

AMEND & RESTATED CHARTER  
OF  
INDIA ASSOCIATION OF MEMPHIS

The undersigned board of directors having capacity to contract and acting as Trustees of a corporation under the Tennessee General Corporation Act hereby adopts the following amendment and restates charter for such corporation:

I

The name of the corporation is INDIA ASSOCIATION OF MEMPHIS.

II

The duration of the corporation is perpetual.

III

The address of the principal office of the corporation in the State of Tennessee shall be, 2224 Lake Page Drive, Collierville, Shelby County, Tennessee, 38017. Said resident agent for the corporation is Mrs. Neena Maniktahla whose permanent address is 2224 Lake Page Drive, Collierville, Shelby County, Tennessee, 38017. In subsequent years, the resident agent of the corporation shall be officer designated by the board of directors as per by-laws of the corporation. It shall be the duty of the Board of Trustees to promptly notify the appropriate governmental authorities of the change of name of the resident agent of the corporation.

IV

The corporation is not for profit.

V

The purpose for which the corporation is organized is exclusively Cultural, religious, educational, literary, civil and charitable including for such purposes the making of distribution to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or any corresponding provision of any future United States Internal Revenue Laws.)

In accordance with the aforementioned cultural, religious, educational, literary, civil and charitable purposes, the corporation is specifically organized to:

- A) To render and/or perform activities related to the above purposes, for those interested.
- B) To provide and impart education concerning India and the celebration of her different cultural festivities.
- C) To aid Indians in the community to achieve better understanding of the American cultures and festivals.
- D) To assist newly arrived students and families to adjust to new environment and to encourage them to take an active part in the community.
- E) To promote socio-cultural interaction among associations with similar purposes in the United States of America and abroad.
- F) To perform any lawful act or exercise any power within the scope of and in furtherance of the purposes stated herein, and within the propriety of a not-for-profit corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Laws.)

#### VI

The membership of India Association of Memphis shall consist of due paying individuals and/or families who have paid their dues and have shown an interest in India and/or her cultural activities.

The determination of the qualifications, rights, privileges and duties of members shall be as designated by duly adopted by-laws of the corporation, it is to be expressly stated therein that any person shall be eligible to be a member regardless of race, color, sex, religion or national origin, and further that the number of members of the corporation shall not be limited.

#### VII

The governing body of the India Association of Memphis shall consist of the President, Vice-president, Secretary, Treasurer, and the Board of Trustees. General body of corporation shall elect the Board of Trustees and the President from the association's membership as per by-laws. The Vice-President, Secretary and Treasurer may be either elected by general body of corporation or appointed by the board of Trustees from the association's membership as per by-laws.

#### VIII

Notwithstanding any other provision of this charter, the 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 of 1954 (or the corresponding sections of any future United States Internal Revenue Laws.)

#### IX

No part of the net earnings of the corporation shall inure to the benefit of, or to be distributed to its members, trustees (directors), officers, or other private persons, except that the compensation of for the services rendered and to make payments and distribution in furtherance of the purposes set forth above.

#### X

No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

#### XI

Upon the dissolution of the corporation, the Board of directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose off all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious, literary, or cultural purposes as shall at the time qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 ( or any corresponding provision of any United States Internal Revenue Laws), as the Board of Directors shall determine. Any such assets not so disposed off shall be disposed off by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes, or to such organizations or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

#### XII

In the event that the corporation is determined as not falling within an exception to private foundation status as set out in sections 509(a)(1), (2), (3), or (4) of the Internal Revenue Code of 1954 (or any corresponding provision of any United States Internal Revenue Laws) upon application to the Internal Revenue Service for a ruling on Private Foundation exception, then the corporation shall be governed by such provisions as follows, in addition to the other provisions of this charter:

A) The corporation will distribute its income for each tax year at such time and in such manner as not to be subject to the tax on undistributed income imposed by section 4942

of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent Federal tax.

B) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

C) The corporation will not retain any excess holdings as defined in section 4943 (c) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent Federal tax Laws.

D) The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent Federal tax Laws.

E) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent Federal tax Laws.

ADOPTED THIS SIXTEENTH DAY OF DECEMBER 2008 by the undersigned as board of directors.

NAME	ADDRESS	SIGNATURE
1. Neena Maniktahla	2224 Lake Page Drive, Collierville, TN 38017	
2. Raj Dave	9506 Gwynnbrook Cv, Germantown TN 38139	
3. Jay Vachaspati	9500 Grove Trail Ln, Germantown TN 38139	
4. Deepak Joshi	8768 Birch Park lane, Germantown TN 38139	
5. Shankar Natrajan	2307 Hickory Crest Dr, Memphis TN 38119	