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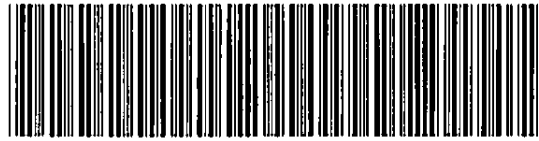
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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SHIVA VISHNU TEMPLE OF SOUTH FLORIDA INC

Pursuant to the provisions of Section 617.0006 of the Florida Not for Profit Corporation Act, the undersigned corporation adopts the following amendments to its Articles of Incorporation filed on February 22, 2018 and which have been previously amended by filing Articles of Amendments and restates the Articles with amendments adopted hereunder.

ARTICLE I

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

1.2.1

STATEMENT OF PURPOSE. The purpose of the Corporation shall be to provide a place for worship and other facilities for the practice of the Hindu religion by establishing and otherwise encouraging building of a traditional Hindu Temple in South Florida. Only deities mentioned below will be installed in the Temple maintained by the Corporation. The Temple will have main sanctums to Lord Shiva and Lord Vishnu (a/k/a Venkateshwara or Balaji) with Sridevi (Lakshmi) and Bhoodevi (Andal) and The Temple will also have sanctums for Lord Ganesha, Lord Rama with Sitha, Lakshmana and Hanuman ("Rama Parivar"), Lord Hanuman, Lord Krishna with Radha, Goddess Saraswathi, Goddess Durga (Kamakshi), Lord Subrahmanya with Valli and Devasena, Lord Ayyappan and Navagrahas.

1.2.2. To conduct worship services based on relevant Aagamic principles as developed by the Temple. The worship services for Shiva and Parivar will follow the Shiva Aagama. The worship services for Vishnu and Parivar will follow the Pancharatra Aagama. The format of worship developed by the Temple cannot be changed.

1.2.3. To operate exclusively for the benefit of, to perform functions of, and to carry out the purposes of the Shiva-Vishnu Temple of South Florida, Inc., a Florida Not for Profit Corporation as outlined under Articles of Incorporation of the Corporation.

1.2.4. To operate exclusively for religious, charitable, cultural, and educational purposes and in furtherance of such religious, charitable, cultural, and educational purposes, causes and objects, now, or at any time hereafter, fostered by the Shiva-Vishnu Temple of South Florida, Inc.

1.2.5. To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes.

1.2.6. To engage in any lawful act or activity for which a not for profit corporation may be organized under the laws of the State, subject to the limitations set forth in the Corporation's Articles of Incorporation and Bylaws.

1.3. Powers. Except as limited by the Articles of incorporation, these Bylaws and applicable laws, the Corporation shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be granted by the Florida Not for Profit Corporation Act.

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 CHAIRMAN, SHIVA VISHNU ILMPLE OF SOUTH FLORIDA, 5661 Dykes Road, Southwest Ranches, FL 33331

2.2. Approval of Membership. Membership in the Temple is not a right but a privilege. Membership will only be by invitation of the Board of Trustees. Any such invitation will be based on the potential invitee's years of active commitment to the temple and adherence to Sanatana Dharma. Any such invitation can be extended only after approval by at least two-thirds of the board of trustees. Afterwards, they will be required to complete and sign a membership application and pledge as provided under paragraph 8.3 below (or as prescribed by the Board 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 Governing Board of Trustees from time to time. The Pledge will renew automatically unless revoked in writing by the person, at which time the membership will terminate automatically.

2.3. Classification of Members. There shall be two (2) categories of members, namely General and Life Members. The number of votes for each category of membership will be as follows:

- (a) Qualified General member: 1 (one) vote,
- (b) Voting Life member: 2 (two) votes.

As a rule, moneys paid for services (cultural activities, puja, banquet etc.) or any other non-cash or in-kind contribution does not count towards membership dues or towards the accumulated amount for life membership unless otherwise decided by the Governing Board of Trustees. The membership is not transferable, except to the member's surviving spouse.

2.3.1. General Member. New general Members/renewal of general membership are those contributing a minimum of \$251 annually or such other amount as may be fixed by the Board from time to time.

A new general member once approved by the Board, should make a mandatory donation of \$1,001 before they can become a member. This donation will be credited towards their life membership.

If an existing general member does not renew the membership for more than five (5) consecutive years, they will lose their membership. If they want to rejoin, all the procedures will be like a new applicant for membership.

2.3.2. Life Member. Life Members are those making a cumulative contribution of \$10,000 or more. The name of the life member must be specified at the time the contribution is made or when the general member becomes eligible for life membership. At the option of a contributor, additional immediate family members may be made non-voting life members by contributing \$10,000 or more each in their names. Life membership may also be bestowed posthumously by contributing \$10,000 or more in the name of a deceased loved one, adult or child. Once a life membership is assigned to a person, it cannot be reassigned to another person except that upon the death of a life member, his or her surviving spouse would automatically assume the life membership, unless the surviving spouse declines in writing to assume the membership.

2.4.1. General Member: General members are eligible to: (i) worship and participate in all activities of the Temple, be nominated and elected as members of the Governing Board of Trustees and to the Executive Committee of the Corporation subject to additional eligibility criteria specified in paragraphs 4.6 and 5.3 of these Bylaws; (ii) be placed on the Temple mailing list to receive the newsletter and other publications, as appropriate; (iii) be included in the Temple Directory, if published; (iv) be nominated and elected as Officers of the Temple except as Chairman and Vice Chairman of the Governing Board of Trustees, or President and Vice President of the Executive Committee subject to additional eligibility criteria specified in paragraph 5.3 of these Bylaws; and (v) be nominated and elected as general member trustees on the Governing Board of Trustees or Secretary and Treasurer of the Executive Committee subject to additional eligibility criteria specified in paragraph 4.6 of these Bylaws.

Each cash contribution to the Shiva-Vishnu Temple of \$250 or more may be accumulated towards life membership, at the option of the member. This accumulation will be available during the member's or the surviving spouse's lifetime for the sole purpose of becoming a life member by paying the difference. This provision does not apply to money

paid for membership dues, religious services, hall rentals, tickets for an activity (cultural activities, puja, banquet, etc. or any other non-cash or in-kind contribution.

ARTICLE III PURPOSE MEETING OF MEMBERS

3.1. Annual Meeting. The annual meeting of the members (also known as General Body meeting) shall be held on the second Sunday of each October at 1:30 p.m. at the Temple or at such other time and place as may be designated by the Governing Board of Trustees at least fifteen (15) days in advance.

3.1.1 Notices of Meetings. Notice of the General Body meetings shall be given at least fifteen (15) days before the time scheduled for the meeting, either by mail or facsimile or by e-mail at the address supplied by the members. The notice shall specify the date, hour and place of the meeting, and the nature of the business to be conducted at the meeting.

3.2. Elections. The Election Committee shall present at the annual meeting the names of eligible candidates for the Governing Board of Trustees and the Executive Committee every two years. Thereafter, nominations may also be made from the floor. The election will be held by secret ballot at the annual meeting unless a different procedure is adopted by the General Body at such meeting.

3.2.1 At least sixty (60) days prior to each biennial election, the Election Committee shall determine the names of eligible candidates for the vacancies. The names of eligible candidates shall be provided, along with notice of the election meeting to members, at least sixty (60) days prior to the election meeting.

Elections will be conducted as specified in Article VII paragraph 7.2 of these Bylaws. The rules of procedure laying down the details shall be framed by the Election Committee consistent with the provisions of the Articles of Incorporation and Bylaws framed thereunder and approved by the Governing Board of Trustees.

Members shall appear and vote in person. No voting by proxy will be allowed.

3.3. Special Meetings. The Chairman of the Governing Board of Trustees may call a special meeting of the members on his/her own or he/she shall call the same upon the written request to him/her by at least 50 members. Written notice of the time, place, and purpose of such a meeting shall be mailed to all members at least 15 days before the meeting.

3.4. Quorum. The presence of at least twenty-five (25) members eligible to vote, being present in person, shall constitute a quorum at any meeting of the members, so long as the meeting was duly announced to the membership, along with an agenda of the items to be discussed, at least fifteen (15) days in advance.

3.5. Eligibility to Vote. No member shall be permitted to exercise the right to vote at the election of the Temple or to amend the articles, rules, Bylaws etc. unless he or she was a member in good standing for at least two (2) consecutive calendar years immediately preceding the year of voting. As

per Section 2.2 of these Bylaws, any member who was a member in good standing for two consecutive calendar years prior to the year of voting but pays his current membership dues after March 31st of that year will not be eligible to vote during that year. His/her eligibility to vote for the next year will be restored if he/she pays his/her membership dues for the voting year before March 31st of that year.

One has to be a life member on December 31st of the previous year to get the two votes

3.6. Disqualification of a Member to run for an Elected Office. Upon recommendation of the Governing Board of Trustees, a member may be disqualified to run for an elected office for cause by a four-fifths (4/5) majority of the members of the General Body voting in person at any regular or special meeting. Notice of the intent to make the member ineligible to be elected shall be given by written mailed notice to the last known address of the individual twice, the first a minimum of four (4) weeks and maximum of six (6) weeks, and the second a minimum of two (2) weeks and maximum of four (4) weeks before the meeting at which the vote on ineligibility is held. The member may attend the meeting and present a statement in his or her defense before the vote.

3.7. Sale of Fixed Assets. No lands and buildings of the Corporation can be disposed of by the Governing Board of Trustees by sale or other means unless such sale has been approved in principle by a two thirds majority of trustees for life, a two thirds majority of the Governing Board of Trustees, two thirds majority of the Executive Committee and by a two thirds majority of the General Body present at its regular or a special meeting called for the purpose.

3.8. Decisions of the General Body. Minutes of the Annual and Special meetings of the General Body will be posted on the Notice Board as soon as they are approved by the Governing Board of Trustees at its meeting convened after the said Annual or Special meetings as the case may be. At the least, the minutes will be sent electronically to all eligible members.

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, therefore.
- (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 1st 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 Pancharatra Agama for Vishnu and Parivara deities.
- (iv) Sell, mortgage, or purchase any real or personal 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 funds 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 by eligible Life members in order to maintain at least seventeen 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.

4.2.1 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:

Must have a history of long-standing service to the Temple in many capacities,

- (i) Be a Trustee for Life,
- (ii) Must be a citizen or permanent resident of the United States of America,
- (iii) Shall not be an officer of any other not-for-profit corporation during your term of in the office.

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.

4.2.2 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 Two third 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.

4.6.1. Eligibility to be a Trustee for Life. A Trustee for Life at the time of election to the office: (i) must fulfill the criteria laid down in 4.2 above, (ii) must have been an active member of the Temple for a period not less than immediate past three (3) years, (iii) must have served a minimum of two (2) years in one or more of the Standing Committees and/or held a position as an officer of the Corporation or a Trustee, and (iv) must be at least eighteen (18) years of age. A Trustee for life can also serve in addition as an Officer of the Corporation or as a chairperson or member of a Standing Committee. The qualifications at (iii) above shall not apply to the surviving spouse succeeding the Life Trustee upon his/her death.

4.15. 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 Treasurer of the Executive Committee. Outside professional financial investment managers will be consulted. The funds will be invested conservatively in US Treasury bonds, ETF and mutual funds, treasury bills, blue-chip stocks, REIT Funds and Bank CDs.

Establishment of an Endowment Trust 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.*
- Education Scholarships.

Source of the Funds

- Surplus cash from the Operating income
- Special donations
- Lifetime pooja sponsorships
- Devotees who are willing to include our temple in their will, bequests, and estate plans.

B. Executive Committee

B. Executive Committee

4.16 Composition of the Executive committee. The Executive committee consists of President, Vice President, Secretary, Treasurer and five members at large. All the members of the Executive Committee shall be elected by the General Body. The Joint Secretary and Joint Treasurer shall be appointed by the Governing Board of Trustees upon the recommendation by the President from among the five members at large of the Executive Committee.

4.17 Powers and duties: The Executive Committee will carry out all day-to-day operations of the Temple as per the policy and procedures outlined in the Bylaws and by the Governing Board of Trustees.

4.18. Meetings. The meetings of the Executive Committee shall be held at least six times a year or more frequently as needed at the Shiva-Vishnu Temple.

**ARTICLE V
OFFICERS**

5.1. 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.

5.2. 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 1st January after the election to 31st December of the following year unless he or she resigns 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.

5.3. Eligibility to be an Officer. All Officers at the time of election or appointment to the office shall meet the qualifications as noted below:

- (i) Must have been an active member of the Temple for a period not less than the immediate past three years,
- (ii) Must have served a minimum of two (2) years in one or more of the Standing Committees and/or Executive Committee or as a Trustee of the Governing Board of trustees,
- (iii) Must be at least eighteen (18) years of age,
- (iv) Must have working knowledge of computers,
- (v) Must be a citizen or permanent resident of the United States of America, and
- (vi) Shall not be an officer of any other not for profit corporation during the term of office.

Each officer shall also meet additional specific qualifications for each position as noted below:

President:

The person running for the position of President shall:

- (i) Be a Life member of the Temple,
- (ii) Be a citizen or permanent resident of the United States of America,
- (iii) Have served on the Executive Committee and/or Governing Board of Trustees for minimum of two years in the past and worked in various capacity as officer and
- (iv) Not be an officer of any other not for profit corporation during the term of office.

Vice President:

The person running for the position of Vice President shall:

- (i) Be a Life member of the Temple,
- (ii) Be a citizen or permanent resident of the United States of America,

- (iii) Have served on the Executive Committee and/or Governing Board of Trustees for minimum of two years in the past and worked in various capacity as officer and
- (iv) Not be an officer of any other not for profit corporation during the term of office.

Secretary:

The person running for the position of Secretary shall:

- (i) Be a member of good standing of the Temple for preceding three years,
- (ii) Be a citizen or permanent resident of the United States of America,
- (iii) Have served on the Executive Committee, Governing Board of Trustees, and/or any Standing Committee for minimum of two years in the past and worked in various capacity as officer.
- (iv) Not be an officer of any other not for profit corporation during the term of office.

Treasurer:

The person running for the position of Treasurer shall:

- (i) Be a Life member or Member of good standing of the Temple for preceding three years,
- (ii) Be a citizen or permanent resident of the United States of America,
- (iii) Have served on the Executive Committee, Governing Board of Trustees, and/or any Standing Committee for minimum of two years in the past and worked in various capacity as officer and
- (iv) Not be an officer of any other not for profit corporation during the term of office.

Joint Secretary:

The person to be appointed for the position of Joint Secretary shall:

- (i) Be an active member or Life member of the Temple,
- (ii) Be a citizen or permanent resident of the United States of America,
- (iii) Have served on the various committees of the Temple and
- (iv) Not be an officer of any other not for profit corporation during the term of office.

Joint Treasurer:

The person to be appointed for the position of Joint Treasurer shall:

- (i) Be an active member or Life member of the Temple,
- (ii) Be a citizen or permanent resident of the United States of America,
- (iii) Have served on the various committee of the Temple, and
- (iv) Not be an officer of any other not for profit corporation during the term of office.

5.4. Resignation and Removal. Any officer may resign at any time by giving a fifteen-day written notice to the Board. Unless otherwise specified herein, the acceptance of such resignation shall be necessary to make it effective.

Any officer may be removed from office, for cause, by the vote of ninety (90) percent of the members of the Board then in office voting on the question of removal twice, which votes must be

held at least thirty (30) days apart. The cause for suspension/removal includes, but is not limited to, misfeasance or engaging in conduct which may be detrimental to the welfare of the membership and the Shiva-Vishnu Temple. The officer may be removed only after being sent a thirty (30) days written notice and given an opportunity to be heard by the Board voting for his or her removal. Upon the Board voting to remove the officer shall stand suspended until the general membership ratifies the same at a meeting specifically called for the purpose within sixty (60) days by 3/4 of the members present and voting.

5.5. Vacancies. If a vacancy shall occur in any office other than the President, Secretary or Treasurer, such vacancy may be filled by the Board for the unexpired portion of the term of such office. However, if a vacancy is caused in the position of President, Secretary or Treasurer and the vacancy is for a period over a year, an election to fill the vacancy will be held under the procedure laid down in 7.2 of these Bylaws within six months after the vacancy occurs.

DUTIES

5.6. Chairman: The Chairman

- (i) Will chair the monthly Board meeting and the General body meetings
- (ii) Can call for special General Body meeting,
- (iii) Can call for joint Board and Executive Committee meeting as needed, and
- (iv) Will preside over the Endowment trust.
- (v) Shall not vote on any issue at meetings unless necessary to break a tie.

5.7. Vice Chairman: In the event of the absence of the Chairman or in the event of the death, resignation or removal of the Chairman, the Vice Chairman shall have the authority and perform the duties of the Chairman until the Chairman is no longer absent or until Chairman's successor is elected. The Vice Chairman shall have such duties as may be assigned by the Chairman or the Governing Board of Trustees from time to time.

5.8. President. The President shall be the chairman of the Executive Committee of the Temple and carry out all the policies and procedures laid down by the Governing Board of Trustees. The President shall have such powers and perform such duties as may be prescribed herein or otherwise assigned to him or her by the Chairman of the Board of Trustees. No member may hold the office of President for more than two terms in succession. He or she will lay down procedures in consultation with the Governing Board of Trustees about outside services of the priests.

5.9. Vice President. In the event of the absence of the President or in the event of the death, resignation or removal of the President, the Vice President shall have the authority and perform the duties of the President until the President is no longer absent or until President's successor is elected. The Vice President shall have such duties as may be assigned by the President or the Governing Board of Trustees from time to time.

5.10. Secretary. The Secretary shall

- (i) Keep and properly record the minutes of the meetings of the Executive committee, Governing Board of Trustees and the General Body, and distribute and make available for review such minutes to all members of the Board at the next meeting of the Board.

- (ii) Notify the officers and Chairpersons of their election and the members of committees of their appointment and give notice of all meetings of the Board.
- (iii) Have custody of the corporate seal and all books and papers pertaining to his or her office and generally perform all duties required of an officer in like position.
- (iv) Keep a complete roster of the names and addresses of all Members and submit a list, duly certified, of the members entitled to vote when required.
- (v) Perform in general all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President and the Governing Board of Trustees; and
- (vi) Send a written reminder to all members on January 1 of each year or immediately thereafter to renew their membership and provide relevant extracts of these Bylaws regarding the consequences of not renewing the membership in a timely manner.

5.11. Treasurer. The Treasurer shall be the Chief Financial Officer of the Corporation, and shall:

- (i) Report to the chairperson of the financial committee all the activities that have taken place on a weekly basis.
- (ii) Be the custodian of all funds, jewelry and tangible offerings made to the Temple and shall be responsible for maintaining an inventory of all fixed and movable assets including jewelry of the corporation, making sure that such funds, jewelry, and tangible assets shall be retained in a vault at the Temple or in a commercial bank or similar institution.
- (iii) Make disbursements as approved by the President.
- (iv) Be responsible for the orderly renting of the Temple Hall, collection of rental charges etc., the collection of fees for services performed by the priests and laying down procedures in consultation with the Board about all financial matters concerning hall rentals.
- (v) Report to the Board at its meetings, an inventory of offerings made, and in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President.
- (vi) Present the Board with a Financial Statement at the monthly meetings of the board.
- (vii) Prepare and present a balance sheet for the Temple at each annual general body meeting.
- (viii) Be responsible for providing all necessary documents and information for internal auditing committee as described in section 7.3 of these Bylaws.
- (ix) Be responsible for sending an accounting statement for all donors who have contributed more than \$250 at the end of the year for tax purposes; and
- (x) Be responsible for sending an accounting statement to all the people who are accumulating donations towards becoming a life member or becoming eligible towards being elected as Trustees for Life at the end of each calendar year so that any discrepancies can be reconciled.

5.12. Joint Secretary. The Joint Secretary shall assist the Secretary in the performance of duties specified in 5.10 and perform such other duties as shall be assigned to him or her by the Secretary or by the President or the Governing Board of Trustees

5.13. Joint Treasurer. Joint Treasurer shall assist the Treasurer in the performance of duties specified in 5.11 and perform such other duties as may be assigned to him or her by the Treasurer or by the President or the Governing Board of Trustees

ARTICLE VI
STANDING COMMITTEES

6.1. The Temple shall have the following Standing Committees in addition to the other committees that may be required:

1. Religious Operations
2. Finance and Membership
3. Building Management and Maintenance
4. Cultural
5. Education
6. Food and Prasada Mandir
7. Publications and Communications
8. Volunteers and Social Service

6.2 The Governing Board of Trustees shall appoint the chairpersons of the Standing Committees and at least three members to each Standing Committee upon the recommendation of the Executive Committee immediately after the election. The three important committees below shall be chaired as follows:

1. Religious Committee will be chaired by the President.
2. Finance and Membership Committee will be chaired by a Trustee for Life.
3. Building and Maintenance Committee will be chaired by a Trustee for Life.

The Board shall nominate from amongst themselves a coordinator for each Standing Committee where the Chairperson is not a Trustee. There shall be a Vice Chairman for each Committee elected by each Committee. The Chairperson of the committees may form subcommittees as deemed necessary and co-opt additional members as necessary after consultation with the Chairman.

6.3. General responsibilities of the Standing Committees.

Each standing committee designated in Section 6.1 and 6.2 above shall:

- (i) Hold a minimum of four (4) meetings a year and maintain minutes of such meetings,
- (ii) File an annual report of its activities with the Board at the Board's September meeting of each year, and
- (iii) Provide information regarding events or activities of the committee to the Board and publication committee by the Chairman or the coordinator of respective committees.

Each Standing Committee shall prepare a program and a budget for its activities and submit the same for approval to the Board of Trustees as soon as possible but not later than January 30 of each year. Any expenditure by a Standing Committee more than \$500 must be approved by the President.

6.4. Religious Operations Committee: The Committee shall assist the Executive Committee in:

- (i) Planning of religious events,

- (ii) Procuring religious and ritual articles,
- (iii) Providing the necessary organization to assist religious participants during special religious events and enroll volunteer help for the purpose, and
- (iv) Supervising the conduct of the priests and bring to the notice of the Board any corrective action necessary.

6.5. Finance and Membership Committee: The Committee shall:

- (i) Supervise and advise the Treasurer in managing the funds including deposits, paying the bills, payroll etc.
- (ii) Maintain and update the list of members with the Secretary.
- (iii) Assist the Board in organizing fund raisers for the operational costs of the Temple and liaise with the other committees in drawing up a program for greater financial participation of the members of the community; and
- (iv) Promote community participation in Temple activities.

6.6. Building Management and Maintenance Committee: The Committee shall:

- (i) Assist in the maintenance (including cleanliness) of the Temple and its surroundings, and any other property of the Corporation; and
- (ii) Report the need for any major repairs or construction to the Board. All repairs, landscaping and construction shall be approved in advance by the Executive Committee.

6.7. Cultural Committee. The Committee shall conduct all music, dance and other cultural events, which reflect the cultural heritage of India and be responsible for all arrangements for such events.

6.8. Education Committee: The Committee shall:

- (i) Conduct Hindu religious, philosophical and heritage educational classes for the benefit of children and adults,
- (ii) Arrange lectures on religious and philosophical subjects,
- (iii) Assist in the development and maintenance of Temple library (books, audio, and visual materials),
- (iv) Assist in procuring educational materials that describe Vedic Mythology and religion for the education of devotees,
- (v) Arrange classes for teaching scriptural recitation, singing of religious poetic verses and bhajans,
- (vi) Arrange for graduation day at the close of the school year and Vidhyarambham at the beginning of school year for children,
- (vii) Arrange for Indian language classes, and
- (viii) Collaborate with the Cultural Committee for audio and video presentation on Indian culture.

6.9. Food and Prasada Mandir Committee: The Committee shall:

- (i) Arrange for preparation and supervision of all food distribution during weekends and special events,
- (ii) Procure all items necessary for food preparation and distribution,
- (iii) Manage the Prasada Mandir in terms of obtaining the materials for the cook, procuring volunteers every weekend for food distribution, processing the funds collected, and reporting the collection to the Treasurer, and
- (iv) Supervise the work of religious cooks of the Temple as necessary.

6.10. Publication and Communication Committee: The Committee shall:

- (i) Formulate, edit and publish the newsletter "Vedavani" at least four (4) times a year.
- (ii) Publish all approved communications related to Temple functions, procure advertisement and monthly bulletins.
- (iii) Publish Annual Temple membership directory or other publications, as necessary.
- (iv) Maintain and update mailing lists for circulation of newsletter and other communication; and
- (v) Maintain the web page and e-mail and other electronic communication of the Temple.

6.11. Volunteers & Social Service Committee: The Committee shall:

- (i) Arrange for flowers and garlands for daily and special occasions and organize volunteers for the purpose of such activity,
- (ii) Decorate of the Temple for special events,
- (iii) Procure all items necessary for running of the Temple except those items required by the Food Committee,
- (iv) Perform social service organizing various activities, including Elders Forum, disaster relief and other community outreach programs, and
- (v) Help with traffic management and parking at the temple during special festivals and weekend activities.

ARTICLE VII AD HOC COMMITTEES

7.1. The Board shall appoint Ad hoc Committees in addition to the Standing Committees, as necessary.

7.2. Election Committee. An election committee shall be elected by the general body during the annual meeting for conducting the election for the following year. This committee will have five (5) members consisting of two Trustees for Life, two life members and one general member. The election committee shall also function as the Tally Committee. The Election Committee shall: (i) seek nominations through appropriate announcements to the community, (ii) present all candidates nominated who qualify for all positions and agree to serve in such a position, (iii) conduct the election as provided under paragraph 3.2 and (iv) verify and certify the results of any elections conducted. All nominations, except those made from the floor at the general body meeting, shall be completed annually by the end of September.

7.3. Audit Committee. An Audit Committee consisting of three (3) members, one of whom must have an accounting background, must be appointed each year. The Audit Committee shall: (i) audit the Temple's accounts twice a year and report the findings to the Board; (ii) review accounting procedures; (iii) review receipts and disbursements; and (iv) review disbursement authorization procedures. No Governing Board of Trustees or Executive Committee members or Standing Committee members may be members of the Audit Committee.

**ARTICLE VIII
CODE OF ETHICS**

8.1. Equality. All members shall be treated equally and there shall be no discrimination among the members and worshippers.

8.2. Conflicts of Interests. No Officer or member of the Board or members of the Standing or other Committees shall have a controlling interest or official position in any business that has transactions with the Temple, unless such transactions are approved in advance by a disinterested majority of the Board after full disclosure of all the terms of such proposed transactions.

8.3. Pledge. All Members, Officers, Trustees, and Standing or Ad hoc Committees will take an oath or pledge as provided below at the time they become members or are installed in their respective offices each year:

"I (Print name) , solemnly swear in the name of God that I have read the Bylaws and the articles of incorporation of the Shiva Vishnu Temple of South Florida, and agree to protect, preserve and abide by it. I agree to follow the goals and objectives of the Temple, to promote, maintain and propagate the Hindu religion among the followers of the Hindu religion as outlined therein, and to abide by the decisions and agreements of the Board of Trustees taken in accordance with the Articles of Incorporation and Bylaws.

**ARTICLE IX
MISCELLANEOUS PROVISIONS**

9.1. Fiscal Year. The fiscal year for the Shiva-Vishnu Temple shall be January 1st to December 31st each year.

9.2. Checks, Drafts, etc. All checks, drafts or other orders for payment, notes or other evidence of indebtedness issued in the name of or payable to the Shiva-Vishnu Temple of South Florida, Inc., and all securities owned or held by the Corporation requiring signature for their transfer shall be signed or endorsed by the persons and in such manner as determined by the Governing Board of Trustees. Any check, draft or other order for the payment of money in excess of \$5000 must be signed by at least two (2) authorized officers or agents of the corporation except for pre-authorized online payments.

9.3. Annual Audit. The Governing Board of Trustees shall appoint a certified public accountant to conduct an independent annual audit of the Corporation's books and records, specifically a review of financial data, procedures and controls. A report of such an external audit shall be submitted to the Board and a summary of the findings shall be published in the Temple newsletter or otherwise mailed to the members.

9.4. Annual Report. The President and Treasurer shall be prepared to verify and present at the first regular meeting of the Board following the close of the Corporation's fiscal year, an annual report, prepared in conformity with the requirements of the Florida Not for Profit Corporation Law,

as amended. The annual report shall be subject to review and approval by the Governing Board of Trustees and shall, if approved, be filed with the minutes of the meeting of the Board and submitted to the members at their next annual meeting.

9.5. Registered Office. The registered office of the Corporation shall be at 5661 Dykes Road, Town of Southwest Ranches, Florida 33331 unless changed by the Governing Board of Trustees.

9.6. Other Offices. The Corporation may also have offices at such other places as its Board may from time to time determine.

9.7. NOTICE.

9.7.1. Effective date. Unless otherwise specified herein, any notice required or permitted to be given pursuant to the provisions of the Article of Incorporation, these Bylaws, or applicable law, shall be in writing, shall be sufficient and effective as of the date personally delivered or, if sent by mail, on the date deposited with the United States Postal Service, prepaid and addressed to the intended receiver at such receiver's last known address as shown in the records of the Corporation.

9.7.2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Florida General Corporation Act or Florida Not for Profit Corporation Act or under the provisions of the Articles of Incorporation, these Bylaws, or applicable law, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the ground that proper call or notice has not been given.

9.8 Rules. The Governing Board of Trustees may adopt, amend, or repeal rules (not inconsistent with these Bylaws) for the management of the internal affairs of the Corporation and the governance of its officers, agents, and employees.

9.9. Vote by Presiding Officer. The person acting as Presiding Officer at any meeting held pursuant to these Bylaws, shall vote only to break a tie, but he/she shall be counted in determining the existence of a quorum and determining the number of members present for the purposes of calculating a majority vote.

9.10. Seal. The Corporation shall use a seal to authenticate contracts and legal papers. The seal shall be in the custody of the Secretary and shall be affixed by the President, Vice President, Secretary, or Joint Secretary, in attesting any document, attestation of which is necessary or desired.

9.11. Gender and Number. Whenever the context requires, the gender of all words used herein shall include the masculine, feminine and neuter, and the number of all words shall include the singular and plural thereof.

9.12. Articles and Other Headings. The article and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation of these Bylaws.

9.13. Robert's Rules of Order. Unless otherwise specified in these Bylaws, all meetings of the Temple will be conducted in accordance with Robert's Rules of Order.

9.14. Disposition of Assets. Disposition of assets of the Corporation of more than , \$50,000.00 (Fifty thousand dollars) other than the lands and buildings of the Corporation, borrowing of funds against, or the lease, conveyance or encumbrance of the Corporation's real property or the borrowing of funds, other than a loan with terms less than one (1) year and less than \$50,000 (Fifty thousand dollars) principal amount, shall each require approval of $\frac{3}{4}$ of the Board of Trustees, $\frac{3}{4}$ of the Executive committee and 90% of the General Body present and voting.

9.15. Quorum and Majority. The acts of most of the Governing Board of Trustees present at a meeting at which a quorum is present shall be acts of the Board, as the case may be, except as otherwise provided by law in these Bylaws. If a quorum is not present at a meeting of the Governing Board of Trustees, members present may adjourn the meeting to a date at least fifteen (15) days later. A written notice of the adjourned meeting will be given to the members who were absent. If they fail to attend the adjourned meeting, the meeting will be held as if the quorum were present. Members may not walk out of a meeting to intentionally undermine the quorum for their convenience. If a member does walk out, the meeting will continue as if the quorum requirements were met.

9.16. Expenditure and Competitive Bids. Any expenditure by or on behalf of the Temple of more than five thousand dollars (\$5,000.00) shall require at least three competitive bids.

ARTICLE X AMENDMENTS

10.1 Amendments to Bylaws. The provisions relating to the Statement of Purpose under paragraph 1.2, the Annual Meeting under paragraph 3.1, and the veto powers of the Trustees for Life under paragraph 4.1.1 of these Bylaws, including all subsections thereunder, can never be amended.

Except for the paragraphs noted in the preceding sentence, these Bylaws may be amended by $\frac{3}{4}$ of the vote of the Governing Board of Trustees subject to approval of the same by the General Body membership by $\frac{3}{4}$ of those voting. Amendments may be proposed by any general or life member of the Temple or member of the Board at least thirty (30) days in advance of that respective meeting.

10.2. Amendments of Articles of Incorporation. After the Articles of Incorporation have been amended and passed along with these Bylaws, no further amendments to the Statement of Purpose can be made.

ARTICLE XI INTERIM PROVISIONS

11.1 The First board of Trustees elected pursuant to these Bylaws shall take office on January 1, 2025.

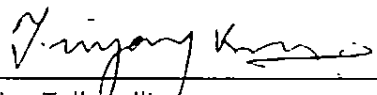
11.2 Interim Board. Until a new Governing Board of Trustees and Officers are elected according to these Bylaws and assume office on January 1, 2025, the current Board of trustees and Officers shall continue to operate and maintain the Temple, and the old Bylaws shall guide them in the performance of their duties.

11.3 Notwithstanding the provisions of sections 2.2, 3.5 and 4.6 particularly and any other relevant provisions of these Bylaws, all members who renew their membership for the year 2017 by September 1st, who have also been members in good standing for the years 2022 and 2023 will be deemed to be eligible to vote and be nominated provided they fulfill all other eligibility qualifications laid down by these Bylaws.

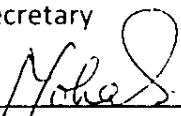
CERTIFICATE

THIS IS TO CERTIFY that the foregoing amended Bylaws of the Shiva-Vishnu Temple of South Florida, Inc. have been approved and adopted by the members unanimously.

IN WITNESS WHEREOF, the undersigned, duly elected and acting as secretary of the Temple, has signed this Certificate and affixed the seal of the Temple hereon this 8th of October 2023.



Vijay Tallapalli
Secretary



Dr. Mohan Thirumala
President

2023 OCT 8 AM 7:31
CLERK OF STATE
TALLAHASSEE, FL
EED