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June 16, 1998

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

EFFECTIVE DATE
10-12-98

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RE: Articles of Incorporation
Govinda Mission, Inc.

Enclosed is an original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above-referenced corporation. Please file the Articles of Incorporation and return a certified copy of the Articles of Incorporation to me via regular mail. Also enclosed is my firm's check for \$122.50, payable to the Florida Secretary of State, for the filing fee and the certified copy.

If you have any questions or incur any difficulties, please telephone me as soon as possible. Thank you for your assistance in this matter.

Very truly yours,

Wade F. Johnson, Jr.

Wade F. Johnson, Jr.

WFJ
Enclosures

FILED
98 JUN 19 AM 10:24
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

86-57-9
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EFFECTIVE DATE
6-12-98

FILED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
GOVINDA MISSION, INC.
a Florida Nonprofit Corporation**

The undersigned Incorporator hereby files these Articles of Incorporation for GOVINDA MISSION, INC., pursuant to Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act.

**Article I.
NAME**

The name of this corporation is GOVINDA MISSION, INC. (herein referred to as the "Corporation").

**Article II.
GENERAL AND SPECIFIC PURPOSES**

This is a nonprofit corporation organized pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

A. The primary purposes for which this Corporation is formed are to provide financial assistance to students, educational institutions, and charitable and religious organizations.

B. The general purposes for which this Corporation is formed are to operate exclusively for such purposes as will qualify it as a charitable and educational organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provision of any subsequent Federal tax laws. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or under the corresponding provisions of any future United States Internal Revenue Code.

C. This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in a political campaign on behalf of any candidate for public office.

**Article III.
TERM**

This Corporation shall commence corporate existence on the 12th day of June, 1998, and shall have perpetual existence unless sooner dissolved according to law.

**Article IV.
QUALIFICATION OF MEMBERS AND
THE MANNER OF THEIR ADMISSION**

This Corporation shall be organized upon a nonstock membership basis, with each membership evidenced by a Certificate of Membership, and shall not be organized upon a stock share basis with shares of stock. The manner of qualification and admission of Members and the number of Members shall be regulated by the Bylaws. The number of Members shall be not less than three; provided, however, that such number may be changed by the Bylaws duly adopted by the Members or as permitted by statute. No person shall be denied membership on the basis of sex, race, color, nationality, or creed.

**Article V.
INCORPORATOR**

The name and street address of the Incorporator of this Corporation is as follows:

Subba K. Reddy
9473 Wickham Way
Orlando, FL 32836

**Article VI.
INITIAL REGISTERED OFFICE AND AGENT
AND MAILING ADDRESS**

The initial registered office of this Corporation and the Corporation's initial mailing address shall be located at 9473 Wickham Way, Orlando, FL 32836, and the initial registered agent of the Corporation at that address shall be Subba K. Reddy. The Corporation may change its registered agent or the location of its registered office or its mailing address from time to time without amendment of these Articles of Incorporation.

**Article VII.
MANAGEMENT OF CORPORATE AFFAIRS**

Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, who shall be appointed and serve at the placing of the Membership. The number of Directors of this Corporation shall

be at least three; provided, however, that the number of Directors shall be regulated by Bylaws duly adopted by a majority vote of the Members entitled to vote who are present and voting at any regular or special meeting called for that purpose.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members, at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term regulated by the Bylaws and until the election and qualification of their successors in office. Annual meetings shall be held as regulated by the Bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law, which relates to action so taken, shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this Corporation authorized the Directors to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of the initial Members of the Corporation and the Board of Directors are as follows:

Subba K. Reddy
9473 Wickham Way
Orlando, FL 32836

Ranga N. Reddy
9473 Wickham Way
Orlando, FL 32836

Lakshmi K. Reddy
9473 Wickham Way
Orlando, FL 32836

Article VIII. BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Florida Not For Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the Corporation, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new Amendments and Bylaws may be adopted, by a majority vote of the Members entitled to vote who are present and voting at any regular or special meeting of the Members called for that purpose.

Article IX.
DISTRIBUTION OF ASSETS

No part of the net earnings of this Corporation shall ever inure to the benefit of any trustee, officer, or member thereof, or to the benefit of any private individual. Upon dissolution of this Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations that have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or under a corresponding section of any future Federal tax code, or to the Federal Government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or director of this Corporation. In the event that all of the corporate assets are not distributed as provided above, then the circuit court of the county in which the principal office of this Corporation is then located shall determine, for such purposes and to such organization or organizations that are organized and operated exclusively for such purposes, how the assets not disposed of as provided above shall be distributed.

Article X.
TAX PROVISIONS

The following provisions related to federal income taxation of the Corporation shall govern all of the Corporation's activities:

A. **Distribution of Income.** The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, as amended, or by the corresponding provisions of any future United States Internal Revenue Code.

B. **Self Dealing.** The Corporation shall not engage in any act of self dealing as defined in Section 4941 of the Internal Revenue Code, as amended, or in the corresponding provisions of any future United States Internal Revenue Code.

C. **Excess Business Holdings.** The Corporation shall not retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code, as amended, or in the corresponding provisions of any future United States Internal Revenue Code.

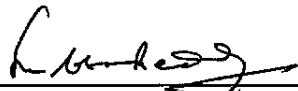
D. **Investments Jeopardizing Charitable Purpose.** The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, as amended, or under the corresponding provisions of any future United States Internal Revenue Code.

E. **Taxable Expenditures.** The Corporation shall not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code, as amended, or in the corresponding provisions of any future United States Internal Revenue Code.

Article XI.
AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors. Amendments shall be adopted by a majority vote of the Members entitled to vote who are present and voting at any regular or special meeting of the Members called for such purpose.

The undersigned, being the Incorporator of this Corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 12th day of June, 1998.



Subba K. Reddy
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

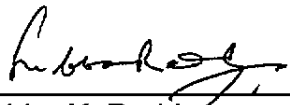
In compliance with Section 48.091, Florida Statutes, the following is submitted:

GOVINDA MISSION, INC., desiring to organize as a nonprofit corporation under the laws of the State of Florida, with its registered office at 9473 Wickham Way, Orlando, FL 32836, has named and designated Subba K. Reddy as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at -the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 12th day of June, 1998.


Subba K. Reddy
Registered Agent

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA