
**BYLAWS OF
POKHRAMA FOUNDATION A NJ NONPROFIT CORPORATION
(the “Corporation”)**

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POKHRAMA FOUNDATION A NJ NONPROFIT CORPORATION

BYLAWS OF
POKHRAMA FOUNDATION A NJ NONPROFIT CORPORATION
(the “Corporation”)

1. NAME

The name of this corporation is **POKHRAMA FOUNDATION A NJ NONPROFIT CORPORATION.**

2. PRINCIPAL OFFICES OF THE CORPORATION

A. Principal Office

The principal office for the transaction of the business, affairs, and activities of the Corporation is located at 105 GREENWAY TERRACE, PRINCETON, NJ, 08540, in MERCER County, New Jersey. The board of directors (board) may change the principal office from one location to another. Any change of location of the principal office shall be by corporate resolution or noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

B. Other Offices

The board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

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3. PURPOSES AND LIMITATIONS

A. General Purposes

The Corporation is organized for one or more of the purposes permitted by the New Jersey Nonprofit Corporation Act, specifically for charitable and educational purposes. The Corporation is not organized for the private gain of any person.

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (the “IRC”), or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

B. Specific Purposes

Within the context of the general purposes stated above, the specific purpose of the Corporation shall be to raise funds for, and support projects and activities run by the Pokhrama Foundation in India. The Corporation will also contribute services to strengthen

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the policies, guidelines and implementation plans of the Pokhrama Foundation in India. The Pokhrama Foundation in India is a nonprofit Trust, established and existing under the laws of India, that is committed to providing outstanding education to disadvantaged children in the remote, rural parts of India. The Trust also works in the fields of healthcare and sanitation, and for socio-economic development of the local communities in rural areas.

C. Limitations

- (1) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, except as provided in Section 501(h) of the Internal Revenue Code.
- (2) The property of the Corporation is irrevocably dedicated to charitable and educational purposes, as set forth in Subsection 3.A. above. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, private shareholders or members, or to any individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3.
- (3) Upon the dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, all remaining assets shall be distributed for

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one or more exempt purposes within the meaning of Section 501(c)(3) of the IRC, or the corresponding section of any future federal tax code, to an entity which has a similar purpose of the Corporation. Any such asset not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

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4. DIRECTORS

A. Powers of Directors

(1) General Corporate Powers

Subject to the provisions and limitations of the laws of the State of New Jersey, and any other applicable laws, the temporal activities, business, and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

(2) Specific Powers

Without prejudice to the general powers set forth in Subsection 4.A.(1) of these bylaws, but subject to the same limitations, the board shall have the following powers in addition to other powers enumerated in these bylaws:

- a. To select and remove at the pleasure of the board all officers, agents, and employees; to prescribe powers and duties for them as may be consistent with law, the articles of incorporation, and these bylaws; to fix their compensation; and to require from them security for faithful service;
- b. To change the principal office or the principal business office in the State of New Jersey from one location to another; to cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside the State of New Jersey; and to designate any place within or outside the State of New Jersey for holding any meeting of members;

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- c. To conduct, manage, and control the temporal affairs and activities of the Corporation and make such rules and regulations for this purpose, consistent with law, the articles of incorporation, and these bylaws, as they may deem best;
 - d. To adopt and use a corporate seal and alter the form of the seal;
 - e. To borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities; and
 - f. To exercise all other powers conferred by the laws of the State of New Jersey, or other applicable laws, consistent with the articles of incorporation.

B. Number of Directors

The authorized number of directors shall be, at any time, at least three (3) and no more than seven (7). Each Director shall be at least eighteen (18) years of age.

C. Election of Directors

The Board shall determine the initial term of each Director, with such initial term not to exceed two (2) years. Each such director, including a director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

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D. Vacancies on Board

(1) Events Causing Vacancy

A vacancy or vacancies on the board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the declaration by board resolution of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony; or (c) the increase of the authorized number of directors.

(2) Resignations

Except as provided below, any director may resign by giving written notice to the chairman of the board, if any, or to the president, or to a quorum of the directors of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of the State of New Jersey, no director may resign if the Corporation would then be left without a duly elected director.

(3) Filling Vacancies

Vacancies on the board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.

(4) No Vacancy on Reduction of Number of Directors

No reduction of the authorized number of directors shall have the effect of removing any director before that



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director's term of office expires.

E. Directors' Meetings

(1) Place of Meetings

Regular or special meetings of the board may be held at any place within or outside the State of New Jersey that the board may designate by resolution or in the notice of the meeting or, if not so designated, meetings shall be held at the Corporation's principal office. Notwithstanding the above provisions of this Section, a regular or special meeting of the board may be held at any place consented to in writing by all board members, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting.

(2) Meetings by Telephone

Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

(3) Regular Meetings

Regular meetings of the board may be held without call or notice at such time and place as the board shall fix from time to time.

(4) Special Meetings

a. Authority to Call

Special meetings of the board for any purpose may be called at any time by the chairman of the board, if any, the president or any vice president, or the secretary or any two directors.

b. Notice

(i) Manner of Giving Notice

Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Corporation.

(ii) Time Requirements

Notices of special meetings of the board of directors sent by first-class mail shall be deposited in the United States mail at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.

(iii) Notice Contents

The notice of a special meeting of the board of directors shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

(iv) Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(v) Waiver of Notice

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting

and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

(vi) Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(vii) Notice of Adjourned Meeting

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

F. Action Without a Meeting

Any action that the board is required or permitted to take may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as the unanimous vote of the board of directors. All such consents shall be filed with the minutes of the proceedings of the board.

G. Compensation and Reimbursement

Directors shall receive no compensation for their services as

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directors, but may receive reimbursement for expenses in attending meetings.

H. Committees

(1) Committees of the Board

The board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors and no persons who are not directors, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the authorized number of directors. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the board resolution, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- a. Fill vacancies on the board or on any committee that has the authority of the board;
- b. Fix compensation of the directors for serving on the board or on any committee;
- c. Amend or repeal bylaws or adopt new bylaws;
- d. Amend or repeal any board resolution that by its express terms is not so amendable or repealable; or
- e. Create any other committees of the board or appoint members of committees of the board.

(2) Meetings and Action of Committees

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Meetings and actions of committees of the board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by board resolution or, if there is none, by resolution of the committee of the board. Minutes of each meeting of any committee of the board shall be kept and shall be filed with the corporate records. The board may adopt rules for the government of any committee that are consistent with these bylaws or, in the absence of rules adopted by the board, the committee may adopt such rules.

5. OFFICERS

A. Officers of the Corporation

The officers of the Corporation shall be a president, a secretary, and a treasurer (chief financial officer). If required by law, the Corporation shall also have a vice president. If not required by law, the Corporation may have, at the board's discretion, one or more vice presidents. The Corporation may have at the board's discretion, a chairman of the board, one or more assistant secretaries, one or more assistant treasurers (assistant financial officers), and such other officers as may be appointed in accordance with Subsection 5.C. of these bylaws. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer (chief financial officer) may serve concurrently as either the president or the chairman of the board.

B. Election of Officers

All officers shall be elected to hold office for two (2) years. The officers of the Corporation, except those appointed under Subsection 5.C. of these bylaws, shall be chosen by the board and each shall serve at the pleasure of the board, subject to the rights, if any, of any officer under any contract of employment. Each such officer, including an officer elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

C. Other Officers

The board may appoint and may authorize the chairman of the board, the president, or other officer to appoint any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the board.

D. Removal of Officers

Without prejudice to any rights of an officer under any contract of employment, any officer may be removed, with or without cause, by the board and also, if the officer was not chosen by the board, by an officer on whom the board has conferred that power of removal.

E. Resignation of Officers

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and,

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unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

F. Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur.

G. Responsibilities of Officers

(1) Chairman of the Board

If the chairman of the board is elected, he or she shall preside at board meetings and shall exercise and perform such other powers and duties as may be assigned by the board or prescribed by the bylaws. If there is no president, the chairman of the board shall also be the chief executive officer and shall have the powers and duties prescribed by these bylaws for the president of the Corporation.

(2) President

Subject to such supervisory powers as the board may give to the chairman of the board, if any, the president shall, subject to the control of the board, be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers. In the absence of the chairman of the board, or if there is none, the president shall preside at all board meetings. The president shall have such other powers and duties as the board or the bylaws may prescribe.

(3) Vice Presidents

In the absence or disability of the president, the vice presidents, if any, in order of their rank as fixed by the board or, if not ranked, a vice president designated by the board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

(4) Secretary

a. Book of Minutes

The secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was general or special and, if special, how authorized, the notice given, and the names of those present at board and committee meetings. The secretary shall keep or cause to be kept, at the principal office in the State of New Jersey, a copy of the articles of incorporation and bylaws, as amended to date.

b. Notices, Seal, and Other Duties

The secretary shall give, or cause to be given, notice of all meetings of the members, of the board, and of committees of the board required by the bylaws to

be given. The secretary shall keep the corporate seal, if any, in safe custody, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

(5) Treasurer (Chief Financial Officer)

a. Books of Account

The treasurer (chief financial officer) shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the Corporation's properties and transactions. The treasurer (chief financial officer) shall send or cause to be sent to directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

b. Deposit and Disbursement of Money and Valuables

The treasurer (chief financial officer) shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the board may designate, shall disburse the Corporation's funds as the board may order, shall render to the president, chairman of the board, if any, and directors, when requested, an account of all transactions as treasurer (chief financial officer) and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

c. Bond

If required by the board, the treasurer (chief financial officer) shall give the Corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer (chief financial officer) on his or her death, resignation, retirement, or removal from office.

6. INDEMNIFICATION

A. Right of Indemnity

To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any legal or administrative proceeding, and including an action by or in the right of the Corporation.

B. Approval of Indemnity

On written request to the board by any person seeking indemnification, the board shall promptly determine whether the person should be entitled to indemnification, and, if the person is, the board shall authorize indemnification.

C. Advancement of Expenses

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To the fullest extent permitted by law and except as is otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Subsection 6.A. and Subsection 6.B. of these bylaws in defending any proceeding shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

7. INSURANCE

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

8. RECORDS AND REPORTS

A. Maintenance of Corporate Records

The Corporation shall keep:

- (1) Adequate and correct books and records of account; and
- (2) Written minutes of the proceedings of its board and committees of the board.

B. Maintenance and Inspection of Articles and Bylaws

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The Corporation shall keep at its principal office, or if its principal office is not in the State of New Jersey, at its principal business office in this State, the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours. If the principal office of the Corporation is outside the State of New Jersey and the Corporation has no principal business office in this State, the secretary shall, on the written request of any director, furnish to that director a copy of the articles of incorporation and bylaws, as amended to date.

C. Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, and documents of every kind and to inspect the physical properties of the Corporation and each of its subsidiaries for a purpose reasonably related to the director's interests as a director. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

9. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and laws of the State of New Jersey shall govern the construction of these bylaws. If there is any conflict between the provisions of the Certificate of Incorporation and these bylaws, the provisions of the Certificate of Incorporation shall govern. In the event any provision of these bylaws is found to be prohibited by law, regulation or otherwise, such prohibition shall not be deemed to nullify the remainder of these bylaws and the effect shall be solely confined to the prohibited provision.

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Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a legal entity and a natural person.

10. AMENDMENTS

Bylaws may be adopted, amended, or repealed by the approval of the board.

11. FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

12. NON-DISCRIMINATION

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual orientation, gender identity, mental or physical disability or any category protected by state or federal law.

13. ADDITIONAL PROVISIONS

In these Bylaws, the word 'trustee' may be substituted for the word 'director.'

State statutes will control where there is a discrepancy between these Bylaws and State law.



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