

CERTIFICATION OF INCORPORATION
OF THE
ASIAN-INDIAN COMMUNITY FOUNDATION OF WESTERN NEW YORK, INC
UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

THE UNDERSIGNED, being eighteen (18) years of age or over, for the purpose of forming a corporation pursuant to Section 402 of the Not-For-Profit Corporation Law of New York, does hereby certify:

FIRST: The name of the corporation is: ASIAN-INDIAN COMMUNITY FOUNDATION OF WESTERN NEW YORK, INC.

SECOND: The corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-For-Profit Corporation Law.

THIRD: The corporation is organized, and at all times shall be operated exclusively for charitable, disaster relief, religious, literary, child and family social welfare, scientific, economic or educational purposes, locally as well as internationally. Consistent with the foregoing, one of the purposes of the corporation shall be to financially support and promote the culture of Asian-Indian ethnic heritage. For this purpose the corporation shall seek, receive, hold, maintain, invest, and reinvest money and other real and personal property from time to time as the board of directors may deem prudent.

FOURTH: The following provisions are inserted for the regulation and conduct of the affairs of the corporation:

To have and exercise any and all powers, rights and privileges which a corporation organized under the Not-for Profit Corporation Law of the State of New York may now or hereafter have or exercise by law; provided, however, that:

- A. No part of the net earnings of the corporation shall inure to the benefit of any trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
- B. No part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall it in any manner participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office; nor shall it engage in any transaction defined as "prohibited" under Section 503 of the Code.
- C. Notwithstanding any other provision of this Certificate, the corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific or educational purposes, or for the prevention of cruelty to

children or animals as specified in Section 501 © (3) of the Code and by organization, contributions to which are deductible under the Code.

- D. In the event of termination, dissolution, or winding up of the corporation, its remaining assets, if any, shall be distributed only to one or more organizations described in Section 501 ©(3) of the Code. None of the income, property or assets of the corporation shall ever be distributed to or divided among any officer, director, trustee, creator, organizer of or contributor to the corporation, nor ever be used for or inure to the benefit of any private individual within the meaning of Section 501©(3) of the Code.
- E. Notwithstanding any other provision of this Certificate, if at any time or times the corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times:
- 1.) The corporation shall distribute its income for each taxable year as such time and in such manner as not to subject the corporation to tax under Section 4942 of the code;
 - 2.) The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;
 - 3.) The corporations shall not retain any excess business holdings, as defined in Section 4942© of the Code;
 - 4.) The corporation shall not make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code; and
 - 5.) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.
- F. Any Reference herein to any provision of the Internal Revenue Code of 1986 shall be deemed to mean such provision as now or hereafter existing, amended or superseded, as the case may be.

FIFTH: The management of the affairs of the corporation shall be vested in the Board of Directors, except as otherwise provided in this certificate of incorporation or in the by-laws of the corporation.

The number of directors constituting the Board of Directors shall be no less than three (3) in number or more than eleven (15) or such other number as may be fixed in the by-laws by action of the Board, and each director must be at least eighteen (18) years of age.

SIXTH: The corporation shall be a Type B corporation under Section 201 of the Not For Profit Corporation Law.

SEVENTH: The office of the corporation is to be located in Erie County, New York.

EIGHTH: The names and addresses of the persons constituting the initial board of Directors of the corporation are:

Name	Address
1. Dalip K. Khurana	5 Hidden Meadow Orchard Park NY 14127
2. Shanti Bedmutha	176 Halston Parkway East Amherst NY 14051
3. Bhavesh Kamdar	8215 Golden Oak Circle Williamsville NY 14221
4. Sudha Krishnaswamy	385 Troy Del Way Williamsville NY 14221
5. Sarita N. Kansal	27 Hidden Pines Ct. East Amherst NY 14051
6. C.B. Misra	116 Britannia Dr East Amherst NY 14051
7. Abani Kumar Patra	770 Maple Dr. #7B Williamsville NY 14221

NINTH: If in the judgment of the board of directors the corporation should be dissolved, then the property constituting the principal of the endowment fund and any income shall be transferred to any one or more organizations, so long as they are organizations described in Sections 170(b) (1) (A), 501 (c) (3), 2055 and 2522 of the Code. No provision contained herein shall be construed to authorize the payment or application of income of the corporation or distribution of the property constituting the principal of the endowment fund to or for the support of any organization or individual whose activities or purposes are not charitable in nature, as described in Sections 170 and 501 (c) (3) of the Code.