

Articles of Incorporation of PadmaDal Memorial Foundation

The undersigned, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Alabama, do hereby certify:

ARTICLE I: The name of the Corporation shall be: PadmaDal Memorial Foundation.

ARTICLE II: The duration of the corporation is perpetual.

ARTICLE III: The corporation has been organized exclusively for charitable, educational, and scientific purposes, including, but not limited to: a). to reduce hunger, malnutrition, and poverty; b). to reduce illiteracy; c). to empower rural people; d). to promote environmental awareness and conservation; e). to support the development of sanitation projects in rural communities; f). to establish libraries in rural communities; g). to support training programs and scholarships for the poor, orphans, and disabled students; h). to establish schools in rural communities; i). the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV: The corporation has no members.

ARTICLE V: The street address of the registered office is : 650 North Ross, D-9, Auburn, AL 36830 and the name of the registered agent at that office is: Dr. Lila Bahadur Karki.

ARTICLE VI: The names and addresses of the Directors are:

Dr. Lila Bahadur Karki, 650 North Ross, D-9, Auburn AL 36830

Amrita Chilwal, 205 Douglas Street, Manchester, NH 03102

Raju Sitaula, 250 West Glenn Avenue, #42, Auburn, AL 36830

James E. Robertson IV, 2155 Wedgewood Court, Auburn, AL 36830

ARTICLE VII: The name and address of the incorporator is: Dr. Lila Bahadur Karki, 650 North Ross, D-9, Auburn AL 36830

ARTICLE VIII: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In WITNESS THEREOF, the undersigned incorporator executed these Articles of Incorporation on this the _____ day of _____ 2009.

Lila Bahadur Karki