



KASHMIR EDUCATION INITIATIVE

ARTICLES AND BYLAWS

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5/17/2008	Board	2.0	Added KEI Kashmir as overseas office
3/21/2011	Faisal	2.1	Articles and By Laws after Re-organization
4/1/2011	Faisal	2.2	Included Changes suggested by Legal Counsel. Version that will be voted on in the general body meeting on Apr. 3.
4/3/2011	Board	3.0	Final and approved by board. Approved by Sec. of State, MA on 4/12/2011.

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KEI ARTICLES AND BYLAWS

4/1/2011

1. OBJECTIVE

This document outlines the bylaws of the organization.

2. ARTICLES AND BYLAWS

ARTICLE 1. NAME OF CORPORATION

The name of the corporation shall be KASHMIR EDUCATION INITIATIVE, INC.

ARTICLE 2. OBJECTIVES AND PURPOSES

The primary objective and purpose of this corporation shall be to Enable Kashmiri students to achieve excellence through quality education. The corporation shall endeavor to provide students in Kashmir a supportive environment that promotes self-discipline, motivation, and excellence in learning. The Corporation shall enable access to highly challenging educational enrichment opportunities, provide financial assistance to those with need, and sustain a supportive peer and mentor community. The Corporation considers education to be the primary imperative in the empowerment and development of individuals, institutions and communities. The Corporation shall join forces with parents, the community and like-minded corporations to assist students in developing the skills required by them to become independent and self-sufficient thinkers and actors, so as to succeed and contribute responsibly in a global community.

For providing wider support, the Corporation shall collaborate with other organizations that shall extend the charitable purpose of the Corporation.

ARTICLE 3. ORGANIZATIONAL STRUCTURE

SECTION 1 MEMBERSHIPS

There shall be no members in the Corporation. The corporation shall be run by Directors and Volunteers. The Corporation is not responsible for and does not necessarily endorse the affiliations and opinions of any of the individuals.

SECTION 2 DIRECTORS

2A. POWERS

1. The Corporation shall be governed by a board. Each member of this board shall be referred to as a Director. The activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.
2. The board shall be headed by a mutually agreed upon Director. This position can be referred to as President, Chairman Board of Directors or Chief Executive Officer. For further details see Section President.

3. Unless an officer is hired, one Director shall fulfill the role and perform all duties incident to the office of the secretary of the corporation e.g. but not limited to, organizing meetings, recording minutes and other non-financial book keeping. This position can be referred to as Secretary, Secretary of Board or Chief Operating Officer. For further details see Secretary.
4. Unless an officer is hired, one Director shall fulfill the role and perform all duties incident to the office of the treasurer of the corporation e.g. but not limited to, financial audit, bank account management, issuing payments and recording donations. This position can be referred to as Treasurer, Finance Director or CFO. For further details see Treasurer.

2B. NUMBER

At any given time there shall be no less than 3 and no more than 7 directors. If the number falls below 3, the Board shall go into a Suspended State (See Article 9).

2C. TERMS OF OFFICE

1. Each Director shall serve a term of 1 or 2 years.
2. The 2 year positions will be open for nominations every alternate year. At no time shall all 2 year term positions be up for nomination.
3. At any given time the difference in the number of Directors with 1 year and 2 year terms shall not exceed 1. Term start and end shall coincide with the tax year of The Corporation.
4. There shall be a lifetime limit of 2 non-consecutive terms. Only under well documented extenuating circumstances and non-availability of any other individual to fill the position, shall any director's term be extended beyond 2. This decision shall be supported by at least 3/4th of the board of directors.

2D. COMPENSATION

Directors shall serve without compensation.

2E. REGULAR MEETINGS

The board shall meet at least once a month. Meetings may be virtual (telephonic, internet-based) or physical gatherings. These shall be official organizational meetings and minutes of these meetings shall be final and binding.

2F. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairman of the board, or by any two Directors.

2G. NOTICE OF MEETINGS

Regular Meetings of the board shall be held upon a minimum notice of one week. Special Meetings of the board shall be held upon a minimum notice of 48 hours.

2H. QUORUM

Quorum for all purposes shall constitute no less than 51% of the board

2I. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless otherwise specified in these by-laws.

2J. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Board, or, if no such person has been so elected or, in his or her absence, a Director chosen by a simple majority of the Directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

2K. ELECTION OF NEW DIRECTORS

1. The Directors shall be elected by a Process of Nomination. The directors can nominate individuals, from the pool of volunteers, that they consider in the past have proved their value to the corporation. The qualifications necessary for being nominated are
 - Shall be one of the three: DIRECTOR, DONOR, and VOLUNTEER.
 - Associated with The Corporation for at least two years in one of the 3 capacities.
 - Possesses 'one' of the following
 - Sustained donations totaling a minimum of \$10,000/-
 - Contributed substantial effort totaling a minimum of 200 hrs to one of the Corporation projects/focus areas
 - The key players in a successful project under the Corporation banner.
 - Organized at least two successful fundraisers.
2. Under extenuating circumstances, when no qualifying individual is available, shall the board nominate the next best candidate. Such a decision shall be documented and supported by at least 3/4th of the board of directors.
3. Whenever, there is a position open, call for nominations shall be sent out at that shall remain open for least 30 days. This shall be known as nomination period.
4. The secretary compiles this list and checks for qualifications.
5. A nominee has to accept the nomination and then the candidacy shall be considered by the existing board during the nomination period. Decisions shall be reached based on the established process of decision making.
6. Secretary then sends it out to the Board for deliberation.
7. Terms of existing directors can be changed (increased or reduced) during a nomination period, as long as a) no other clause of the By Laws are violated and b) the length of the final term is to be calculated from the earliest appointment date.
8. The term of a director cannot be renewed. An existing Director can be nominated for a second term after skipping one nomination period, as long as they have not already served two times (lifetime limit).

2L. DUTIES

1. Every director shall abide by the Articles and By-laws of the corporation. The director shall acknowledge under oath that the donors are placing a trust in them, it shall be a privilege and honor to work for The Corporation and that they shall fulfill this trust in accordance to the Corporation bylaws and the laws of the land. The Director shall also testify that, at any point, if they are unable to fulfill the responsibilities assigned to them, they shall voluntarily withdraw from the board.
2. Each director shall fulfill a role (i.e. area of focus) within the Corporation. These roles are, but not limited to, strategy, finance, fundraising, processes, etc.
3. Each role shall have a set of assigned responsibilities that shall have to be fulfilled by the director.

4. At the beginning of the term, the director shall create a work plan, both short and long term, based on which they shall fulfill that responsibility.
5. Every director has to attend at least 3/4th of the total number of meetings held in that year, failing which; certain mitigation actions shall be taken. This may include one or more of the following a) written reminder from BOD, b) assurance from director in question, c) reduction in term or d) possible termination (see Removal).
6. The directors shall supervise and mentor volunteers assisting them to fulfill their responsibilities in their corresponding roles within The Corporation.
7. At the end of each calendar year, every director shall furnish a summary of the achievements and accomplishments to the President of the Corporation. This shall include the number of meetings attended in that year, volunteer report and accomplishments. This summary, after an optional discussion between President and the Director, shall be made available to the BOD and included in the annual report of accomplishments for the corporation.

2M. VACANCIES

Vacancies on the Board of Directors shall exist:

- When a Director completes the term, or
- On the death, resignation or removal of any director

2N. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

2O. REMOVAL

Any Director may be removed by the Board of Directors, the removal decision shall be supported by no less than 3/4th of the quorum.

SECTION 3 OFFICERS

The officers of the corporation shall be the President, the Secretary, and the Treasurer. The role of the President shall be fulfilled by a Director from within the Board. The role of the Secretary and the Treasurer shall be fulfilled by qualified individuals hired with reasonable compensation. In the absence of a hired individual for these positions, these roles will be fulfilled, without compensation, by Directors within the board.

3A QUALIFICATION, ELECTION, AND TERM OF OFFICE

1. The term of each of these roles shall be 1 year. Note that this term may be different from the term of director. For example a director with 2-year term can fulfill this role in 1 year of their term.
2. There shall be a two-term limit on any director assuming one of the above roles. Beyond two, the director shall not be eligible for that particular role.
3. Exception to Clause 3A.2 of Article 3. Due to bank account and all central finances being held in State of MA, clause 3A.2 can be relaxed in case of the treasurer, when no other candidate is available from the State of MA.

3B. SUBORDINATE OFFICERS

The Board of Directors may appoint such other subordinate officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors

3C. DUTIES OF PRESIDENT

1. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers.
2. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.
3. Unless another person is specifically appointed as President of the corporation, he or she shall preside at all meetings of the Board of Directors.
4. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.
5. In the absence of President for whatsoever reasons, the secretary or the treasure shall assume the responsibility of the President.
6. Only in cases when a decision cannot be reached by the Board of Directors e.g. split vote, the President shall make the final judgment.

3D. DUTIES OF SECRETARY

1. The Secretary shall, perform all duties incident to the office of Secretary and such other duties as maybe required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
2. Keep a record of minutes of all meetings of the directors, recording therein the time and place of holding, the names of those present or represented at the meeting, and the proceedings thereof.
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by laws of USA and the State of MA.
4. Conduct and moderate the meetings in accordance to the By Laws.
5. Collect annual performance reports from directors and provide them to the President.

3E. DUTIES OF TREASURER

1. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
2. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

5. Exhibit at all reasonable times the books of account and financial records to any director of the corporation.
6. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
8. File annual returns with the Internal Revenue Services as required by the laws of USA.

3F. COMPENSATION

The secretary, treasurer and the sub-ordinate officers shall be compensated reasonably as long as these roles are not being fulfilled by any Director. The hiring and compensation shall be decided upon by at least 3/4th of the board and shall abide by all regulations and policies (such as including but not limited to Conflict of Interest policy) of the Internal Revenue Services and of the State of Massachusetts.

SECTION 4 VOLUNTEERS

The Corporation shall have individuals directly associated with it, which are not directors, but involved in various key aspects of the functioning of the corporation.

4A. NUMBER

There shall be no limit on the number of volunteers. However, to ensure proper resource management, the number of volunteers assigned to each project or task shall be limited in accordance to the total number of volunteers available, other projects in need of volunteers and the effort required for the particular task

4B. COMPENSATION

Volunteers shall serve without compensation.

4C. DUTIES

1. Every volunteer shall report directly or indirectly to a Director responsible for the particular role under which the task belongs.
2. Volunteers shall be actively recruited on a constant basis and the inclusion shall follow a particular process. Please see Volunteer recruitment process for further details. The volunteer may be recruited for a particular task based on expertise or as a general resource passionate about the vision and mission of the Corporation. In the latter case, the volunteers shall always report into Director in charge of volunteer base development.
3. Upon recruitment, the volunteer shall be handed a volunteer kit that shall explain the vision, functioning and core values of the Corporation. It shall always outline the metrics for the evaluation of the volunteer.
4. At the end of each year the manager of the volunteer shall provide the volunteer with an evaluation report. Based on the report, the star performers can be considered for inclusion in an elite pool of volunteers (e.g. project responsibilities, mentoring other volunteers and eventually nomination to board of directors).
5. Every volunteer shall abide by the Articles and By-laws of the corporation. The volunteer shall acknowledge under oath that the corporation is placing a trust in them, it shall be a privilege and honor to work for the Corporation and that they shall fulfill this trust in accordance to the Corporation bylaws and the laws of the land. The volunteer shall also

testify that, at any point, if they are unable to fulfill the responsibilities assigned to them, they shall voluntarily withdraw. This shall constitute a written contract between the volunteer and the Corporation duly signed by both parties.

6. Every volunteer has to meet at least 3/4th of the total action item deadlines assigned to them in that year, failing which, certain mitigation actions shall be taken. This may include one or more of the following a) written reminder from the director, b) assurance from volunteer in question, c) possible termination.

4D. NON-LIABILITY OF VOLUNTEERS

The volunteers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

4E. TERMS OF OFFICE

The volunteers shall serve an unlimited term and can resign at will.

SECTION 5 EMPLOYEES OR SERVICE PROVIDERS

5A. SCOPE

1. The Corporation occasionally may hire individuals or receive paid services, at reasonable compensations. These could be full time or part time depending on the nature of the duties to be performed. They could also be service providers or vendors including, but not limited to, registered accountants for audit purposes, legal counsel, caterers for fundraising events, website developers etc.
2. The relationship between the Corporation and such individuals will be defined solely on the type of service being provided and the mutually agreed upon contract.

SECTION 6 DONORS

The individual making financial contribution to the Corporation is referred to as a donor. The donor is the most powerful individual of the corporation as dictated by the IRS and the laws of USA.

6A. RIGHTS

1. The Corporation, in accordance to IRS regulations (corr. Indian regulations), will proactively make financial and project information publicly available (e.g. Form 990 etc.). Under any circumstances, the donors have the right to ask for this information from the Corporation at any time by giving the Corporation an advance notice of 15 days.
2. All donations to the Corporation USA are tax exempt to the fullest extent as allowed by IRS. The donors reserve the right that they will be notified of any changes to this status within 30 days of the date the Corporation is notified or becomes aware of this change.
3. The donors have the right to receive, latest before the tax season, a receipt for their annual donation to the Corporation for tax purposes.

6B. LIMITATION OF RIGHTS

1. Under no circumstances will the Corporation divulge the information of individual donors to other individuals or corporations that do not have the legal authority to access this information, as established by the laws of USA.

2. Unless required by law of USA, the Corporation reserves the right to make the information of the beneficiaries available to donors at its own discretion.
3. The Corporation also reserves the right to make changes to its project portfolio, amend its constitution and by-laws at any time, to the extent as allowed by the laws of USA.

SECTION 7 ADVISORY BOARD

Optionally, there may be an advisory board consisting of renowned and well known subject matter experts (for example, but not limited to, experts in: education, non-profit laws, management etc.). The Board of Directors may from time to time appoint persons to a Board of Advisors. The Board of Advisors will provide advice, references and other assistance as may be prescribed by the Board of Directors. Recommendations of the Board of Advisors shall not be acted upon without the express approval of the Board of Directors.

ARTICLE 4. CONDUCT AND REGULATION

SECTION 1 EXECUTION OF INSTRUMENTS, BANKING, ACCOUNTABILITY AND COMPLIANCE

1A. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

1B. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation of an amount greater than \$5000 (five thousand) shall be signed by the Treasurer and countersigned by the President of the corporation. For any amount less than \$5000 (five thousand), such instruments may be signed by either the Treasurer or the President.

1C. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

1D. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

1E. INVESTMENTS

The Corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of the Corporation.

1F. DISBURSEMENT

No disbursement of money or property of the Corporation shall be made until it is first approved by the Board of Directors of the Corporation. However, the Board of Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the Corporation was formed and to direct the officers of the Corporation from time to time to make disbursements to implement the appropriations.

1G. ACCOUNTABILITY

All financial transactions shall be carefully recorded and supervised by the Board. The Corporation shall have its financial activities, accounts, and books audited, from time to time, by an independent certified public accountant.

1H. COMPLIANCE

The Corporation, including its Board, officers and volunteers, shall comply with all applicable federal, state and local laws and regulations.

SECTION 2 CORPORATE RECORDS AND REPORTS

2A. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of Massachusetts:

- Minutes of all meetings of directors, and of all meetings of members, indicating the time and place of holding such meetings, the names of those present and the proceedings thereof;
- A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.
- Digital or paper copies of all such records would satisfy the requirements of records.

2B. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation, which report shall contain the following information in appropriate detail:

- The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

SECTION 3 FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st of January and end on the 31st of December in each year.

SECTION 4 AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of Bylaws of public benefit non-profit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of 3/4th majority of a quorum of Board of Directors, except when the Board is in a suspended state.

SECTION 5 RESTRICTION ON ACTIVITIES

5A. PROFITS AND ASSET SHARING

No volunteer, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

5B. PRESERVATION OF EXEMPT STATUS

The activities of the Corporation are restricted to only those activities which are permitted of corporations which are exempt from U.S. income tax under I.R.C. Section 501(c)(3) and contributions to which are deductible under I.R.C. Sections 170(c)(2), 2055(a)(2) and 2522(a)(2), including the making of distributions to corporations that qualify as exempt corporations under I.R.C. Section 501(c)(3), but only for charitable or educational purposes within the meaning of those terms as used in I.R.C. Section 501(c)(3).

5C. NO PROPAGANDA

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 distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

SECTION 6 SUSPENDED STATE

6A. SUSPENDED STATE

In case the number of Directors goes below the minimum number of Directors as established by these By-Laws, the corporation shall be in a suspended state that shall remain in effect till the number of directors reaches the minimum and wherein;

- All liabilities and projects shall continue as established before the suspended state and as permitted by the assets of the corporation

- No new liabilities or activities shall be started during the suspended state
- The by-laws shall not be amended.

SECTION 7 CONFLICT OF INTEREST

The Corporation shall adopt a standard Conflict of Interest Policy as regulated by IRS.

SECTION 8 INDEMNIFICATION AND EXCULPATION

The Corporation shall indemnify each person who may be indemnified (the “Indemnities”) or any successor thereto, to the full extent permitted by law. In each and every such situation the Corporation hereby obligates itself to so indemnify the Indemnities, and in each case, if any, where the Corporation must investigate on a case-by-case basis prior to indemnification, the Corporation hereby obligates itself to do so. The Corporation also agrees to indemnify each person whom it may indemnify to the fullest extent permitted by law at any time and from time to time. The Board may also authorize the purchase of insurance to cover either the Indemnities of the Corporation for liability arising from actions taken by Indemnitees in their service of the Corporation

SECTION 9 DISSOLUTION

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to such charitable, scientific or educational organizations, as its Board of Directors shall select, which then qualify under the provisions of Section (501)(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provisions of any subsequent Federal tax laws), for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county where the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine are organized and operated exclusively for such purposes.

SECTION 10 OVERSEAS OFFICE

10A. OVERSEAS OFFICE

The Corporation shall have an overseas corporation in the State of Jammu and Kashmir, India, hereafter referred to as Overseas Office.

10B. ORGANIZATIONAL STRUCTURE

1. The Overseas Office of the Corporation in Kashmir, India has been registered as a non-profit charitable entity under the laws of the State of Jammu and Kashmir and the Republic of India.
2. The Overseas Office shall be obliged to follow laws and regulations as outlined by the local and federal governments in India.

10C. RELATIONSHIP

1. Corporation and Overseas Office shall enter a memorandum of understanding to work jointly on projects approved by the Corporation. All the work will be charitable and non-profit and shall extend the charitable cause of the Corporation.

2. As required by IRS (e.g. in Rev. Rul. 68-489, Rev. Rul. 66-79 etc.), US Federal and State Laws, the Corporation shall have sole authority of vision, strategy and project approvals. Whereas, the corporation shall solicit advice and feedback from the Overseas Office from time to time, the final decisions and control on funds allocated by the Corporation shall remain exclusively with the Corporation.
3. The role of the Overseas Office on the projects approved and funded by the Corporation shall be that of execution. As such the roles of governing body in the Overseas Office will reflect execution, implementation and management of projects and vision developed by the Corporation.

ARTICLE 5. ADOPTION OF ARTICLES AND BYLAWS

The articles are amended and adopted unanimously by duly elected directors on the third day of April in the year two thousand and eleven (04/03/2011) in the general body meeting that was constituted by a quorum, as is recorded in the minutes of the said meeting.

ARTICLE 6. EFFECTIVE DATE

Secretary of State, MA signed and approved these articles on 04/12/2011.

ARTICLE 7. PRINCIPAL OFFICE AND BOARD

The principal office of the Corporation shall be located at 113 West Plain St., Wayland, MA 01778. The office at the time of adopting these articles is:

Title	Individual Name	Address	Expiration of Term
DIRECTOR	TAHIR QAZI	2 SADDLEHORN DRIVE CHERRY HILL, NJ 08003 USA	12/31/2012
DIRECTOR	MOHAMMAD AMIN BHAT	21065 MOSSY GLEN TERRACE ASHBURN, VA 20147 USA	12/31/2012
DIRECTOR	ALI MOHD NADROO	5 WOODCREST DR. SYOSSET, NY 11791 USA	12/31/2011
DIRECTOR	HINA KAUSAR	7 LIBERTY ROAD MEDWAY, MA 02053 USA	12/31/2011
DIRECTOR	SUHAIL RASHID	535 PIERCE ST., APT. 3310 ALBANY, CA 94706 USA	12/31/2011
DIRECTOR	NASSEER MASOODI	PO BOX 4346 DOWLING PARK, FL 32064 USA	12/31/2011
DIRECTOR	SHAFAT QAUDRI	92 HIGH ROCK ST., WESTWOOD, MA 02090 USA	12/31/2011
PRESIDENT	TAHIR QAZI	2 SADDLEHORN DRIVE CHERRY HILL, NJ 08003 USA	12/31/2011
TREASURER	UMAR SHEIKH	82 BERKELEY ST., #3 BOSTON, MA 02116 USA	12/31/2011
SECRETARY	SUHAIL RASHID	535 PIERCE ST., APT. 3310 ALBANY, CA 94706 USA	12/31/2011



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$35.00

Secretary of the Commonwealth, Corporations Division
One Ashburton Place, 17th floor
Boston, MA 02108-1512
Telephone: (617) 727-9640

[Special Filing Instructions](#)

Restated Articles of Organization

(General Laws, Chapter 180, Section 7)

Federal Employer Identification Number: 421733906 (must be 9 digits)

We, TAHIR QAZI **President** **Vice President**,

and UMAR SHEIKH **Clerk** **Assistant Clerk**,

of KASHMIR EDUCATION INITIATIVE, INC.

located at: 113 WEST PLAIN ST WAYLAND, MA 01778 USA

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting held on: 4/3/2011, by vote of:

3 members, 6 directors, or 0 shareholders,

being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote therein):

ARTICLE I

The exact name of the corporation is:

KASHMIR EDUCATION INITIATIVE, INC.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

THE PRIMARY OBJECTIVE AND PURPOSE OF THIS CORPORATION SHALL BE TO ENABLE KASHMIRI STUDENTS TO ACHIEVE EXCELLENCE THROUGH QUALITY EDUCATION. THE CORPORATION SHALL ENDEAVOR TO PROVIDE STUDENTS IN KASHMIR A SUPPORTIVE ENVIRONMENT THAT PROMOTES SELF-DISCIPLINE, MOTIVATION, AND EXCELLENCE IN LEARNING. THE CORPORATION SHALL ENABLE ACCESS TO HIGHLY CHALLENGING EDUCATIONAL ENRICHMENT OPPORTUNITIES, PROVIDE FINANCIAL ASSISTANCE TO THOSE WITH NEED, AND SUSTAIN A SUPPORTIVE PEER AND MENTOR COMMUNITY. THE CORPORATION CONSIDERS EDUCATION TO BE THE PRIMARY IMPERATIVE IN THE EMPOWERMENT AND DEVELOPMENT OF INDIVIDUALS, INSTITUTIONS AND COMMUNITIES. THE CORPORATION SHALL JOIN FORCES WITH PARENTS, THE COMMUNITY AND LIKE-MINDED CORPORATIONS TO ASSIST STUDENTS IN DEVELOPING THE SKILLS REQUIRED BY THEM TO BECOME INDEPENDENT AND SELF-SUFFICIENT THINKERS AND ACTORS, SO AS TO SUCCEED AND CONTRIBUTE RESPONSIBLY IN A GLOBAL COMMUNITY. FOR PROVIDING WIDER SUPPORT, THE CORPORATION SHALL COLLABORATE WITH OTHER ORGANIZATIONS THAT SHALL EXTEND THE CHARITABLE PURPOSE OF THE CORPORATION.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

SECTION 1 MEMBERSHIPS THERE SHALL BE NO MEMBERS IN THE CORPORATION. THE CORPORATION SHALL BE RUN BY DIRECTORS AND VOLUNTEERS. THE CORPORATION IS NOT RESPONSIBLE FOR AND DOES NOT NECESSARILY ENDORSE THE AFFILIATIONS AND OPINIONS OF ANY OF THE INDIVIDUALS. SECTION 2 DIRECTORS 2A. POWERS 1. THE CORPORATION SHALL BE GOVERNED BY A BOARD. EACH MEMBER OF THIS BOARD SHALL BE REFERRED TO AS A DIRECTOR. THE ACTIVITIES AND AFFAIRS OF THIS CORPORATION SHALL BE CONDUCTED AND ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE DIRECTION OF THE BOARD OF DIRECTORS. 2. THE BOARD SHALL BE HEADED BY A MUTUALLY AGREED UPON DIRECTOR. THIS POSITION CAN BE REFERRED TO AS PRESIDENT, CHAIRMAN BOARD OF DIRECTORS OR CHIEF EXECUTIVE OFFICER. FOR FURTHER DETAILS SEE SECTION PRESIDENT. 3. UNLESS AN OFFICER IS HIRED, ONE DIRECTOR SHALL FULFILL THE ROLE AND PERFORM ALL DUTIES INCIDENT TO THE OFFICE OF THE SECRETARY OF THE CORPORATION E.G. BUT NOT LIMITED TO, ORGANIZING MEETINGS, RECORDING MINUTES AND OTHER NON-FINANCIAL BOOK KEEPING. THIS POSITION CAN BE REFERRED TO AS SECRETARY, SECRETARY OF BOARD OR CHIEF OPERATING OFFICER. FOR FURTHER DETAILS SEE SECRETARY. 4. UNLESS AN OFFICER IS HIRED, ONE DIRECTOR SHALL FULFILL THE ROLE AND PERFORM ALL DUTIES INCIDENT TO THE OFFICE OF THE TREASURER OF THE CORPORATION E.G. BUT NOT LIMITED TO, FINANCIAL AUDIT, BANK ACCOUNT MANAGEMENT, ISSUING PAYMENTS AND RECORDING DONATIONS. THIS POSITION CAN BE REFERRED TO AS TREASURER, FINANCE DIRECTOR OR CFO. FOR FURTHER DETAILS SEE TREASURER. 2B. NUMBER AT ANY GIVEN TIME THERE SHALL BE NO LESS THAN 3 AND NO MORE THAN 7 DIRECTORS. IF THE NUMBER FALLS BELOW 3, THE BOARD SHALL GO INTO A SUSPENDED STATE (SEE ARTICLE 9). 2C. TERMS OF OFFICE 1. EACH DIRECTOR SHALL SERVE A TERM OF 1 OR 2 YEARS. 2. THE 2 YEAR POSITIONS WILL BE OPEN FOR NOMINATIONS EVERY ALTERNATE YEAR. AT NO TIME SHALL ALL 2 YEAR TERM POSITIONS BE UP FOR NOMINATION. 3. AT ANY GIVEN TIME THE DIFFERENCE IN THE NUMBER OF DIRECTORS WITH 1 YEAR AND 2 YEAR TERMS SHALL NOT EXCEED 1. TERM START AND END SHALL COINCIDE WITH THE TAX YEAR OF THE CORPORATION. 4. THERE SHALL BE A LIFETIME LIMIT OF 2 NON-CONSECUTIVE TERMS. ONLY UNDER WELL DOCUMENTED EXTENUATING CIRCUMSTANCES AND NON-AVAILABILITY OF ANY OTHER INDIVIDUAL TO FILL THE POSITION, SHALL ANY DIRECTOR'S TERM BE EXTENDED BEYOND 2. THIS DECISION SHALL BE SUPPORTED BY AT LEAST 3/4TH OF THE BOARD OF DIRECTORS. 2D. COMPENSATION DIRECTORS SHALL SERVE WITHOUT COMPENSATION. 2E. REGULAR MEETINGS THE BOARD SHALL MEET AT LEAST ONCE A MONTH. MEETINGS MAY BE VIRTUAL (TELEPHONIC, INTERNET-BASED) OR PHYSICAL GATHERINGS. THESE SHALL BE OFFICIAL ORGANIZATIONAL MEETINGS AND MINUTES OF THESE MEETINGS SHALL BE FINAL AND BINDING. 2F. SPECIAL MEETINGS SPECIAL MEETINGS OF THE BOARD OF DIRECTORS MAY BE CALLED BY THE CHAIRMAN OF THE BOARD, OR BY ANY TWO DIRECTORS. 2G. NOTICE OF MEETINGS REGULAR MEETINGS OF THE BOARD SHALL BE HELD UPON A MINIMUM NOTICE OF ONE WEEK. SPECIAL MEETINGS OF THE BOARD SHALL BE HELD UPON A MINIMUM NOTICE OF 48 HOURS. 2H. QUORUM QUORUM FOR ALL PURPOSES SHALL CONSTITUTE NO LESS THAN 51% OF THE BOARD 2I. MAJORITY ACTION AS BOARD ACTION EVERY ACT OR DECISION DONE OR MADE BY A MAJORITY OF THE DIRECTORS PRESENT AT A MEETING DULY HELD AT WHICH A QUORUM IS PRESENT IS THE ACT OF THE BOARD OF DIRECTORS, UNLESS OTHERWISE SPECIFIED IN THESE BY-LAWS. 2J. CONDUCT OF MEETINGS MEETINGS OF THE BOARD OF DIRECTORS SHALL BE PRESIDED OVER BY THE PRESIDENT OF THE BOARD, OR, IF NO SUCH PERSON HAS BEEN SO ELECTED OR, IN HIS OR HER ABSENCE, A DIRECTOR CHOSEN BY A SIMPLE MAJORITY OF THE DIRECTORS PRESENT AT THE MEETING. THE SECRETARY OF THE CORPORATION SHALL ACT AS SECRETARY OF ALL MEETINGS OF THE BOARD, PROVIDED THAT, IN HIS OR HER ABSENCE, THE PRESIDING

OFFICER SHALL APPOINT ANOTHER PERSON TO ACT AS SECRETARY OF THE MEETING. 2K. ELECTION OF NEW DIRECTORS 1. THE DIRECTORS SHALL BE ELECTED BY A PROCESS OF NOMINATION. THE DIRECTORS CAN NOMINATE INDIVIDUALS, FROM THE POOL OF VOLUNTEERS, THAT THEY CONSIDER IN THE PAST HAVE PROVED THEIR VALUE TO THE CORPORATION. THE QUALIFICATIONS NECESSARY FOR BEING NOMINATED ARE • SHALL BE ONE OF THE THREE: DIRECTOR, DONOR, AND VOLUNTEER. • ASSOCIATED WITH THE CORPORATION FOR AT LEAST TWO YEARS IN ONE OF THE 3 CAPACITIES. • POSSESSES 'ONE' OF THE FOLLOWING O SUSTAINED DONATIONS TOTALING A MINIMUM OF \$10,000/- O CONTRIBUTED SUBSTANTIAL EFFORT TOTALING A MINIMUM OF 200 HRS TO ONE OF THE CORPORATION PROJECTS/FOCUS AREAS O THE KEY PLAYERS IN A SUCCESSFUL PROJECT UNDER THE CORPORATION BANNER. O ORGANIZED AT LEAST TWO SUCCESSFUL FUNDRAISERS. 2. UNDER EXTENUATING CIRCUMSTANCES, WHEN NO QUALIFYING INDIVIDUAL IS AVAILABLE, SHALL THE BOARD NOMINATE THE NEXT BEST CANDIDATE. SUCH A DECISION SHALL BE DOCUMENTED AND SUPPORTED BY AT LEAST 3/4TH OF THE BOARD OF DIRECTORS. 3. WHENEVER, THERE IS A POSITION OPEN, CALL FOR NOMINATIONS SHALL BE SENT OUT AT THAT SHALL REMAIN OPEN FOR LEAST 30 DAYS. THIS SHALL BE KNOWN AS NOMINATION PERIOD. 4. THE SECRETARY COMPILES THIS LIST AND CHECKS FOR QUALIFICATIONS. 5. A NOMINEE HAS TO ACCEPT THE NOMINATION AND THEN THE CANDIDACY SHALL BE CONSIDERED BY THE EXISTING BOARD DURING THE NOMINATION PERIOD. DECISIONS SHALL BE REACHED BASED ON THE ESTABLISHED PROCESS OF DECISION MAKING. 6. SECRETARY THEN SENDS IT OUT TO THE BOARD FOR DELIBERATION. 7. TERMS OF EXISTING DIRECTORS CAN BE CHANGED (INCREASED OR REDUCED) DURING A NOMINATION PERIOD, AS LONG AS A) NO OTHER CLAUSE OF THE BY LAWS ARE VIOLATED AND B) THE LENGTH OF THE FINAL TERM IS TO BE CALCULATED FROM THE EARLIEST APPOINTMENT DATE. 8. THE TERM OF A DIRECTOR CANNOT BE RENEWED. AN EXISTING DIRECTOR CAN BE NOMINATED FOR A SECOND TERM AFTER SKIPPING ONE NOMINATION PERIOD, AS LONG AS THEY HAVE NOT ALREADY SERVED TWO TIMES (LIFETIME LIMIT). 2L. DUTIES 1. EVERY DIRECTOR SHALL ABIDE BY THE ARTICLES AND BY-LAWS OF THE CORPORATION. THE DIRECTOR SHALL ACKNOWLEDGE UNDER OATH THAT THE DONORS ARE PLACING A TRUST IN THEM, IT SHALL BE A PRIVILEGE AND HONOR TO WORK FOR THE CORPORATION AND THAT THEY SHALL FULFILL THIS TRUST IN ACCORDANCE TO THE CORPORATION BYLAWS AND THE LAWS OF THE LAND. THE DIRECTOR SHALL ALSO TESTIFY THAT, AT ANY POINT, IF THEY ARE UNABLE TO FULFILL THE RESPONSIBILITIES ASSIGNED TO THEM, THEY SHALL VOLUNTARILY WITHDRAW FROM THE BOARD. 2. EACH DIRECTOR SHALL FULFILL A ROLE (I.E. AREA OF FOCUS) WITHIN THE CORPORATION. THESE ROLES ARE, BUT NOT LIMITED TO, STRATEGY, FINANCE, FUNDRAISING, PROCESSES, ETC. 3. EACH ROLE SHALL HAVE A SET OF ASSIGNED RESPONSIBILITIES THAT SHALL HAVE TO BE FULFILLED BY THE DIRECTOR. 4. AT THE BEGINNING OF THE TERM, THE DIRECTOR SHALL CREATE A WORK PLAN, BOTH SHORT AND LONG TERM, BASED ON WHICH THEY SHALL FULFILL THAT RESPONSIBILITY. 5. EVERY DIRECTOR HAS TO ATTEND AT LEAST 3/4TH OF THE TOTAL NUMBER OF MEETINGS HELD IN THAT YEAR, FAILING WHICH; CERTAIN MITIGATION ACTIONS SHALL BE TAKEN. THIS MAY INCLUDE ONE OR MORE OF THE FOLLOWING A) WRITTEN REMINDER FROM BOD, B) ASSURANCE FROM DIRECTOR IN QUESTION, C) REDUCTION IN TERM OR D) POSSIBLE TERMINATION (SEE REMOVAL). 6. THE DIRECTORS SHALL SUPERVISE AND MENTOR VOLUNTEERS ASSISTING THEM TO FULFILL THEIR RESPONSIBILITIES IN THEIR CORRESPONDING ROLES WITHIN THE CORPORATION. 7. AT THE END OF EACH CALENDAR YEAR, EVERY DIRECTOR SHALL FURNISH A SUMMARY OF THE ACHIEVEMENTS AND ACCOMPLISHMENTS TO THE PRESIDENT OF THE CORPORATION. THIS SHALL INCLUDE THE NUMBER OF MEETINGS ATTENDED IN THAT YEAR, VOLUNTEER REPORT AND ACCOMPLISHMENTS. THIS SUMMARY, AFTER AN OPTIONAL DISCUSSION BETWEEN PRESIDENT AND THE DIRECTOR, SHALL BE MADE AVAILABLE TO THE BOD AND INCLUDED IN THE ANNUAL REPORT OF ACCOMPLISHMENTS FOR THE CORPORATION. 2M. VACANCIES VACANCIES ON THE BOARD OF DIRECTORS SHALL EXIST: • WHEN A DIRECTOR COMPLETES

THE TERM, OR • ON THE DEATH, RESIGNATION OR REMOVAL OF ANY DIRECTOR 2N. NON-LIABILITY OF DIRECTORS THE DIRECTORS SHALL NOT BE PERSONALLY LIABLE FOR THE DEBTS, LIABILITIES, OR OTHER OBLIGATIONS OF THE CORPORATION. 20. REMOVAL ANY DIRECTOR MAY BE REMOVED BY THE BOARD OF DIRECTORS, THE REMOVAL DECISION SHALL BE SUPPORTED BY NO LESS THAN 3/4TH OF THE QUORUM. SECTION 3 OFFICERS THE OFFICERS OF THE CORPORATION SHALL BE THE PRESIDENT, THE SECRETARY, AND THE TREASURER. THE ROLE OF THE PRESIDENT SHALL BE FULFILLED BY A DIRECTOR FROM WITHIN THE BOARD. THE ROLE OF THE SECRETARY AND THE TREASURER SHALL BE FULFILLED BY QUALIFIED INDIVIDUALS HIRED WITH REASONABLE COMPENSATION. IN THE ABSENCE OF A HIRED INDIVIDUAL FOR THESE POSITIONS, THESE ROLES WILL BE FULFILLED, WITHOUT COMPENSATION, BY DIRECTORS WITHIN THE BOARD. 3A QUALIFICATION, ELECTION, AND TERM OF OFFICE 1. THE TERM OF EACH OF THESE ROLES SHALL BE 1 YEAR. NOTE THAT THIS TERM MAY BE DIFFERENT FROM THE TERM OF DIRECTOR. FOR EXAMPLE A DIRECTOR WITH 2-YEAR TERM CAN FULFILL THIS ROLE IN 1 YEAR OF THEIR TERM. 2. THERE SHALL BE A TWO-TERM LIMIT ON ANY DIRECTOR ASSUMING ONE OF THE ABOVE ROLES. BEYOND TWO, THE DIRECTOR SHALL NOT BE ELIGIBLE FOR THAT PARTICULAR ROLE. 3. EXCEPTION TO CLAUSE 3A.2 OF ARTICLE 3. DUE TO BANK ACCOUNT AND ALL CENTRAL FINANCES BEING HELD IN STATE OF MA, CLAUSE 3A.2 CAN BE RELAXED IN CASE OF THE TREASURER, WHEN NO OTHER CANDIDATE IS AVAILABLE FROM THE STATE OF MA. 3B. SUBORDINATE OFFICERS THE BOARD OF DIRECTORS MAY APPOINT SUCH OTHER SUBORDINATE OFFICERS OR AGENTS AS IT MAY DEEM DESIRABLE, AND SUCH OFFICERS SHALL SERVE SUCH TERMS, HAVE SUCH AUTHORITY, AND PERFORM SUCH DUTIES AS MAY BE PRESCRIBED FROM TIME TO TIME BY THE BOARD OF DIRECTORS 3C. DUTIES OF PRESIDENT 1. THE PRESIDENT SHALL BE THE CHIEF EXECUTIVE OFFICER OF THE CORPORATION AND SHALL, SUBJECT TO THE CONTROL OF THE BOARD OF DIRECTORS, SUPERVISE AND CONTROL THE AFFAIRS OF THE CORPORATION AND THE ACTIVITIES OF THE OFFICERS. 2. HE OR SHE SHALL PERFORM ALL DUTIES INCIDENT TO HIS OR HER OFFICE AND SUCH OTHER DUTIES AS MAY BE REQUIRED BY LAW, BY THE ARTICLES OF INCORPORATION OF THIS CORPORATION, OR BY THESE BYLAWS, OR WHICH MAY BE PRESCRIBED FROM TIME TO TIME BY THE BOARD OF DIRECTORS. 3. UNLESS ANOTHER PERSON IS SPECIFICALLY APPOINTED AS PRESIDENT OF THE CORPORATION, HE OR SHE SHALL PRESIDE AT ALL MEETINGS OF THE BOARD OF DIRECTORS. 4. EXCEPT AS OTHERWISE EXPRESSLY PROVIDED BY LAW, BY THE ARTICLES OF INCORPORATION, OR BY THESE BYLAWS, HE OR SHE SHALL, IN THE NAME OF THE CORPORATION, EXECUTE SUCH DEEDS, MORTGAGES, BONDS, CONTRACTS, CHECKS, OR OTHER INSTRUMENTS WHICH MAY FROM TIME TO TIME BE AUTHORIZED BY THE BOARD OF DIRECTORS. 5. IN THE ABSENCE OF PRESIDENT FOR WHATSOEVER REASONS, THE SECRETARY OR THE TREASURE SHALL ASSUME THE RESPONSIBILITY OF THE PRESIDENT. 6. ONLY IN CASES WHEN A DECISION CANNOT BE REACHED BY THE BOARD OF DIRECTORS E.G. SPLIT VOTE, THE PRESIDENT SHALL MAKE THE FINAL JUDGMENT. 3D. DUTIES OF SECRETARY 1. THE SECRETARY SHALL, PERFORM ALL DUTIES INCIDENT TO THE OFFICE OF SECRETARY AND SUCH OTHER DUTIES AS MAYBE REQUIRED BY LAW, BY THE ARTICLES OF INCORPORATION OF THIS CORPORATION, OR BY THESE BYLAWS, OR WHICH MAY BE ASSIGNED TO HIM OR HER FROM TIME TO TIME BY THE BOARD OF DIRECTORS. 2. KEEP A RECORD OF MINUTES OF ALL MEETINGS OF THE DIRECTORS, RECORDING THEREIN THE TIME AND PLACE OF HOLDING, THE NAMES OF THOSE PRESENT OR REPRESENTED AT THE MEETING, AND THE PROCEEDINGS THEREOF. 3. SEE THAT ALL NOTICES ARE DULY GIVEN IN ACCORDANCE WITH THE PROVISIONS OF THESE BYLAWS OR AS REQUIRED BY LAWS OF USA AND THE STATE OF MA. 4. CONDUCT AND MODERATE THE MEETINGS IN ACCORDANCE TO THE BY LAWS. 5. COLLECT ANNUAL PERFORMANCE REPORTS FROM DIRECTORS AND PROVIDE THEM TO THE PRESIDENT. 3E. DUTIES OF TREASURER 1. HAVE CHARGE AND CUSTODY OF, AND BE RESPONSIBLE FOR, ALL FUNDS AND SECURITIES OF THE CORPORATION, AND DEPOSIT ALL SUCH FUNDS IN THE NAME OF THE CORPORATION IN SUCH BANKS, TRUST COMPANIES, OR OTHER DEPOSITORIES AS SHALL BE SELECTED BY

THE BOARD OF DIRECTORS. 2. RECEIVE, AND GIVE RECEIPT FOR, MONIES DUE AND PAYABLE TO THE CORPORATION FROM ANY SOURCE WHATSOEVER. 3. DISBURSE, OR CAUSE TO BE DISBURSED, THE FUNDS OF THE CORPORATION AS MAY BE DIRECTED BY THE BOARD OF DIRECTORS, TAKING PROPER VOUCHERS FOR SUCH DISBURSEMENTS. 4. KEEP AND MAINTAIN ADEQUATE AND CORRECT ACCOUNTS OF THE CORPORATION'S PROPERTIES AND BUSINESS TRANSACTIONS, INCLUDING ACCOUNTS OF ITS ASSETS, LIABILITIES, RECEIPTS, DISBURSEMENTS, GAINS AND LOSSES. 5. EXHIBIT AT ALL REASONABLE TIMES THE BOOKS OF ACCOUNT AND FINANCIAL RECORDS TO ANY DIRECTOR OF THE CORPORATION. 6. RENDER TO THE PRESIDENT AND DIRECTORS, WHENEVER REQUESTED, AN ACCOUNT OF ANY OR ALL OF HIS OR HER TRANSACTIONS AS TREASURER AND OF THE FINANCIAL CONDITION OF THE CORPORATION. 7. PREPARE, OR CAUSE TO BE PREPARED, AND CERTIFY, OR CAUSE TO BE CERTIFIED, THE FINANCIAL STATEMENTS TO BE INCLUDED IN ANY REQUIRED REPORTS. 8. FILE ANNUAL RETURNS WITH THE INTERNAL REVENUE SERVICES AS REQUIRED BY THE LAWS OF USA. 3F. COMPENSATION THE SECRETARY, TREASURER AND THE SUB-ORDINATE OFFICERS SHALL BE COMPENSATED REASONABLY AS LONG AS THESE ROLES ARE NOT BEING FULFILLED BY ANY DIRECTOR. THE HIRING AND COMPENSATION SHALL BE DECIDED UPON BY AT LEAST 3/4TH OF THE BOARD AND SHALL ABIDE BY ALL REGULATIONS AND POLICIES (SUCH AS INCLUDING BUT NOT LIMITED TO CONFLICT OF INTEREST POLICY) OF THE INTERNAL REVENUE SERVICES AND OF THE STATE OF MASSACHUSETTS. SECTION 4 VOLUNTEERS THE CORPORATION SHALL HAVE INDIVIDUALS DIRECTLY ASSOCIATED WITH IT, WHICH ARE NOT DIRECTORS, BUT INVOLVED IN VARIOUS KEY ASPECTS OF THE FUNCTIONING OF THE CORPORATION. 4A. NUMBER THERE SHALL BE NO LIMIT ON THE NUMBER OF VOLUNTEERS. HOWEVER, TO ENSURE PROPER RESOURCE MANAGEMENT, THE NUMBER OF VOLUNTEERS ASSIGNED TO EACH PROJECT OR TASK SHALL BE LIMITED IN ACCORDANCE TO THE TOTAL NUMBER OF VOLUNTEERS AVAILABLE, OTHER PROJECTS IN NEED OF VOLUNTEERS AND THE EFFORT REQUIRED FOR THE PARTICULAR TASK 4B. COMPENSATION VOLUNTEERS SHALL SERVE WITHOUT COMPENSATION. 4C. DUTIES 1. EVERY VOLUNTEER SHALL REPORT DIRECTLY OR INDIRECTLY TO A DIRECTOR RESPONSIBLE FOR THE PARTICULAR ROLE UNDER WHICH THE TASK BELONGS. 2. VOLUNTEERS SHALL BE ACTIVELY RECRUITED ON A CONSTANT BASIS AND THE INCLUSION SHALL FOLLOW A PARTICULAR PROCESS. PLEASE SEE VOLUNTEER RECRUITMENT PROCESS FOR FURTHER DETAILS. THE VOLUNTEER MAY BE RECRUITED FOR A PARTICULAR TASK BASED ON EXPERTISE OR AS A GENERAL RESOURCE PASSIONATE ABOUT THE VISION AND MISSION OF THE CORPORATION. IN THE LATTER CASE, THE VOLUNTEERS SHALL ALWAYS REPORT INTO DIRECTOR IN CHARGE OF VOLUNTEER BASE DEVELOPMENT. 3. UPON RECRUITMENT, THE VOLUNTEER SHALL BE HANDED A VOLUNTEER KIT THAT SHALL EXPLAIN THE VISION, FUNCTIONING AND CORE VALUES OF THE CORPORATION. IT SHALL ALWAYS OUTLINE THE METRICS FOR THE EVALUATION OF THE VOLUNTEER. 4. AT THE END OF EACH YEAR THE MANAGER OF THE VOLUNTEER SHALL PROVIDE THE VOLUNTEER WITH AN EVALUATION REPORT. BASED ON THE REPORT, THE STAR PERFORMERS CAN BE CONSIDERED FOR INCLUSION IN AN ELITE POOL OF VOLUNTEERS (E.G. PROJECT RESPONSIBILITIES, MENTORING OTHER VOLUNTEERS AND EVENTUALLY NOMINATION TO BOARD OF DIRECTORS). 5. EVERY VOLUNTEER SHALL ABIDE BY THE ARTICLES AND BY-LAWS OF THE CORPORATION. THE VOLUNTEER SHALL ACKNOWLEDGE UNDER OATH THAT THE CORPORATION IS PLACING A TRUST IN THEM, IT SHALL BE A PRIVILEGE AND HONOR TO WORK FOR THE CORPORATION AND THAT THEY SHALL FULFILL THIS TRUST IN ACCORDANCE TO THE CORPORATION BYLAWS AND THE LAWS OF THE LAND. THE VOLUNTEER SHALL ALSO TESTIFY THAT, AT ANY POINT, IF THEY ARE UNABLE TO FULFILL THE RESPONSIBILITIES ASSIGNED TO THEM, THEY SHALL VOLUNTARILY WITHDRAW. THIS SHALL CONSTITUTE A WRITTEN CONTRACT BETWEEN THE VOLUNTEER AND THE CORPORATION DULY SIGNED BY BOTH PARTIES. 6. EVERY VOLUNTEER HAS TO MEET AT LEAST 3/4TH OF THE TOTAL ACTION ITEM DEADLINES ASSIGNED TO THEM IN THAT YEAR, FAILING WHICH, CERTAIN MITIGATION ACTIONS SHALL BE TAKEN. THIS MAY INCLUDE ONE OR MORE OF THE FOLLOWING A) WRITTEN REMINDER

FROM THE DIRECTOR, B) ASSURANCE FROM VOLUNTEER IN QUESTION, C) POSSIBLE TERMINATION. 4D. NON-LIABILITY OF VOLUNTEERS THE VOLUNTEERS SHALL NOT BE PERSONALLY LIABLE FOR THE DEBTS, LIABILITIES, OR OTHER OBLIGATIONS OF THE CORPORATION. 4E. TERMS OF OFFICE THE VOLUNTEERS SHALL SERVE AN UNLIMITED TERM AND CAN RESIGN AT WILL. SECTION 5 EMPLOYEES OR SERVICE PROVIDERS 5A. SCOPE 1. THE CORPORATION OCCASIONALLY MAY HIRE INDIVIDUALS OR RECEIVE PAID SERVICES, AT REASONABLE COMPENSATIONS. THESE COULD BE FULL TIME OR PART TIME DEPENDING ON THE NATURE OF THE DUTIES TO BE PERFORMED. THEY COULD ALSO BE SERVICE PROVIDERS OR VENDORS INCLUDING, BUT NOT LIMITED TO, REGISTERED ACCOUNTANTS FOR AUDIT PURPOSES, LEGAL COUNSEL, CATERERS FOR FUNDRAISING EVENTS, WEBSITE DEVELOPERS ETC. 2. THE RELATIONSHIP BETWEEN THE CORPORATION AND SUCH INDIVIDUALS WILL BE DEFINED SOLELY ON THE TYPE OF SERVICE BEING PROVIDED AND THE MUTUALLY AGREED UPON CONTRACT. SECTION 6 DONORS THE INDIVIDUAL MAKING FINANCIAL CONTRIBUTION TO THE CORPORATION IS REFERRED TO AS A DONOR. THE DONOR IS THE MOST POWERFUL INDIVIDUAL OF THE CORPORATION AS DICTATED BY THE IRS AND THE LAWS OF USA. 6A. RIGHTS 1. THE CORPORATION, IN ACCORDANCE TO IRS REGULATIONS (CORR. INDIAN REGULATIONS), WILL PROACTIVELY MAKE FINANCIAL AND PROJECT INFORMATION PUBLICLY AVAILABLE (E.G. FORM 990 ETC.). UNDER ANY CIRCUMSTANCES, THE DONORS HAVE THE RIGHT TO ASK FOR THIS INFORMATION FROM THE CORPORATION AT ANY TIME BY GIVING THE CORPORATION AN ADVANCE NOTICE OF 15 DAYS. 2. ALL DONATIONS TO THE CORPORATION USA ARE TAX EXEMPT TO THE FULLEST EXTENT AS ALLOWED BY IRS. THE DONORS RESERVE THE RIGHT THAT THEY WILL BE NOTIFIED OF ANY CHANGES TO THIS STATUS WITHIN 30 DAYS OF THE DATE THE CORPORATION IS NOTIFIED OR BECOMES AWARE OF THIS CHANGE. 3. THE DONORS HAVE THE RIGHT TO RECEIVE, LATEST BEFORE THE TAX SEASON, A RECEIPT FOR THEIR ANNUAL DONATION TO THE CORPORATION FOR TAX PURPOSES. 6B. LIMITATION OF RIGHTS 1. UNDER NO CIRCUMSTANCES WILL THE CORPORATION DIVULGE THE INFORMATION OF INDIVIDUAL DONORS TO OTHER INDIVIDUALS OR CORPORATIONS THAT DO NOT HAVE THE LEGAL AUTHORITY TO ACCESS THIS INFORMATION, AS ESTABLISHED BY THE LAWS OF USA. 2. UNLESS REQUIRED BY LAW OF USA, THE CORPORATION RESERVES THE RIGHT TO MAKE THE INFORMATION OF THE BENEFICIARIES AVAILABLE TO DONORS AT ITS OWN DISCRETION. 3. THE CORPORATION ALSO RESERVES THE RIGHT TO MAKE CHANGES TO ITS PROJECT PORTFOLIO, AMEND ITS CONSTITUTION AND BY-LAWS AT ANY TIME, TO THE EXTENT AS ALLOWED BY THE LAWS OF USA. SECTION 7 ADVISORY BOARD OPTIONALLY, THERE MAY BE AN ADVISORY BOARD CONSISTING OF RENOWNED AND WELL KNOWN SUBJECT MATTER EXPERTS (FOR EXAMPLE, BUT NOT LIMITED TO, EXPERTS IN: EDUCATION, NON-PROFIT LAWS, MANAGEMENT ETC.). THE BOARD OF DIRECTORS MAY FROM TIME TO TIME APPOINT PERSONS TO A BOARD OF ADVISORS. THE BOARD OF ADVISORS WILL PROVIDE ADVICE, REFERENCES AND OTHER ASSISTANCE AS MAY BE PRESCRIBED BY THE BOARD OF DIRECTORS. RECOMMENDATIONS OF THE BOARD OF ADVISORS SHALL NOT BE ACTED UPON WITHOUT THE EXPRESS APPROVAL OF THE BOARD OF DIRECTORS.

ARTICLE IV

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

(If there are no provisions state "NONE")

SECTION 1 EXECUTION OF INSTRUMENTS, BANKING, ACCOUNTABILITY AND COMPLIANCE 1A. EXECUTION OF INSTRUMENTS THE BOARD OF DIRECTORS, EXCEPT AS OTHERWISE PROVIDED IN THESE BYLAWS, MAY BY RESOLUTION AUTHORIZE ANY OFFICER OR AGENT OF THE CORPORATION TO ENTER INTO ANY CONTRACT OR EXECUTE AND DELIVER ANY

INSTRUMENT IN THE NAME OF AND ON BEHALF OF THE CORPORATION, AND SUCH AUTHORITY MAY BE GENERAL OR CONFINED TO SPECIFIC INSTANCES. UNLESS SO AUTHORIZED, NO OFFICER, AGENT, OR EMPLOYEE SHALL HAVE ANY POWER OR AUTHORITY TO BIND THE CORPORATION BY ANY CONTRACT OR ENGAGEMENT OR TO PLEDGE ITS CREDIT OR TO RENDER IT LIABLE MONETARILY FOR ANY PURPOSE OR IN ANY AMOUNT. 1B. CHECKS AND NOTES EXCEPT AS OTHERWISE SPECIFICALLY DETERMINED BY RESOLUTION OF THE BOARD OF DIRECTORS, OR AS OTHERWISE REQUIRED BY LAW, CHECKS, DRAFTS, PROMISSORY NOTES, ORDERS FOR THE PAYMENT OF MONEY, AND OTHER EVIDENCE OF INDEBTEDNESS OF THE CORPORATION OF AN AMOUNT GREATER THAN \$5000 (FIVE THOUSAND) SHALL BE SIGNED BY THE TREASURER AND COUNTERSIGNED BY THE PRESIDENT OF THE CORPORATION. FOR ANY AMOUNT LESS THAN \$5000 (FIVE THOUSAND), SUCH INSTRUMENTS MAY BE SIGNED BY EITHER THE TREASURER OR THE PRESIDENT. 1C. DEPOSITS ALL FUNDS OF THE CORPORATION SHALL BE DEPOSITED FROM TIME TO TIME TO THE CREDIT OF THE CORPORATION IN SUCH BANKS, TRUST COMPANIES, OR OTHER DEPOSITORIES AS THE BOARD OF DIRECTORS MAY SELECT. 1D. GIFTS THE BOARD OF DIRECTORS MAY ACCEPT ON BEHALF OF THE CORPORATION ANY CONTRIBUTION, GIFT, BEQUEST, OR DEVISE FOR THE CHARITABLE OR PUBLIC PURPOSES OF THIS CORPORATION. 1E. INVESTMENTS THE CORPORATION SHALL HOLD, MANAGE, AND DISBURSE ANY FUNDS OR PROPERTIES RECEIVED BY IT FROM ANY SOURCE IN A MANNER THAT IS CONSISTENT WITH THE EXPRESSED PURPOSES OF THE CORPORATION. 1F. DISBURSEMENT NO DISBURSEMENT OF MONEY OR PROPERTY OF THE CORPORATION SHALL BE MADE UNTIL IT IS FIRST APPROVED BY THE BOARD OF DIRECTORS OF THE CORPORATION. HOWEVER, THE BOARD OF DIRECTORS SHALL HAVE THE AUTHORITY TO APPROPRIATE SPECIFIC SUMS TO FULFILL THE OBJECTS AND PURPOSES FOR WHICH THE CORPORATION WAS FORMED AND TO DIRECT THE OFFICERS OF THE CORPORATION FROM TIME TO TIME TO MAKE DISBURSEMENTS TO IMPLEMENT THE APPROPRIATIONS. 1G. ACCOUNTABILITY ALL FINANCIAL TRANSACTIONS SHALL BE CAREFULLY RECORDED AND SUPERVISED BY THE BOARD. THE CORPORATION SHALL HAVE ITS FINANCIAL ACTIVITIES, ACCOUNTS, AND BOOKS AUDITED, FROM TIME TO TIME, BY AN INDEPENDENT CERTIFIED PUBLIC ACCOUNTANT. 1H. COMPLIANCE THE CORPORATION, INCLUDING ITS BOARD, OFFICERS AND VOLUNTEERS, SHALL COMPLY WITH ALL APPLICABLE FEDERAL, STATE AND LOCAL LAWS AND REGULATIONS. SECTION 2 CORPORATE RECORDS AND REPORTS 2A. MAINTENANCE OF CORPORATE RECORDS THE CORPORATION SHALL KEEP AT ITS PRINCIPAL OFFICE IN THE STATE OF MASSACHUSETTS: • MINUTES OF ALL MEETINGS OF DIRECTORS, AND OF ALL MEETINGS OF MEMBERS, INDICATING THE TIME AND PLACE OF HOLDING SUCH MEETINGS, THE NAMES OF THOSE PRESENT AND THE PROCEEDINGS THEREOF; • A COPY OF THE CORPORATION'S ARTICLES OF INCORPORATION AND BYLAWS AS AMENDED TO DATE, WHICH SHALL BE OPEN TO INSPECTION BY THE MEMBERS, IF ANY, OF THE CORPORATION AT ALL REASONABLE TIMES DURING OFFICE HOURS. • DIGITAL OR PAPER COPIES OF ALL SUCH RECORDS WOULD SATISFY THE REQUIREMENTS OF RECORDS. 2B. ANNUAL REPORT THE BOARD SHALL CAUSE AN ANNUAL REPORT TO BE FURNISHED NOT LATER THAN ONE HUNDRED AND TWENTY (120) DAYS AFTER THE CLOSE OF THE CORPORATION'S FISCAL YEAR TO ALL DIRECTORS OF THE CORPORATION, WHICH REPORT SHALL CONTAIN THE FOLLOWING INFORMATION IN APPROPRIATE DETAIL: • THE ASSETS AND LIABILITIES, INCLUDING THE TRUST FUNDS, OF THE CORPORATION AS OF THE END OF THE FISCAL YEAR; • THE PRINCIPAL CHANGES IN ASSETS AND LIABILITIES, INCLUDING TRUST FUNDS, DURING THE FISCAL YEAR; • THE REVENUE OR RECEIPTS OF THE CORPORATION, BOTH UNRESTRICTED AND RESTRICTED TO PARTICULAR PURPOSES, FOR THE FISCAL YEAR; • THE EXPENSES OR DISBURSEMENTS OF THE CORPORATION, FOR BOTH GENERAL AND RESTRICTED PURPOSES, DURING THE FISCAL YEAR; SECTION 3 FISCAL YEAR THE FISCAL YEAR OF THE CORPORATION SHALL BEGIN ON THE 1ST OF JANUARY AND END ON THE 31ST OF DECEMBER IN EACH YEAR. SECTION 4 AMENDMENT OF BYLAWS SUBJECT TO ANY PROVISION OF LAW APPLICABLE TO THE AMENDMENT OF BYLAWS OF PUBLIC BENEFIT NON-PROFIT CORPORATIONS, THESE BYLAWS, OR ANY OF THEM, MAY BE

ALTERED, AMENDED, OR REPEALED AND NEW BYLAWS ADOPTED BY APPROVAL OF 3/4TH MAJORITY OF A QUORUM OF BOARD OF DIRECTORS, EXCEPT WHEN THE BOARD IS IN A SUSPENDED STATE. SECTION 5 RESTRICTION ON ACTIVITIES 5A. PROFITS AND ASSET SHARING NO VOLUNTEER, DIRECTOR, OFFICER, EMPLOYEE, OR OTHER PERSON CONNECTED WITH THIS CORPORATION, OR ANY PRIVATE INDIVIDUAL, SHALL RECEIVE AT ANY TIME ANY OF THE NET EARNINGS OR PECUNIARY PROFIT FROM THE OPERATIONS OF THE CORPORATION, PROVIDED, HOWEVER, THAT THIS PROVISION SHALL NOT PREVENT PAYMENT TO ANY SUCH PERSON OF REASONABLE COMPENSATION FOR SERVICES PERFORMED FOR THE CORPORATION IN EFFECTING ANY OF ITS PUBLIC OR CHARITABLE PURPOSES, PROVIDED THAT SUCH COMPENSATION IS OTHERWISE PERMITTED BY THESE BYLAWS AND IS FIXED BY RESOLUTION OF THE BOARD OF DIRECTORS; AND NO SUCH PERSON OR PERSONS SHALL BE ENTITLED TO SHARE IN THE DISTRIBUTION OF, AND SHALL NOT RECEIVE, ANY OF THE CORPORATE ASSETS ON DISSOLUTION OF THE CORPORATION. ALL MEMBERS, IF ANY, OF THE CORPORATION SHALL BE DEEMED TO HAVE EXPRESSLY CONSENTED AND AGREED THAT ON SUCH DISSOLUTION OR WINDING UP OF THE AFFAIRS OF THE CORPORATION, WHETHER VOLUNTARILY OR INVOLUNTARILY, THE ASSETS OF THE CORPORATION, AFTER ALL DEBTS HAVE BEEN SATISFIED, SHALL BE DISTRIBUTED AS REQUIRED BY THE ARTICLES OF INCORPORATION OF THIS CORPORATION AND NOT OTHERWISE. 5B. PRESERVATION OF EXEMPT STATUS THE ACTIVITIES OF THE CORPORATION ARE RESTRICTED TO ONLY THOSE ACTIVITIES WHICH ARE PERMITTED OF CORPORATIONS WHICH ARE EXEMPT FROM U.S. INCOME TAX UNDER I.R.C. SECTION 501(C) (3) AND CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER I.R.C. SECTIONS 170(C)(2), 2055(A)(2) AND 2522(A)(2), INCLUDING THE MAKING OF DISTRIBUTIONS TO CORPORATIONS THAT QUALIFY AS EXEMPT CORPORATIONS UNDER I.R.C. SECTION 501(C)(3), BUT ONLY FOR CHARITABLE OR EDUCATIONAL PURPOSES WITHIN THE MEANING OF THOSE TERMS AS USED IN I.R.C. SECTION 501(C)(3). 5C. NO PROPAGANDA 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 DISTRIBUTING OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF, OR IN OPPOSITION TO, ANY CANDIDATE FOR PUBLIC OFFICE. SECTION 6 SUSPENDED STATE 6A. SUSPENDED STATE IN CASE THE NUMBER OF DIRECTORS GOES BELOW THE MINIMUM NUMBER OF DIRECTORS AS ESTABLISHED BY THESE BY-LAWS, THE CORPORATION SHALL BE IN A SUSPENDED STATE THAT SHALL REMAIN IN EFFECT TILL THE NUMBER OF DIRECTORS REACHES THE MINIMUM AND WHEREIN; • ALL LIABILITIES AND PROJECTS SHALL CONTINUE AS ESTABLISHED BEFORE THE SUSPENDED STATE AND AS PERMITTED BY THE ASSETS OF THE CORPORATION • NO NEW LIABILITIES OR ACTIVITIES SHALL BE STARTED DURING THE SUSPENDED STATE • THE BY-LAWS SHALL NOT BE AMENDED. SECTION 7 CONFLICT OF INTEREST THE CORPORATION SHALL ADOPT A STANDARD CONFLICT OF INTEREST POLICY AS REGULATED BY IRS. SECTION 8 INDEMNIFICATION AND EXCULPATION THE CORPORATION SHALL INDEMNIFY EACH PERSON WHO MAY BE INDEMNIFIED (THE "INDEMNITIES") OR ANY SUCCESSOR THERETO, TO THE FULL EXTENT PERMITTED BY LAW. IN EACH AND EVERY SUCH SITUATION THE CORPORATION HEREBY OBLIGATES ITSELF TO SO INDEMNIFY THE INDEMNITIES, AND IN EACH CASE, IF ANY, WHERE THE CORPORATION MUST INVESTIGATE ON A CASE-BY-CASE BASIS PRIOR TO INDEMNIFICATION, THE CORPORATION HEREBY OBLIGATES ITSELF TO DO SO. THE CORPORATION ALSO AGREES TO INDEMNIFY EACH PERSON WHOM IT MAY INDEMNIFY TO THE FULLEST EXTENT PERMITTED BY LAW AT ANY TIME AND FROM TIME TO TIME. THE BOARD MAY ALSO AUTHORIZE THE PURCHASE OF INSURANCE TO COVER EITHER THE INDEMNITIES OF THE CORPORATION FOR LIABILITY ARISING FROM ACTIONS TAKEN BY INDEMNITEES IN THEIR SERVICE OF THE CORPORATION SECTION 9 DISSOLUTION UPON THE DISSOLUTION OF THE CORPORATION OR THE WINDING UP OF ITS AFFAIRS, THE ASSETS OF THE CORPORATION SHALL BE DISTRIBUTED EXCLUSIVELY TO SUCH CHARITABLE, SCIENTIFIC OR EDUCATIONAL ORGANIZATIONS, AS ITS BOARD OF DIRECTORS SHALL SELECT, WHICH THEN QUALIFY

UNDER THE PROVISIONS OF SECTION (501)(C)(3) OF THE INTERNAL REVENUE CODE OF 1986 (OR ANY CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAWS), FOR A PUBLIC PURPOSE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE CIRCUIT COURT OF THE COUNTY WHERE THE PRINCIPAL OFFICE OF THE ORGANIZATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES. SECTION 10 OVERSEAS OFFICE 10A. OVERSEAS OFFICE THE CORPORATION SHALL HAVE AN OVERSEAS CORPORATION IN THE STATE OF JAMMU AND KASHMIR, INDIA, HEREAFTER REFERRED TO AS OVERSEAS OFFICE. 10B. ORGANIZATIONAL STRUCTURE 1. THE OVERSEAS OFFICE OF THE CORPORATION IN KASHMIR, INDIA HAS BEEN REGISTERED AS A NON-PROFIT CHARITABLE ENTITY UNDER THE LAWS OF THE STATE OF JAMMU AND KASHMIR AND THE REPUBLIC OF INDIA. 2. THE OVERSEAS OFFICE SHALL BE OBLIGED TO FOLLOW LAWS AND REGULATIONS AS OUTLINED BY THE LOCAL AND FEDERAL GOVERNMENTS IN INDIA. 10C. RELATIONSHIP 1. CORPORATION AND OVERSEAS OFFICE SHALL ENTER A MEMORANDUM OF UNDERSTANDING TO WORK JOINTLY ON PROJECTS APPROVED BY THE CORPORATION. ALL THE WORK WILL BE CHARITABLE AND NON-PROFIT AND SHALL EXTEND THE CHARITABLE CAUSE OF THE CORPORATION. 2. AS REQUIRED BY IRS (E.G. IN REV. RUL. 68-489, REV. RUL. 66-79 ETC.), US FEDERAL AND STATE LAWS, THE CORPORATION SHALL HAVE SOLE AUTHORITY OF VISION, STRATEGY AND PROJECT APPROVALS. WHEREAS, THE CORPORATION SHALL SOLICIT ADVICE AND FEEDBACK FROM THE OVERSEAS OFFICE FROM TIME TO TIME, THE FINAL DECISIONS AND CONTROL ON FUNDS ALLOCATED BY THE CORPORATION SHALL REMAIN EXCLUSIVELY WITH THE CORPORATION. 3. THE ROLE OF THE OVERSEAS OFFICE ON THE PROJECTS APPROVED AND FUNDED BY THE CORPORATION SHALL BE THAT OF EXECUTION. AS SUCH THE ROLES OF GOVERNING BODY IN THE OVERSEAS OFFICE WILL REFLECT EXECUTION, IMPLEMENTATION AND MANAGEMENT OF PROJECTS AND VISION DEVELOPED BY THE CORPORATION.

Note: The preceding four (4) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

ARTICLE V

The effective date of the Restated Articles of Organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VI

The information contained in Article VI is not a permanent part of the Articles of Organization.

a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation in *Massachusetts* is:

No. and Street: 113 WEST PLAIN ST
 City or Town: WAYLAND State: MA Zip: 01778 Country: USA

b. The name, residential street address and post office address of each director and officer of the corporation is as follows:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	TAHIR QAZI	2 SADDLEHORN DRIVE CHERRY HILL, NJ 08003 USA 2 SADDLEHORN DRIVE	12/31/2011

		CHERRY HILL, NJ 08003 USA	
TREASURER	UMAR SHEIKH	82 BERKELEY ST., #3 BOSTON, MA 02116 USA 82 BERKELEY ST., #3 BOSTON, MA 02116 USA	12/31/2011
SECRETARY	SUHAIL RASHID	535 PIERCE ST., APT. 3310 ALBANY, CA 94706 USA 535 PIERCE ST., APT. 3310 ALBANY, CA 94706 USA	12/31/2011
DIRECTOR	TAHIR QAZI	2 SADDLEHORN DRIVE CHERRY HILL, NJ 08003 USA 2 SADDLEHORN DRIVE CHERRY HILL, NJ 08003 USA	12/31/2012
DIRECTOR	SUHAIL RASHID	535 PIERCE ST., APT. 3310 ALBANY, CA 94706 USA 535 PIERCE ST., APT. 3310 ALBANY, CA 94706 USA	12/31/2011
DIRECTOR	ALI MOHD NADROO	5 WOODCREST DR. SYOSSET, NY 11791 USA 5 WOODCREST DR. SYOSSET, NY 11791 USA	12/31/2011
DIRECTOR	HINA KAUSAR	7 LIBERTY ROAD MEDWAY, MA 02053 USA 7 LIBERTY ROAD MEDWAY, MA 02053 USA	12/31/2011
DIRECTOR	MOHAMMAD AMIN BHAT	21065 MOSSY GLEN TERRACE ASHBURN, VA 20147 USA 21065 MOSSY GLEN TERRACE ASHBURN, VA 20147 USA	12/31/2012
DIRECTOR	NASSEER MASOODI	PO BOX 4346 DOWLING PARK, FL 32064 USA PO BOX 4346 DOWLING PARK, FL 32064 USA	12/31/2011
DIRECTOR	SHAFAT QAUDRI	92 HIGH ROCK ST., WESTWOOD, MA 02090 USA 92 HIGH ROCK ST., WESTWOOD, MA 02090 USA	12/31/2011

c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:
December

d. The name and business address of the resident agent, if any, of the business entity is:

Name: UMAR SHEIKH
No. and Street: 82 BERKELEY ST., #3
City or Town: BOSTON State: MA Zip: 02116 Country: USA

We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the business entity as heretofore amended, except amendments to the following articles. Briefly describe amendments below:

SHORT SUMMARY OF CHANGES 1. THE ARTICLES HEREBY BEING AMENDED ARE ARTICLE 2, ARTICLE 3 AND ARTICLE 4. 2. THERE WILL BE NO MEMBERS IN KEI. HENCE THERE WILL BE NO MEMBERSHIP FEES. THE DIFFERENT TYPES OF PEOPLE (WITH POSSIBLE OVERLAP) INVOLVED WITH KEI WILL BE DIRECTORS, DONORS AND VOLUNTEERS. 3. THERE WILL BE 1 AND 2 YEAR TERMS FOR DIRECTORS. EARLIER IT WAS ONLY ONE YEAR. THIS WILL GUARANTEE CHANGE AS WELL AS CONTINUITY. 4. UNLESS EXECUTIVE IS HIRED, THERE WILL BE NO SEPARATE EXECUTIVE. THE ROLE OF THE PRESIDENT, SECRETARY AND TREASURER WILL BE ASSUMED BY INDIVIDUALS WITHIN THE BOARD OF DIRECTORS. THIS WILL MAKE THE ORGANIZATION LEANER. 5. THE INCLUSION OF NEW DIRECTORS WILL BE BASED SOLELY ON NOMINATIONS FOLLOWED BY A DISCUSSION AND APPROVAL USING

THE METHOD AS DOCUMENTED IN KEI APPROVAL PROCESS. THE NOMINATIONS WILL COME FROM A POOL OF VOLUNTEERS THAT HAVE BEEN WITH KEI AND CONTRIBUTED SUBSTANTIALLY TO KEI. 6. EACH DIRECTOR WILL FULFILL ONE (OR MORE) ROLES THAT WILL BE CLEARLY DEFINED. AT THE BEGINNING OF THE TERM, A DIRECTOR WILL PRESENT A SHORT PLAN FOR HIS/HER SHORT TERM AND LONG TERM GOALS. 7. DIRECTORS WILL BE EVALUATED BY ONE ANOTHER IN A TRANSPARENT MANNER. METRICS OF EVALUATION WILL ALSO BE SET. AT THE END OF EACH YEAR, A DIRECTOR WILL COMPILE A SHORT SUMMARY OF HIS/HER ACHIEVEMENTS AND SEND IT TO CHAIRMAN BOD, USA. THIS WILL GO INTO THE ANNUAL REPORT. THERE WILL ALSO BE A WELL DEFINED PROCESS TO REMOVE DIRECTORS IF THEY ARE NOT ABLE TO CONTRIBUTE TO KEI. 8. THERE WILL BE TERM LIMITS. LIFETIME LIMIT OF 2 TIMES FOR ASSUMING THE ROLE OF PRESIDENT, SECRETARY OR TREASURER. EXCEPTION IN CASE OF TREASURER APPLICABLE. 9. THERE WILL BE SEPARATE VOLUNTEER BASE AND VOLUNTEERS WILL BE CONSTANTLY RECRUITED. VOLUNTEERS WILL SERVE ON ONE (OR MORE) OF FOCUS AREAS THAT ARE DEFINED BY THE DIRECTORS IN THEIR CAPACITY OF THE ROLES. 10. VOLUNTEERS WILL BE EVALUATED AT END OF YEAR BY DIRECTORS. DUTIES AND METRICS FOR EVALUATION WILL BE DEFINED SO THAT THEY CAN ASSUME INCREASING RESPONSIBILITIES WITHIN THE ORGANIZATION (E.G. NOMINATION TO THE BOD). THERE WILL ALSO BE A WELL DEFINED PROCESS TO REMOVE VOLUNTEERS IF THEY ARE NOT ABLE TO SPEND TIME FOR KEI. 11. THE ADVISORY BOARD WILL BE MADE OPTIONAL. ADVISORY BOARD MAY CONSIST OF RENOWNED AND WELL KNOWN SUBJECT MATTER EXPERTS (FOR EXAMPLE, BUT NOT LIMITED TO, EXPERTS IN: EDUCATION, NON-PROFIT LAWS, MANAGEMENT ETC.) 12. WE CAN NOW HIRE PEOPLE TO PERFORM TASKS. WE HAD PRECLUDED OURSELVES FROM DOING SO BY STATING THAT NOBODY WILL GET ANY COMPENSATION. NOW ONLY DIRECTORS AND VOLUNTEERS WILL SERVE WITHOUT COMPENSATION.

**SIGNED UNDER THE PENALTIES OF PERJURY, this 12 Day of April, 2011,
TAHIR QAZI , President / Vice President,**

UMAR SHEIKH , Clerk / Assistant Clerk.

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

April 12, 2011 05:44 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth