


UNITED STATES OF AMERICA

State of Louisiana



Joy McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
a copy of the Articles of Incorporation of

HINDU VEDIC SOCIETY OF BATON ROUGE

Domiciled at Baton Rouge, Louisiana, Parish of East Baton Rouge,

A corporation organized under the provisions of R.S. 1950, Title 12, Chapter 2, as amended,

By Act executed on January 31, 1991, and acknowledged on January 31, 1991, the date when corporate existence began,

was filed and recorded in this Office on February 7, 1991, in the Record of Non-Profit Corporations Book 343,

And all fees having been paid as required by law, the corporation is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R. S. 1950, Title 12, Chapter 2, as amended.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,
February 7, 1991

Joy McKeithen

GM

Secretary of State



ARTICLES OF INCORPORATION
OF
HINDU VEDIC SOCIETY OF BATON-ROUGE

BE IT KNOWN that the undersigned incorporators, availing themselves of the benefits of the laws of the State of Louisiana, relative to the organization of non-profit corporations, and particularly of R.S. 12:201-269, organize this non-profit corporation in accordance with the following articles:

ARTICLE I.
NAME

The name of this corporation is
HINDU VEDIC SOCIETY OF BATON ROUGE.

ARTICLE II.
PURPOSE

- A. To uphold and propagate the principles and practices of Hindu religion and way of life.
- B. To cultivate in the followers of Hindu faith, awareness of the philosophy of Hinduism and respect for the people of all colors, creeds, races and religions.
- C. To establish a Hindu Center in the community for religious spiritual and cultural activities.
- D. To maintain and run the Center after it is established and made available to the community.
- E. To have all powers and to engage in all activities which are permitted for non-profit corporations under the Louisiana Business Corporation Law, including buying and selling real estate, which are incidental to and not inconsistent with the above special purposes.

- F. This corporation is a non profit corporation as defined in Section 201 of Title 12 of Louisiana Revised Statutes. No part of the net earnings or other assets of this 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 objectives set forth in this article.
- G. This corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE III.
DURATION**

The duration of the corporation shall be in perpetuity.

**ARTICLE IV.
NON-PROFIT DECLARATION**

This shall be a non-profit corporation.

**ARTICLE V.
REGISTERED OFFICE**

The domicile of this corporation shall be East Baton Rouge Parish, Louisiana and the location and post office address of its registered office shall be The Hindu Vedic Society of Baton Rouge, c/o Mr. Naresh Sharma, 10023 Florida Boulevard, Baton Rouge, Louisiana, 70815.

**ARTICLE VI.
REGISTERED AGENT**

The names and addresses of registered agents are:

Deepak Mehrotra, M.D.
4128 Lake Sherwood East
Baton Rouge, Louisiana 70816

S. Rao Chalasani, M.D.
644 High Plains Avenue
Baton Rouge, Louisiana 70810

ARTICLE VII.
CHARTERED MEMBERS

The names and addresses of the incorporators and chartered members of the Society are as follows:

ARTICLE VIII.
DIRECTORS

The names and addresses of initial directors who will serve until such time as successors may be duly elected under the bylaws of this corporation, are as follows:

Bhishma Agnihotri
685 Kenilworth Parkway
Baton Rouge, LA 70808

Daulat Sthanki
18623 Bayridge Court
Baton Rouge, LA 70816

S. Rao Chalasani
644 High Plains Avenue
Baton Rouge, LA 70810

Jay Jhunjunwala, M.D.
18027 Prestwick Avenue
Baton Rouge, LA

Nandlal Gupta
8644 Briarwood Place
Baton Rouge, LA

Jaswant Jindia
708 Bancroft Way
Baton Rouge, LA 70808

Anil Jain
10941 Neale Fraser Drive
Baton Rouge, LA

Naresh Sharma
19414 Creek Round Avenue
Baton Rouge, LA 70816

ARTICLE IX.
BASIS

This corporation shall be on a non-stock basis.

ARTICLE X.
MEMBERSHIP

Section 1.

Any individual subscribing to the objectives of the society and paying the necessary dues and donations as set forth in the bylaws may become a member. All members shall be expected to be of good character as defined by normal social ethical standards.

Section 2.

A member's spouse will also be considered a member of the society under one membership and will be entitled to vote. A member's entire immediate family will enjoy full privileges of the society except that voting will be limited to husband and wife.

**ARTICLE XI.
OFFICERS**

A. Board of Trustees - The main governing body of the Society shall be called the Board of Trustees, which will consist of a minimum of 4 and a maximum of 30 persons. Not more than half the number of trustees shall be appointed on the basis of contributions made by them to the Society and the remaining shall be elected by the voting membership. All trustees whether appointed or elected, shall have equal voice in all matters coming before the board. Bylaws of the Society shall contain the exact procedure for determining how the appointees shall be selected and how the elections will be conducted.

B. The Board of Trustees shall elect a President, Vice President, Secretary and Treasurer. These four officers shall constitute the Executive Committee.

C. The Board of Trustees shall have the following specific functions:

1. Attend Board meetings regularly
2. Exercise general supervision over the Society's affairs.
3. Authorize legitimate corporate indebtedness.
4. Appoint such standing committees or special committees as may be needed from time to time.

**ARTICLE XII.
DISSOLUTION**

In the event of the dissolution of this Society, all assets of the Society shall be distributed to one or more of non-profit charitable or religious corporations possessing tax exempt status under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

ARTICLE XIII.
AMENDMENTS

Section 1.

The Constitution can be amended by general membership only. A two-thirds majority of the Board of Trustees may approve the motion of Amendment for consideration by the general membership. To become effective the amendment must receive affirmative votes from at least two-thirds of the members returning mail ballots or a two-thirds majority present at the general membership meeting.

ARTICLE XIV.
BY LAWS

The Board of Trustees shall have the power to make, amend and repeal bylaws to govern this society by due process.

THUS DONE AND SIGNED this ____ day of January, 1991 in my office in the City of Baton Rouge, Parish of East Baton Rouge, Louisiana, in the presence of the undersigned competent witnesses, and me, Notary Public, after due reading thereof.

WITNESSES:

Sukh C Sethi
Kishan K. Sethi
Amar Jindal
Narra R RAO
Vijay S. Shestakde
ARUN N. WAGH
B K Agni Ratu
Bobba Rambabu
Jeswant Lal Jindal

Namita Prabhakar Jashi

T. N. Rao

Ravinder M. Arwin

S. Srinivas Reddy

Rajni R. Patel

RAMI

IVER

Ram Kumar

Satyam Reddy

Vidya S. Sankar

Dipak V. V.

Ramnik Modha

Meena Arora

Jay Pr

Jurish M. D. S. M.

Bhushan

Arwin Sura

David J. J. S.

Rajiv R. Yadav

Ashwin Reddy

Prasanna

Sushil Kumar Jain

V. R. Bachireddy

Subhasis Kak

K. Jeeva
Methilal

Khara

Pmellam

Missy

Mahendia Parikh

R. Kangara

P. Subhas C. Reddy
Paulat Shau

Amit Jain

Naveen Sharma

BYLAWS OF
HINDU VEDIC SOCIETY OF BATON ROUGE

ARTICLE I
MEMBERSHIP

Sect.1 All members shall be expected to be of good character as defined by normal social ethical standards. The Board of Trustees decision concerning issues of good character shall be final.

Sect.2 Annual membership dues shall be \$50.00.

Sect.3 Husband and wife both will be considered members under one membership.

Sec.4 Membership shall be of following categories:

Ordinary member	No donation only dues.		
Special member	\$1,000 donation	(includes first year dues)	
Donor member	\$2,000 donation	"	"
Patron member	\$5,000 donation	"	"

Sect.5 All categories of members shall have the right to participate in all committees and other membership priveleges. Minimum donation required will ascertain the category of membership. With additional donation, membership shall be transferred to next higher category when accumulated donation reaches the minimum requirement of that category.

Sect.6 For the year 1990-91, the first year of the society, no dues shall be required for membership.

ARTICLE II
BOARD OF TRUSTEES

Sect.1 The Steering Committee shall be responsible for approving the appointed trustees and conducting elections for the Board of Trustees in the manner prescribed in the bylaws.

Sect.2 The Board of Trustees shall have the power to increase or decrease the total number of trustees at any time.

Sect.3 Appointed trustees shall be selected on the basis of financial contributions made by them to the Society.

Sect.4 Each year a cumulative all time total of all donations made by every member shall be calculated and the persons having the highest total contributions will be nominated for appointment as trustees.

Sect.5 Remaining trustees shall be elected by the general membership on the basis of one person one vote.

Sect.6 Trustees shall be elected for a period of two years, except that in the first election the terms of the elected trustees shall be staggered.

Sect.7 Each year one half of the elected trustees shall retire and new ones elected to replace them.

ARTICLE III
OFFICERS

Sect.1 Trustees shall elect a President, Vice President, treasurer and secretary for the first year only. Thereafter the positions will be filled by rotation.

Sect.2 The President shall serve for one year, after which he shall retire as President, and Vice President shall become President. Similarly the Treasurer shall retire and secretary shall become treasurer.

Sect.3 The position of secretary and the vice president shall be filled by election each year.

Sect.4 The President shall conduct the meetings of the Board as a presiding officer and perform such customary duties as defined in Roberts Rules of Order. He shall present the annual report about the affairs of the society.

Sect.5 The Vice President shall officiate as a President in his absence. He shall also perform such other duties as assigned by the President from time to time.

Sect.6 The Secretary shall act as the recording officer of the society. He shall record and keep the minutes of all meetings. At least a week before any meeting, he shall mail to all appropriate members the minutes of the last meeting and the agenda for the next meeting.

Sect.7 The treasurer shall maintain proper accounts of the society, and shall hold the funds in a suitable manner as determined most appropriate by the Board of Trustees from time to time. He shall make payments when properly authorized. The treasurer shall be responsible for presenting the annual budget.

ARTICLE IV
MEETINGS OF MEMBERS

Sect. 1 There shall be at least one meeting of the entire membership of the Society each year at a place and date designated by the board of Trustees for the purpose of:

- a. Electing and/or installing new members of the Board of Trustees.
- b. Delivering and discussing Board of Trustees report regarding the status and activities of the society in the past year.
- c. Discussing and adopting suggestions from the membership for improving the status and activities of the Society.
- d. Approving the annual budget.
- e. Authorising Board of Trustees to undertake special activities.

Sect. 2 Additional meetings of the entire membership may be called at the discretion of the Board of Trustees or upon the written request of at least 20% of the active members of the Society for conducting special business.

Sect. 3 The secretary shall give a written notice of the time, place and purpose of the meeting to all members entitled to vote, at least 10 days before the meeting.

Sect. 4 A member shall have the right to cast his vote either in person or by proxy duly authorized in writing, signed by the member and filed with the secretary at or before the meeting.

Sect. 5 The presence in person or by proxy of more than one half of the voting members shall constitute a quorum.

ARTICLE V MEETINGS OF TRUSTEES

Sect. 1 The Board of Trustees shall meet at least twice a year for its business. Additional meetings may be called by the President, as often as needed. In the event a Board member is unable to be present at any scheduled meeting, he shall be able to exercise his vote by written proxy given to any Board member.

Executive Committee shall meet at least four times a year or as often as needed to conduct its business. Sect. 2

Sect. 3 The presence in person or by proxy of more than one half of the trustees shall constitute a quorum.


ARTICLE VI GENERAL

Sect.1 All checks must be signed by the treasurer and the President.

Sect.2 Husband and wife both can not become trustees at the same time.

Sect.3 These bylaws may be altered, amended or repealed by an affirmative vote of two thirds (2/3) of the trustees, voting in person or by proxy.

UNITED STATES OF AMERICA



State of Louisiana

Fox McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
a copy of an Amendment to the Articles of Incorporation of

HINDU VEDIC SOCIETY OF BATON ROUGE

A Louisiana corporation domiciled at Baton Rouge,

Said Amendment being by Act before a Notary Public in and
for the Parish of East Baton Rouge, on December 20, 1991,
the date Amendment became effective,

Was filed and recorded in this Office on December 23, 1991,
in the Record of Non-Profit Corporations Book 343,

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,
December 23, 1991*


Fox McKeithen

CH

Secretary of State



UNITED STATES OF AMERICA



State of Louisiana

Jox McKeithen
SECRETARY OF STATE

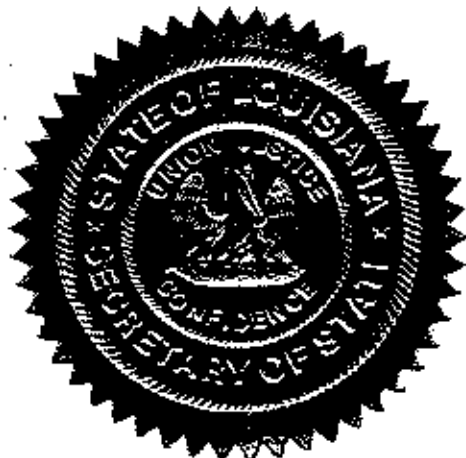
As Secretary of State, of the State of Louisiana, I do hereby Certify that the annexed transcript was prepared by and in this office from the record on file, of which purports to be a copy, and that it is full, true and correct.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

DEC 23 1991

Jox McKeithen

Secretary of State



AMENDMENT TO
ARTICLES OF INCORPORATION
OF
HINDU VEDIC SOCIETY OF BATON ROUGE

BE IT KNOWN that HINDU VEDIC SOCIETY OF BATON ROUGE a non-profit corporation, organized under the laws of the State of Louisiana, appearing herein through its President and Secretary, to avail itself of the provisions of R.S. 12:239-1 does hereby amend by certificate of correction its Articles of Incorporation as follows:

I.

Article II of the original Articles of Incorporation entitled PURPOSE, as filed with the Secretary of State, is an inaccurate record of this corporation's action and intent in that it failed to fully specify the perimeters of the restrictions of corporate activity, and is corrected by adding the following additional paragraph:

ARTICLE II.
PURPOSE

H. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

DONE AND SIGNED this 20th day of December, 1991 in Baton Rouge, Louisiana in the presence of the parties, the undersigned competent witnesses and me, Notary.

WITNESSES:

Jaswant Rai Jindia
Karen W. Issaid

S. RAO CHALASANI
S. RAO CHALASANI, President
RADHA RAMACHANDRAN
RADHA RAMACHANDRAN, Secretary

BEN F. DAY
BEN F. DAY NOTARY PUBLIC
East Baton Rouge, Parish

RESOLUTION OF THE
BOARD OF TRUSTEES OF
HINDU VEDIC SOCIETY OF BATON ROUGE

A meeting of the Board of Trustees for the Hindu Vedic Society of Baton Rouge was held on the 18th day of December, 1991 at its registered office in Baton Rouge, Louisiana. A quorum was present and participating. The following resolution was duly moved, seconded and unanimously adopted:

BE IT RESOLVED that the Articles of Incorporation of this Society be amended by certificate of correction pursuant to R.S. 12:239.1 by to add to "Article II - PURPOSE" subsection H as follows:

H. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

and that the president, S. Rao Chalasani, and the secretary, Radha Ramachandran, be and are hereby authorized to appear on behalf of the corporation and to execute this amendment by certificate of correction to effectuate the purpose hereof.

CERTIFICATE

I, the undersigned Secretary of Hindu Vedic Society of Baton Rouge hereby certify that the above and foregoing is a true and correct copy of a resolution unanimously adopted by the Board of Trustees of this corporation at a meeting on December 18, 1991 in Baton Rouge, Louisiana.



Radha Ramachandran, Secretary

Countersigned:

By: 
S. Rao Chalasani