications issued based upon objective criteria and reserves the right to deny membership to a person who has shown detrimental or disruptive conduct against the Temple, or desecration of the deities or the premises, or participation in activities to divide the congregation based upon considerations related to region, language, caste or gender.

## **ARTICLE VII-COMPENSATION**

Members of the Board, Standing and other ad-hoc Committees and officers are not entitled to compensation from the corporation for the services rendered to it or to its temple. The Corporation may reimburse approved actual expenses incurred by its Directors, or officers or members of its Standing *and* other ad-hoc committees as may be appropriate or necessary to accomplish its exempt functions.

## **ARTICLES VIII- POWER**

The corporation shall possess such powers granted under the laws of the State of Florida to corporations not for profit to the extent not inconsistent with the provisions of the Internal Revenue Code governing tax exempt organizations. To the extent that any corporate power herein conferred or conferred by statute may be inconsistent with the primary purpose of the corporation or with the Internal Revenue Code provisions governing tax exempt organizations or may jeopardize such tax-exempt status of the Corporation, such grant of power shall be void.

## **ARTICLES IX – BY LAWS**

The by-laws of the corporation shall be made, altered or rescinded by the board of directors and the general body of the corporation as set forth in the bylaws of the corporation.

## **ARTICLE X-AMENDMENTS TO BYLAWS**

The Statement of Purpose provided by these Articles of Incorporation can never be amended. Except fix the Statement of Purpose provided by these Articles and reiterated in the bylaws and the Annual meeting of the members as provided by the bylaws, other provisions of the bylaws may be amended by 75% of the Vote of the Board of Trustees, subject to approval of the same by 75% of the General body present and eligible to vote. Amendments may be proposed by any general or life member or a trustee for Life of the Board at least thirty (30) days in advance of that respective meeting subject to any approval required by the majority of the Trustees for life.

## **ARTICLE XI- INDEMNIFICATION**

The Corporation shall fully indemnify all its officers, trustees, it's registered agent and any former officer to the full extent permitted by the law and as provided in its Bylaws.

## **ARTICLE XII- DURATION**

The term of existence of the corporation shall be perpetual.

## **ARTICLE XIII –OFFICE OF THE CORPORATION**

The corporation's office is at: 5661 Dykes Road, Town of Southwest Ranches, Florida 33331

## **ARTICLE XIV -DISSOLUTION**

In the event of dissolution, the residual assets of the organization will be turned over to one or more organization described in Sections 501 © (3) and 170 © (2) of the Internal Revenue Code of 1954 *or* corresponding sections of any prior or future law, or to the Federal, State, or local Government for exclusive public purpose.

The dissolution of the corporation shall only be allowed under the following conditions:  
a. unanimous approval of the trustees for life; b. 90% of the trustees vote for Dissolution;  
and c. 90% of the vote of the General Body Members who are present at the meeting approving Dissolution.

#### **ARTICLE XV- TAX CLAUSE**

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law or (b) a corporation, contribution to which are deductible under section 170 (c) (3) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

#### **ARTICLE XVI – MODE OF WORSHIP**

To conduct worship services based on relevant Agamic principles as developed by the Temple. The worship services for Shiva and Parivara will follow the Shiva Agama. The worship services for Vishnu and Parivara will follow the Pancharathra Agama. The format of worship developed by the Temple cannot be changed.

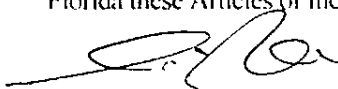
#### **ARTICLE XVII— INTERIM BOARD OF TRUSTEES**

Until the new board of Trustees and Executive committee is elected and assumes office on January 1, 2019 under these articles and the bylaws framed thereunder, the current Board of Trustees will continue in office and perform their duties and will be guided in the performance of their duties under the old bylaws.

IN WITNESS WHEREOF, that any and all amendments included herein have been adopted pursuant to section 617.020 (4), Florida Statutes, and there is no discrepancy between the corporation's articles of incorporation as theretofore amended and the provisions of the restated articles of incorporation other than the inclusion of these amendments and the omission of matters of historical interest.

The amendment was adopted on October 8<sup>th</sup>, 2017 by the members of the temple and voted by 35 members unanimously and was sufficient for approval.

The undersigned has set his signature and seal as Secretary of Shiva Vishnu Temple of South Florida Inc. and have acknowledged and filed in the office of the Department of State of Florida these Articles of Incorporation on 8th of October 2017.



Anand Sreenivasan

Secretary

I Dr. Ramanuja Iyengar as the registered agent of Shiva Vishnu Temple of South Florida Inc., hereby certify, am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company. I hereby accept the new amendments to the articles of incorporation.



Dr. Ramanuja Iyengar  
Registered agent