

Charter Number Only

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VALIDATION ONLY

Requestor's Name

Address

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Phone

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CORPORATION(S) NAME

Universal Human Welfare Foundation, INC.



Empire Toll Free: 1-800-432-3028

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99 AUG 24 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input checked="" type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE 1 : NAME

The name and title of the organization shall be the **UNIVERSAL HUMAN WELFARE FOUNDATION**, hereinafter be referred to as UHWF.

ARTICLE 2 : THE NATURE OF THE FOUNDATION

It is a Non-Profit, Non-Political, Educational, Cultural, Social, and Charitable organization within the meaning set forth in Section 501 (c) (3) of the Internal Revenue Code, incorporated in the STATE OF FLORIDA.

ARTICLE 3 : JURISDICTION AND OFFICES

- Section A: The principal office of UHWF shall be located in FLORIDA, and the branching offices may be located in any state of the United States of America and/or overseas.
- Section B: The initial registered office of UHWF will be located at 10605 SW 44th Court, Davie, FL-33328 in the USA, and thereafter, at such a place as may be determined by the Board of Trustees from time to time, as they see fit.

ARTICLE 4 : OBJECTIVES

- Section A: To organize financial and human resources with the intent of helping the orphans, homeless, poor, sick, elderly, distressed and destitute within the USA and abroad, with special attention to women and children.
- Section B: To extend medical, social, cultural, educational and development related support to the citizens of the USA and needy people around the world.

ARTICLE 5 : ADMINISTRATION

- Section A: **MANAGEMENT:**
The activity and affairs of the foundation shall be managed by a Board of Trustees consisting of 11 (eleven) members/trustees.
- Section B: **ELECTION:**
The 11 (eleven) members/trustees which form the Board of Trustees shall be elected at each annual meeting held by UHWF for a term of 1 (one) year. Each elected trustee shall hold office until the termination of his/her term, or until removal through constitutional procedure.

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Section C: CONSENT:

If all or $\frac{1}{4}$ of the members of the Board shall consent, in writing, to any action taken by the foundation, such action shall be recognized as valid corporate action, as though it had been authorized at a meeting held by the Board of Trustees.

ARTICLE 6 : MEETING**Section A: ANNUAL MEETING:**

Beginning with the year 1999, the regular annual meeting of the members shall be held on the last Saturday of August, at a time and place as designated by a majority of the Board of Trustees. Moreover, for elections and other purposes as determined by the Board as well. A written notice of this meeting shall be mailed to each member, by the General Secretary, to their current address at least 4 (four) weeks prior to the date of the meeting.

Section B: SPECIAL MEETING:

For any purpose or purposes, special meetings may be called (unless restricted by the constitution) at any time by the President, or by two third of the Board of Trustees or by not less than 50% of the members, upon written request delivered to the President and General Secretary of the Foundation. Such request shall state the purpose or purposes of the proposed meeting. Written notice of such a meeting stating the date, day, time, place and purpose shall be mailed to each member of the Foundation at least 10(ten) days before the date of the meeting.

Section C : ATTENDENCE QUORUM:

The presence of $\frac{1}{2}$ of the members or $\frac{2}{3}$ of the Board of Trustees shall constitute a quorum for the transaction of business at all General Meeting or Meetings of the Board of Trustees, respectively. Because of the lack of quorum, the members present may adjourn the meeting to such time and place as they may determine.

Section D : VOTING PROXY:

At every meeting of the members, each member shall have the right to one vote in person or by mail/proxy.

ARTICLE 7

AUTHORITIES & RESPONSIBILITIES OF THE
OFFICERS OF THE BOARD OF TRUSTEES

Section A : OFFICERS:

The Board of Trustees shall be formed with following elected Officers/Trustees:

- 1) Founder-Chairman (one)
- 2) President - (one)

- | | |
|--|-------|
| 3) Vice President | (two) |
| 4) General Secretary | (One) |
| 5) Joint Secretary | (two) |
| 6) Treasurer | (one) |
| 7) Director Operation | (one) |
| 8) PUBLIC RELATIONS OFFICER
(LOCAL/FOREIGN) | (two) |

Section B : PRESIDENT:

The President shall preside over all General and Board of Trustees Meetings. He/She shall have all the general Powers and duties which are usually vested in the office of the President of the Foundation or as may designated by the Board of Trustees.

Section C ; SECRETARIAT:

The General Secretary and the Joint Secretaries will constitute the secretariat. The Secretariat will keep records of all meetings and documents of the foundation, shall have custody of the properties and assets of the foundation, shall have charge of such books and papers as the Board of Trustees may direct, all of which shall at all reasonable times, be open to the examination of the Board of Trustees, and shall make all correspondance on behalf of the foundation and in general, perform all the duties incidental to the office of the secretary. The Secretary also shall notify the members of the meetings of the foundation as required by the constitution.

Section D : TREASURY:

The Treasurer shall have the custody of the Funds of the Foundation and shall keep accurate accounts of receipts and disbursements in books of the foundation. Also shall prepare and submit the financial reports to the members of the Board of Trustees 15 days prior to the annual meeting and keep all financial records open for examination by the Board of Trustees at any time.

The treasurer shall cooperate closely with any financial activities of the Foundation. For any monetary withdrawal, the check must be signed by any two of the following officers:

- 1) PRESIDENT
- 2) Secretary
- 3) Treasurer

Section E : VICE PRESIDENT:

The vice President will perform the duties of the president in his absence. The vice president shall discharge any other executive responsibilities as may be designated to them by the Board of Trustees. Besides, the Board of Trustees shall, from time to time designate duties to any of the elected officers from the Board of Trustees, as required by circumstances.

Section F: DIRECTOR OPERATION:

Directors operation shall hold responsibility of organizing all program activities undertaken by the foundation. He/She will be responsible to the Board of Trustees through General Secretary.

Section G: SUBCOMMITTEES:

The Board of Trustees may constitute subcommittees as and when necessary to perform any special activity. In the absence of Founder-Chairman, any member/Trustee of the Board of Trustees shall be the Chairman of any such subcommittee. Any member of the Foundation may be included in such a subcommittee by the Board of Trustees based on need. The functions of each of the subcommittees will be determined by the Board of Trustees as well as by its own members with the Board's approval. The subcommittees shall report to the Board of Trustees through General Secretary.

Section H: MISCELLANEOUS:

The Board of Trustees from time to time by resolution constitute such other committees of members or non-members with such functions, powers, duties and tenure as the Board shall determine.

Section I: ADVISORY COMMITTEE:

The Board of Trustees may at its discretion select an advisory committee from distinguished personalities of International repute to enhance and uplift the cause of this Foundation.

ARTICLE 8 AMENDMENTS

This constitution and these By-laws of the Foundation, the Certificate of Incorporation or any other legal provisions of the Foundation may be altered, amended or repealed at any regular or special meeting by the acceptance of more than 2/3 (two third) of the members present in the meeting. However, a copy of the proposed change/changes must include the notice of the meeting which must be mailed at least 30 days before the day of the proposed meeting.

ARTICLE 9

REGISTRATION AND SUSPENSIONS

The Board of Trustees may suspend or remove from the Board of Trustees or elected office or subcommittees or Advisory committee, any person who violates any provision of the constitution, or any member by speech, act or deed commits any act causing any detriment or damage to the Foundation, provided, however that the General Secretary shall first notify in writing any such member of the charge made against him/her and request the said member to appear for a hearing on said charge before the Board of Trustees. After a fair and full hearing, the Board of Trustees will report its findings at a special meeting called for the purpose of deciding whatever action necessary to be taken against such member. If the said member fails to appear or to give satisfactory explanation of the charge/charges against him/her, he/she may be removed from the Board of Trustees.

ARTICLE !10.
DISSOLUTION

The Foundation may be dissolved permanently by adopting a resolution taken upon by a vote 95% of the members at a duly called meeting or under the procedure set forth in the State of Florida Corporation law.

Upon the dissolution or after the termination of the Foundation no part of the Foundation property or any of the proceeds shall be distributed to or inured to the benefit of any of the members of the Foundation, but all such property and proceeds will be subject to the valid obligation of the Foundation, and to the applicable provision of the Non-Profit corporation Law, Act of 501 (c) (3) of IRS code of 1954.

Besides, no officers or member of the Board of Trustees, shall take any salary in exchange for their services, except as valid remunerations as approved by the Board of Trustees from time to time for specially designated services.

ARTICLE 11

The name of the corporations initial registered agent at 10605 SW 44th Court, Davie, FL 33328, is WAHIDUR SIKDER.

I hereby declare I am familiar with and accept the duties and responsibilities as registered agent for said corporation.



WAHIDUR SIKDER

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ARTICLE 12

The number of directors constituting the initial board of directors are three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
ABUL K. BHUIYAN	10605 SW 44th Court Davie, FL 33328
WAHIDUR SIKDER	10605 SW 44th Court Davie, FL 33328
GOLAMUR RAHMAN	10605 SW 44th Court Davie, FL 33328

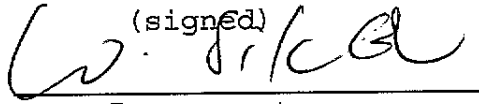
ARTICLE 13

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE 13

The name and address of each incorporator is:

Name	Mailing Address
WAHIDUR SIKDER	10605 SW 44th Court Davie, FL 33328

(signed)

Incorporator

ARTICLE 14

The powers of the incorporators cease upon filing of the Articles of Incorporation.