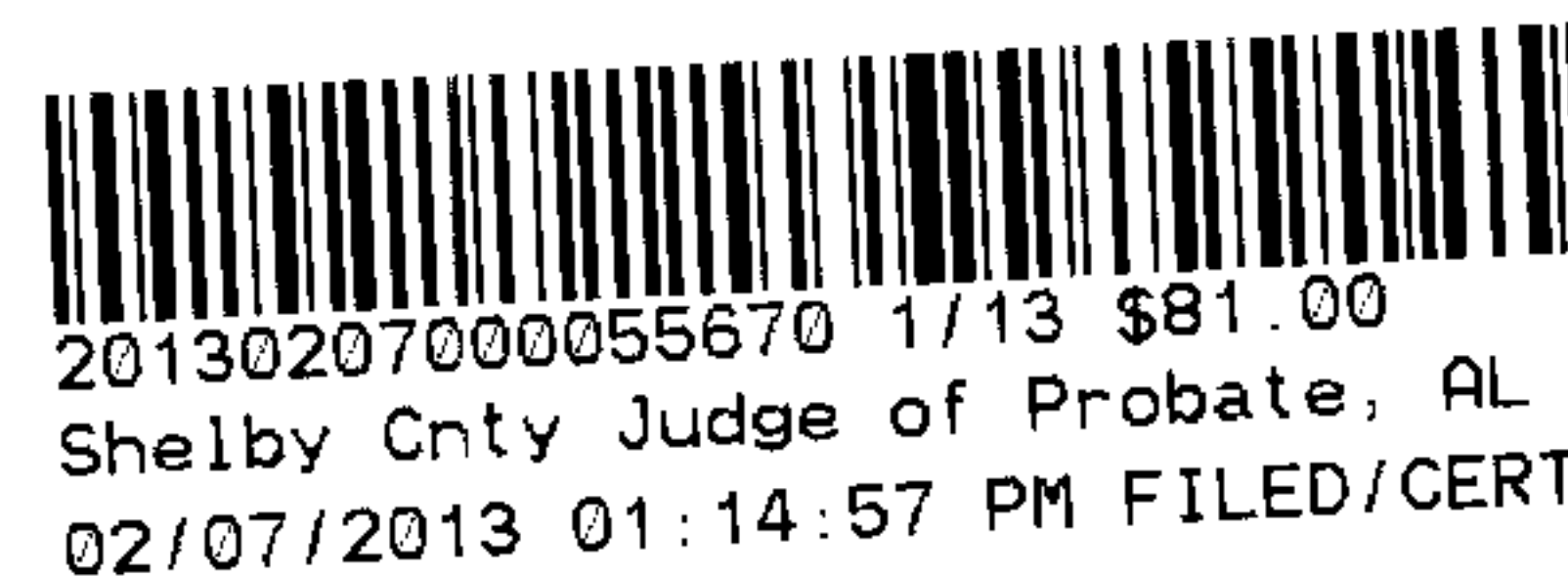


STATE OF ALABAMA

**DOMESTIC NONPROFIT CORPORATION
AMENDMENT TO FORMATION/ARTICLES**

PURPOSE: In order to amend a Nonprofit Corporation's Certificate of Formation/Articles of Incorporation under Section 10A-3-4.02 and 10A-1-3.13 of the Code of Alabama 1975 this Amendment and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the corporation was initially formed/incorporated.

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the corporation's Certificate of Formation was recorded. Contact the Judge of Probate's Office to determine the county filing fees. Make a separate check or money order payable to the **Secretary of State for the state filing fee of \$50.00 for standard processing or \$150.00 if expedited processing within 3 business days of receipt by the Office of the Secretary of State is requested (10A-1-4.31)** and the Judge of Probate's Office will transmit the fee along with a certified copy of the Amendment to the Office of the Secretary of State within 10 days after the filing is recorded. Once the Secretary of State's Office has indexed the filing, the information will appear at www.sos.alabama.gov under the Government Records tab and the Business Entity Records link – you may search by entity name or number. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your Amendment will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.



(For County Probate Office Use Only)

This form must be typed or laser printed.

1. The name of the corporation from the Certificate of Formation/Articles of Incorporation:

Indian Cultural Association of Birmingham

2. The date the Certificate of Formation was filed in the county: 06 / 30 / 2011 (format MM/DD/YYYY)

3. Alabama Entity ID Number (Format: 000-000): 018 - 838 **INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM:** If you do not have this number immediately available, you may obtain it on our website at www.sos.alabama.gov under the Government Records tab. Click on Business Entity Records, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity – this verification step is strongly recommended.

(For SOS Use Only)

This form was prepared by: (type name and full address)

Sunil Sane
6753 Remington Circle
Pelham, Alabama 35124

DOMESTIC NONPROFIT CORPORATION AMENDMENT

4. The county in which the Certificate of Formation was filed: Shelby County
5. The titles, dates, and places of filing of any previous Amendments: N/A

Attach a listing if necessary.

[Instruction on Amendment completion: Be very specific about what must be changed if you are amending existing information. If the amendment includes a name change, a copy of the Name Reservation form issued by the Office of Secretary of State **must** be attached.]

Registered agents and registered agent addresses are changed by filing a Change Of Registered Agent Or Registered Office By Entity form directly with the Office of the Secretary of State (the new agent's signature is required agreeing to accept responsibility). You may file the information as an Amendment also, but the change form must be on file with the Secretary of State per 10A-1-3.12(a) (2) to effect the change in the public records database.]

6. The following amendment was adopted on 02 / 06 / 2013 (format MM/DD/YYYY):

We have attached the amended copy of the Article of Incorporation.

See section 4.0 (a) and Section 13.0 (b) for the amendments

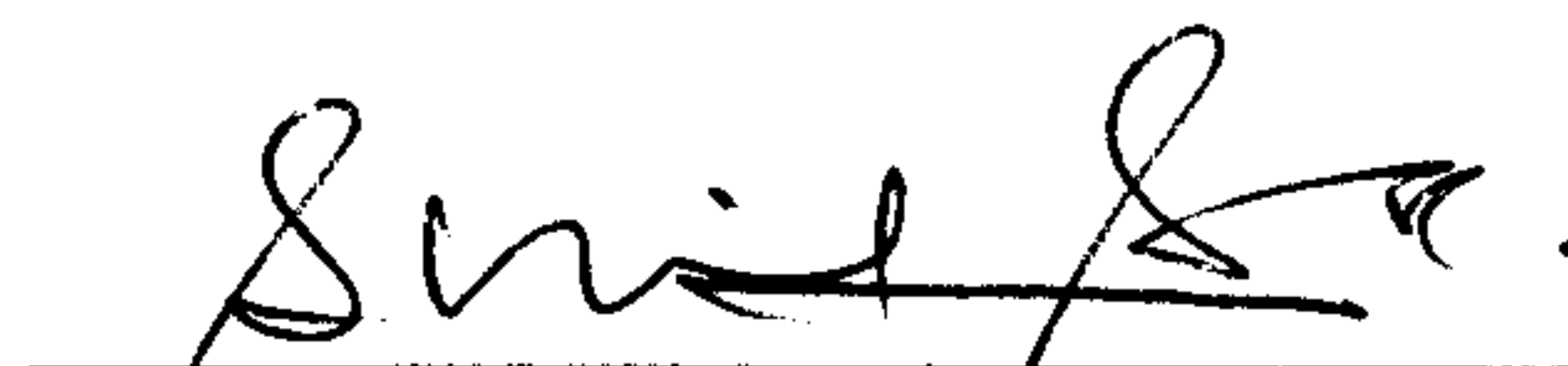
☐ Additional Amendments and the dates on which they were adopted are attached.

7. The Amendment or Amendments have been approved in the manner required by Title 10A of the Code of Alabama 1975 and the governing documents of the entity.

Item 8, 9, or 10 MUST be checked.

8. ☐ The members met on / / (MM/DD/YYYY) and adopted the Amendment by at least two-thirds of the votes entitled to be cast by members present or represented by proxy – a quorum was present.
9. ☐ The Amendment was adopted by a consent in writing signed by all members entitled to vote.
10. ☒ The board of directors met on 02 / 06 / 2013 (MM/DD/YYYY) and adopted the Amendment by majority vote of the directors in office – there are no members or no members entitled to vote.

02 / 06 / 2013
Date (MM/DD/YYYY)



Signature of President or Vice President required by 10A-3-4.02

Sunil Sane - President

Typed Name and Title of Above Signature



DOMESTIC NONPROFIT CORPORATION AMENDMENT

02 / 06 / 2013
Date (MM/DD/YYYY)

George Varghese
Signature of Secretary or Assistant Secretary required by 10A-3-4.02

George Varghese - Secretary
Typed Name and Title of Above Signature

02 / 06 / 2013
Date (MM/DD/YYYY)

U. Vaidya
Witness Signature of Officer Signing Original Formation/Articles required by 10A-3-4.02

Uday Vaidya - Director
Typed Name and Title of Above Signature

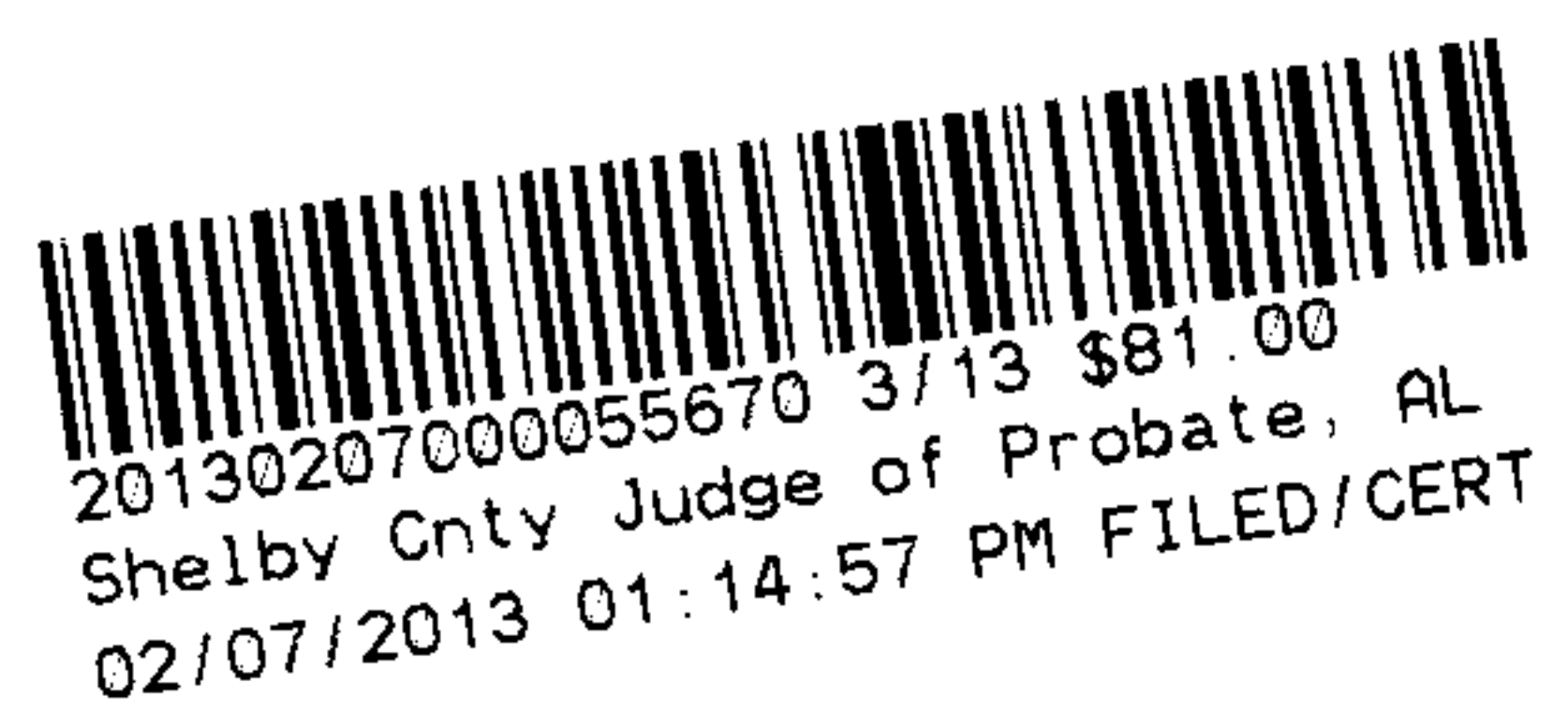
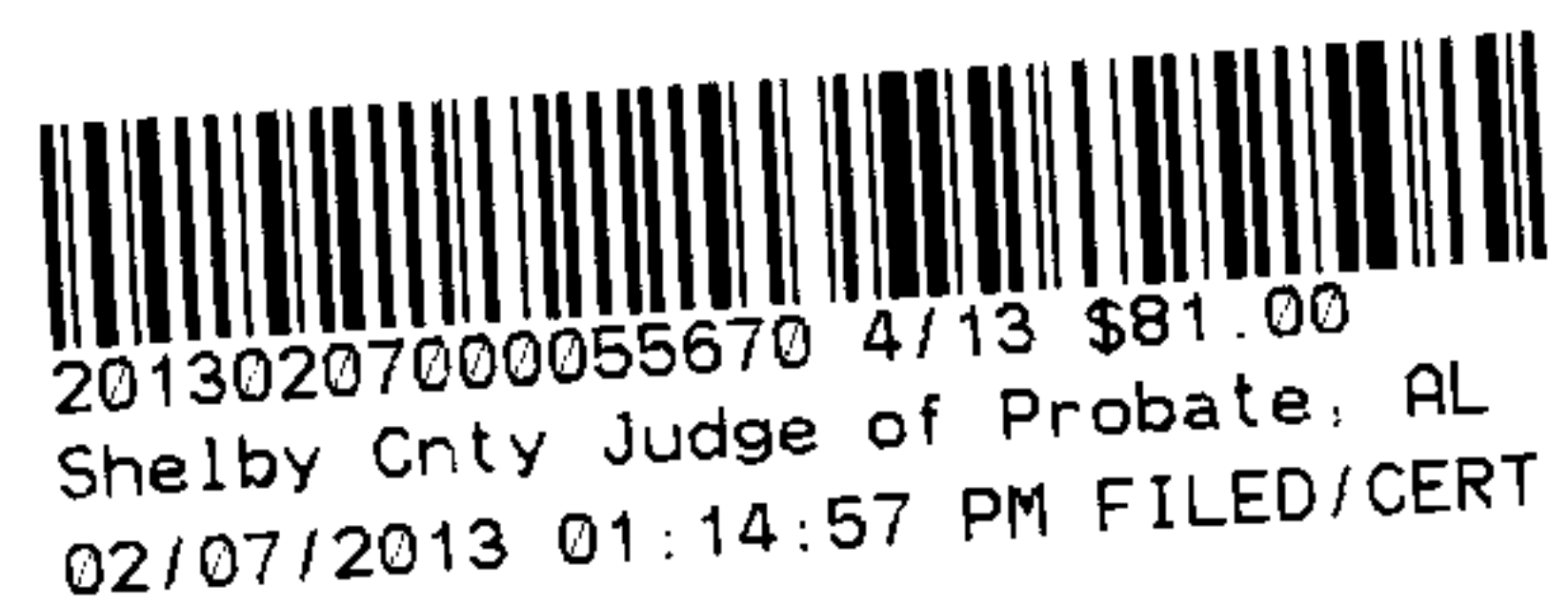


TABLE OF CONTENTS

- 1.0 INTRODUCTION
- 2.0 NAME
- 3.0 ADDRESS
- 4.0 OBJECTIVES
- 5.0 DEFINITIONS
- 6.0 MEMBERSHIP
- 7.0 COMMITTEES
- 8.0 ELECTIONS
- 9.0 MEETINGS
- 10.0 OBLIGATION OF MEMBER
- 11.0 DISCIPLINARY ACTION
- 12.0 AMENDMENTS
- 13.0 DISSOLUTION
- 14.0 GENERAL
- 15.0 AMENDMENTS

Background: Indian Cultural Association of Birmingham (ICAB) was established in 1964 and in 2011 have applied for non-profit charitable organization under IRS code, Section 501(c)(3). ICAB's EIN is 01-0768904. Since its founding, the constitution of ICAB has gone through several amendments over a period of time. Latest amendment made the ICAB constitution in February 2013, to address the IRS requirement for charitable organization.



CONSTITUTION AND BYLAWS OF Indian Cultural Association of Birmingham, Inc.

1.0 INTRODUCTION

2.0 NAME

The name of the organization shall be "Indian American Association of Birmingham," the ICAB.

3.0 ADDRESS


The location and street address of the initial registration office was:

Indian Cultural Association of Birmingham, Inc.
P. O. Box 360033
Hoover, Alabama 35236

4.0 OBJECTIVES

The mission:

- (a) ICAB is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under sections 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- (b) Preserving and celebrating India's unique cultural heritage.
- (c) Providing needed services to members of the community.
- (d) Increasing interaction between the local community and the Indian Diaspora
- (e) Striving to share the gains made by the Indian community in Birmingham with communities in India.


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The mission can be accomplished by activities including, but not limited to, the following:

- (a) Celebrating festivals representing all faiths and cultures of India and commemorating Indian Independence Day and/or special events unique to the Indian Diaspora.
- (b) Increasing the second and third generations' familiarity with Indian culture by providing forums for children to learn and present Indian-language songs, dances, etc.
- (c) Promoting and presenting classical Indian dance and music to the wider community of Birmingham, and Alabama, by working with local agencies to bring famous Indian artists to perform in venues such as the Alabama Theatre, Alys Stevens Center, etc.
- (d) Acting as a link between the various regional, religious, cultural and business organizations within the Indian community.
- (e) Working with the various religious, regional, cultural and business organizations within the Indian community and government agencies, such as the Minority Health Resource Center, to provide those Indians in need with services, such as English classes, citizenship classes, health education, women support services, etc.
- (f) Providing a forum for second and third generation Indians to more easily bridge the gap between the cultures they live in versus the culture they inherited.
- (g) Increasing the visibility of the Indian American community within the wider community of Birmingham through outreach activities in concert with local worship centers, charities and organizations serving minority communities.
- (h) Increasing the visibility of the Indian Community among the political leadership at the state and federal level by organizing regular meetings with state and federal representatives for the purpose of education.
- (i) Identifying a few charity fundraising activities for each year that will show to the mainstream community of Birmingham that we care for the communities we live in. These events could be combined with other activities if time-constrained.
- (j) Providing a forum and resources to students coming from India to aid them in their time of adjustment into their new environment.

5.0 DEFINITIONS

- (a) Family: The term "Family" shall include husband, wife, unmarried children, unmarried brothers and sisters and retired parents of either spouse living jointly as single household. Earning families within joint-family dwellings and earning non-student singles are considered independent families.
- (b) Fiscal Year: The fiscal year of the ICAB shall be the calendar year from January 1 to December 31.
- (c) General Body: A body of the paid members of the ICAB.
- (d) General Election: Election participated in by the paid members of the ICAB.
- (e) ICAB Officers: Members of the Board and the Executive Committee.

6.0 MEMBERSHIP

- (a) Membership is required to hold any position on the Board or other ICAB committees. In addition, membership is required to participate in any elections held for ICAB activities.
- (b) Membership shall be open to all persons of Indian origin or others interested in Indian culture who subscribe to the objectives contained in Section 4.0. The following memberships are available:

Individual /Single Membership: For an individual 18 years of age and above.

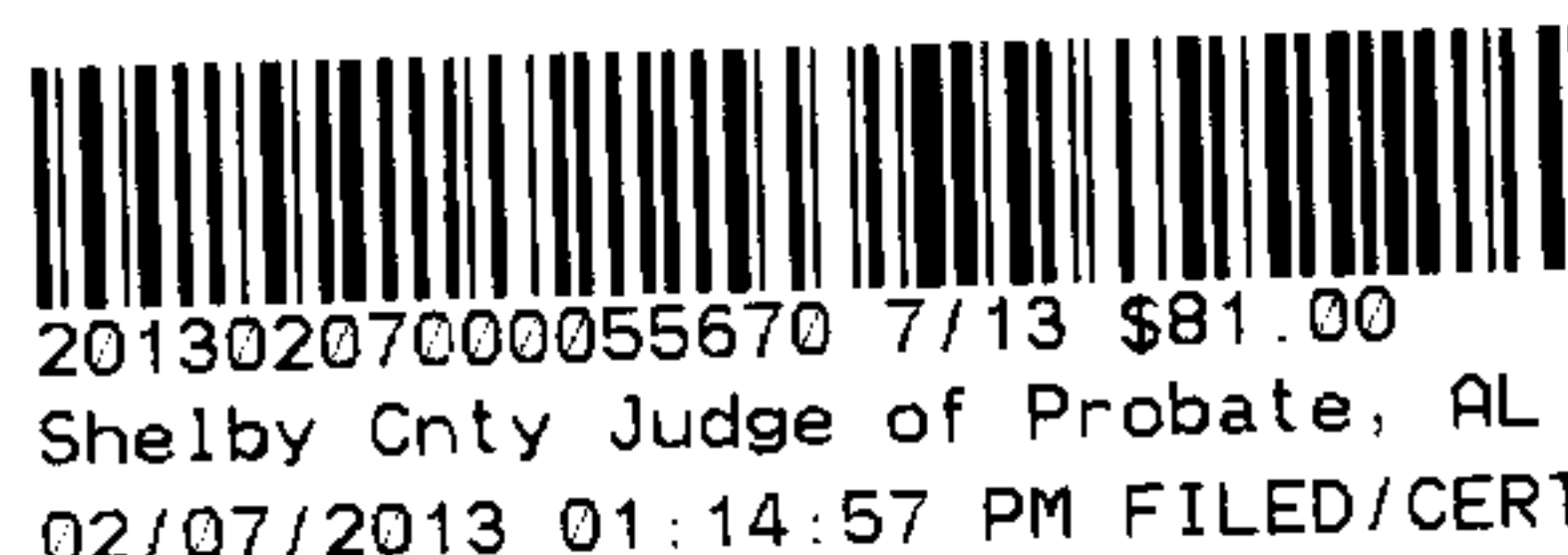
Student Membership: For a full-time student.

Family membership: For a family.

- (c) Membership is acquired by paying the annual dues for a fiscal year. The membership is terminated at the end of the fiscal year and requires renewal by paying the annual dues for the next year.
- (d) The annual membership dues will be set by the ICAB Officers as deemed necessary.
- (e) Membership dues are not refundable.

7.0 COMMITTEES

7.1 THE EXECUTIVE COMMITTEE

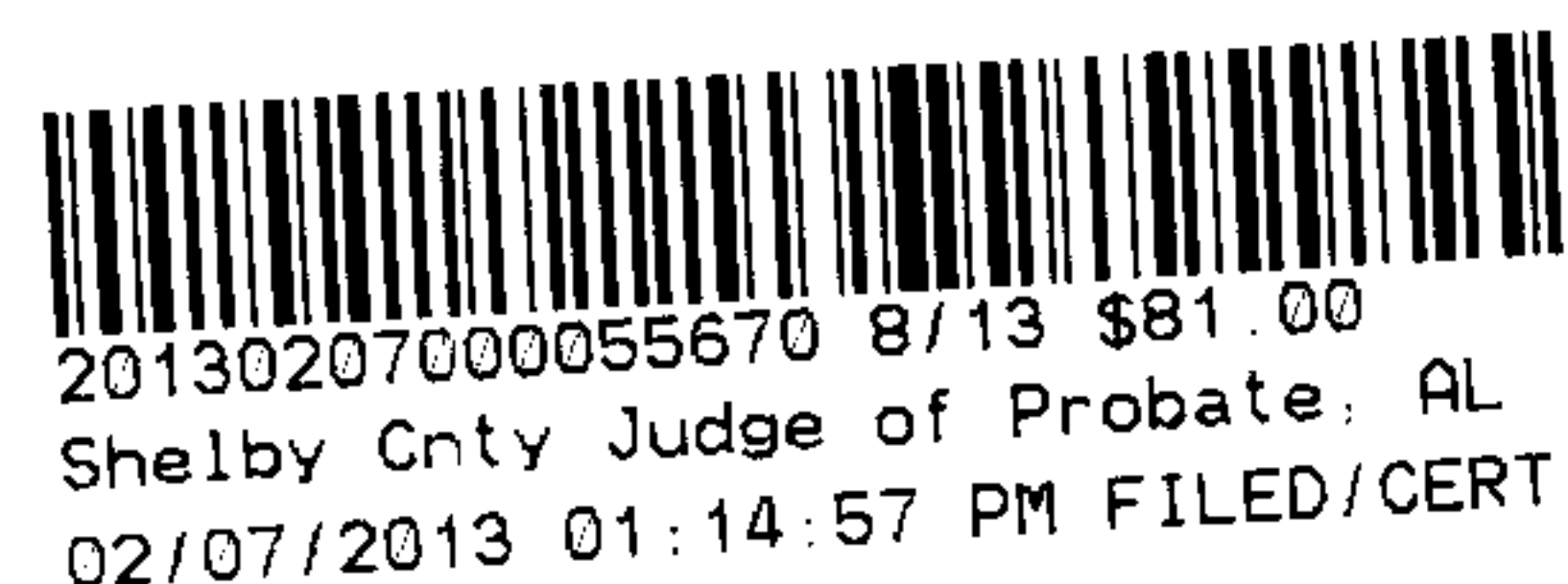


The activity of the ICAB shall be organized and conducted by the Executive Committee which will consist of:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer
- (e) Chairpersons of various committees

7.1.1 DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

- (a) **President:** The President shall be the chief officer of the ICAB. The President shall preside over the meetings and shall be answerable to the general body for all actions. The President shall also be the chief member of all the committees and subcommittees and shall have the general powers and duties of the supervision and management usually vested to the President of a corporation. The President may authorize an unexpected expenditure of up to \$500.00, which should be approved during the next meeting. The President shall appoint the other members of the Executive Committee. The President shall also appoint chairpersons for other committees, as described later, in consultation with other members of the Executive Committee. The President shall be a member of the Board.
- (b) **Vice-President:** The Vice-President shall assume the duty of the President in the absence of the President and shall exercise all the powers vested in the office of the President.
- (c) **Secretary:** The Secretary shall be responsible for maintaining minutes and records of all meetings, discussions and presentations. The Secretary shall be responsible for all correspondence and administrative work of the ICAB. The Secretary must send a letter in a timely manner prior to general body meeting requesting nomination for the position of a president and a board member. The Secretary shall maintain an inventory of items that belong to the ICAB and pass them on to next new Secretary within 30 days.
- (d) **Treasurer:** The Treasurer shall be responsible for collecting membership dues and maintaining financial accounts for the ICAB. The Treasurer shall be responsible for the periodic reporting of the financial status to the Board. The Treasurer shall maintain up-to-date



records, prepare an annual statement of accounts, and have all statements audited by the audit committee for presentation at the general body meeting at the end of the following year. The Treasurer shall pass all accounts and related documents to the next new Treasurer within 30 days.

7.1.2 OTHER COMMITTEES

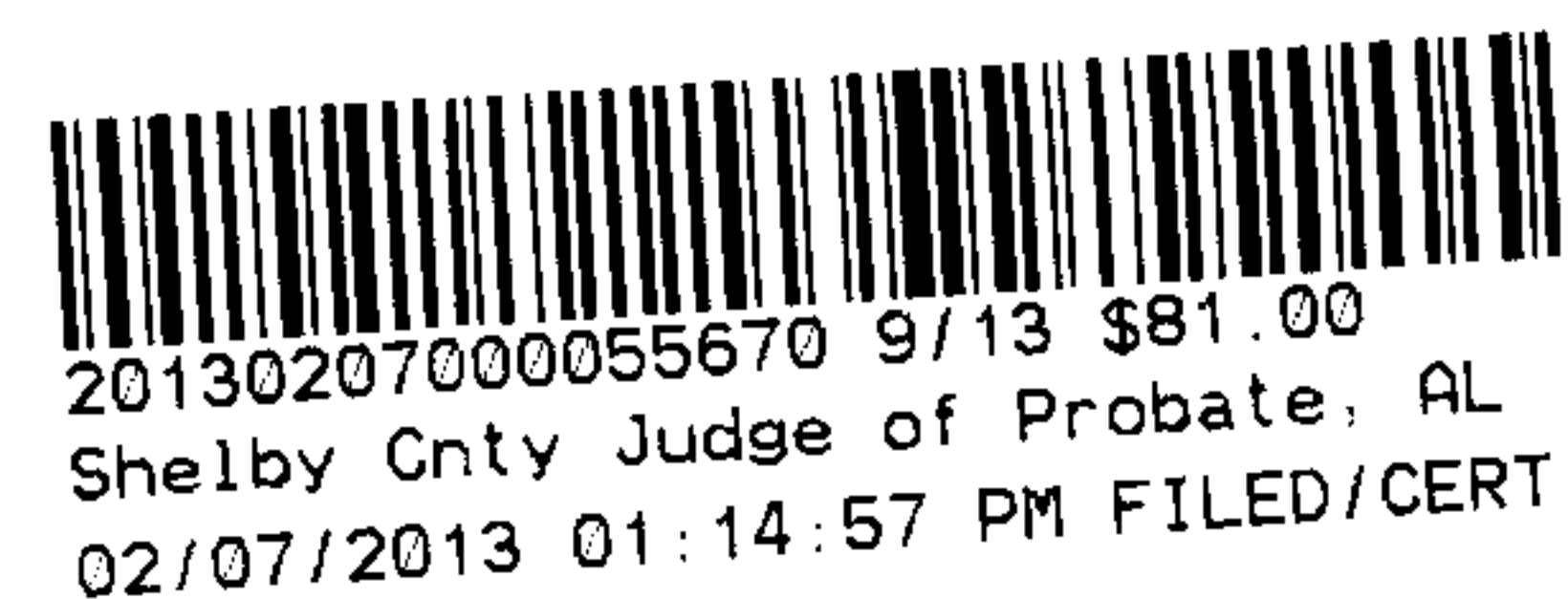
- (a) Youth and Education Committee: The committee shall be responsible for organizing and conducting educational activities.
- (b) Cultural Program Committee.
- (c) Membership Committee.
- (d) Legal Affairs Committee: A Legal advisor shall recruit the members of the Election Committee.
- (e) Publication Committee.
- (f) Cultural Ambassadorship Committee.
- (g) Political Awareness and Education Committee.
- (h) Election Committee: The committee shall be responsible for recruiting and accepting nominations for the elected positions and conducting elections.
- (i) Community Affairs Committee.
- (j) Audit Committee.

Other committees may be established by the President as deemed necessary in consultation with the Executive Committee and with the approval of the Board.

The chairperson of each committee shall be an active member of the Executive Committee. Each of them will submit proposals regarding the activities and budget for their committees to the Executive Committee for approval. The Legal Committee should be led by a person with a legal background and should encourage the new lawyers in the Indian American community to join this committee.

7.2 BOARD OF DIRECTORS

Assets and liabilities of the ICAB shall be administered by the Board, which shall



consist of five members who shall appoint a chairperson from among themselves. The Board shall be responsible for overseeing the compliance of the constitution and bylaws. The Board may hold meetings as necessary.

7.2.1 The Board of the ICAB shall consist of five members as described below:

- (a) Elected Board Members: There shall be five elected members. Each member may hold the office for four years at most. One of the five members shall retire every year in rotation. Only one member shall be elected each year at the annual general election to replace the retiring member. No elected member of the Board shall be a member of the Executive Committee.
- (b) Only Board members shall have voting rights for the Board's activities.

7.2.2 The funds of the ICAB are intended for its stated purpose in the bylaws and shall not be used for contributions and charities.

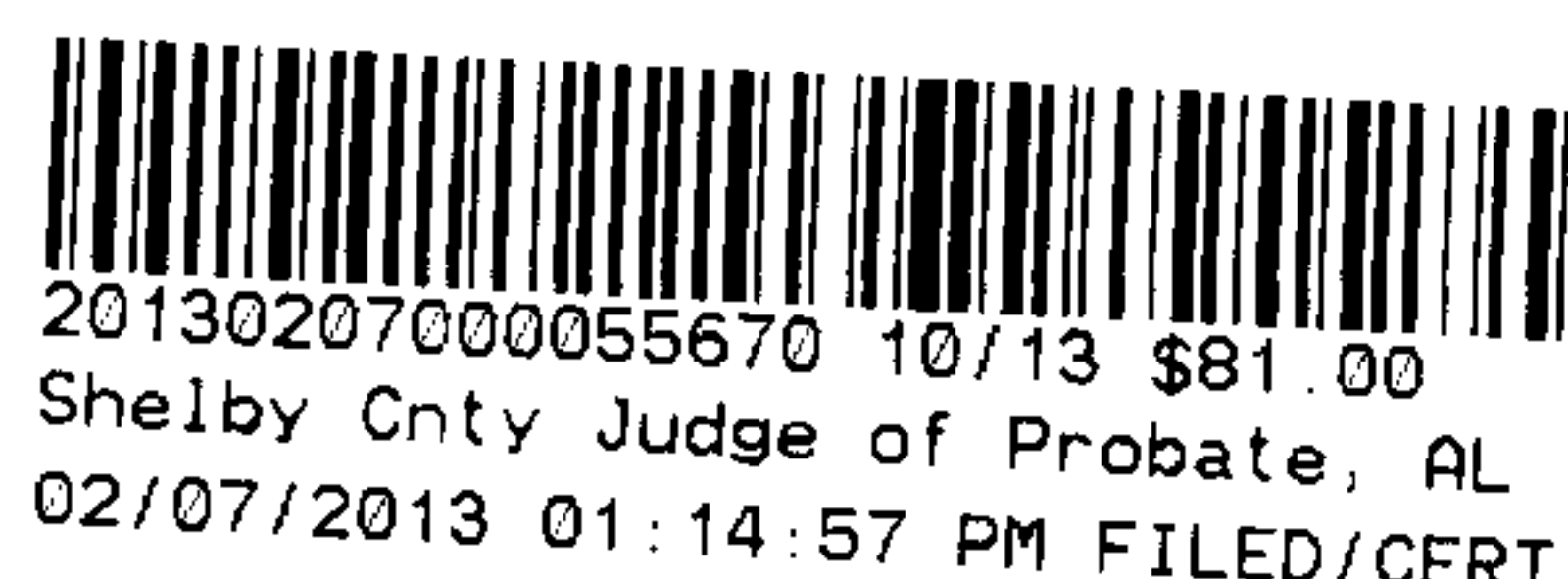
7.3 VACANCIES

The Board and the Executive Committee may fill any vacancies for the balance of the term of the vacated seat, due to resignation or otherwise, by a simple majority vote of the membership in the respective office.

8.0 ELECTIONS

8.1 GENERAL

- (a) The member(s) of the Board, as applied and the President shall be elected annually through an election at the general body meeting of the ICAB, which shall be held during the Diwali program.
- (b) The President and Treasurer shall not be eligible to hold office if they hold office in a similar community organization.
- (c) No member shall be eligible to contest for election to the same office for more than two consecutive terms.
- (d) A family membership shall have voting rights equivalent to two votes; however, two members of a family membership may elect to cast separate votes.
- (e) A single member or a student member shall have a single voting right.



8.2 PROCEDURE

- (a) All regular members of the ICAB shall have the right to vote and to contest for the election of the Board and the President, as applied.
- (b) An Election Committee, consisting of three to seven members (other than the Board and Executive Committee members) appointed by the Legal Advisor, shall solicit and scrutinize nominations from the members for all elected positions of the ICAB. This committee shall also supervise elections.
- (c) The elections shall be conducted by secret ballot in person only. The simple majority will govern for all elections of the ICAB Officers, and a two-thirds majority is required for all other elections or for approval of changes or proposals, unless specified otherwise.
- (d) The Legal Committee shall determine other detailed procedures for elections.
- (e) Only one member of a family is eligible to hold a position as an ICAB Officer.

(f)

9.0 MEETINGS

- (a) All meetings shall be called by the Secretary in consultation with the Executive Committee. In case of an emergency, the President may convene the meeting in consultation with the Executive Committee.
- (b) Regular meetings of the Executive Committee shall be held, preferably, once a month. An emergency meeting of the Executive Committee shall be called when it is deemed necessary.
- (c) The quorum for a meeting of the Executive Committee or the Board shall be over half of its membership.
- (d) The general body shall meet at least once a year for annual elections, to approve reports and accounts, and to carry out other necessary procedures. The Executive Committee, if it deems necessary, shall convene an emergency meeting of the general body to discuss any special issues that may need special considerations. Twenty-five percent of the membership of the ICAB for the fiscal year constitutes the quorum necessary for all the general meetings, including emergency meetings. In an emergency, if a quorum is not established, the meeting shall be adjourned for half an hour



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and reconvened to carry on the business without a quorum.

- (e) An emergency general body meeting may be petitioned by one-fifth of the membership in writing, which shall be filed with the Secretary or the President.
- (f) All the Executive Committee and general body meetings shall be chaired by the President.
- (g) At the beginning of each term, the Executive Committee will identify ways to effectively communicate about its activities among the committee members (i.e., e-mail, fax, web-site, etc.).

10.0 OBLIGATION OF MEMBER

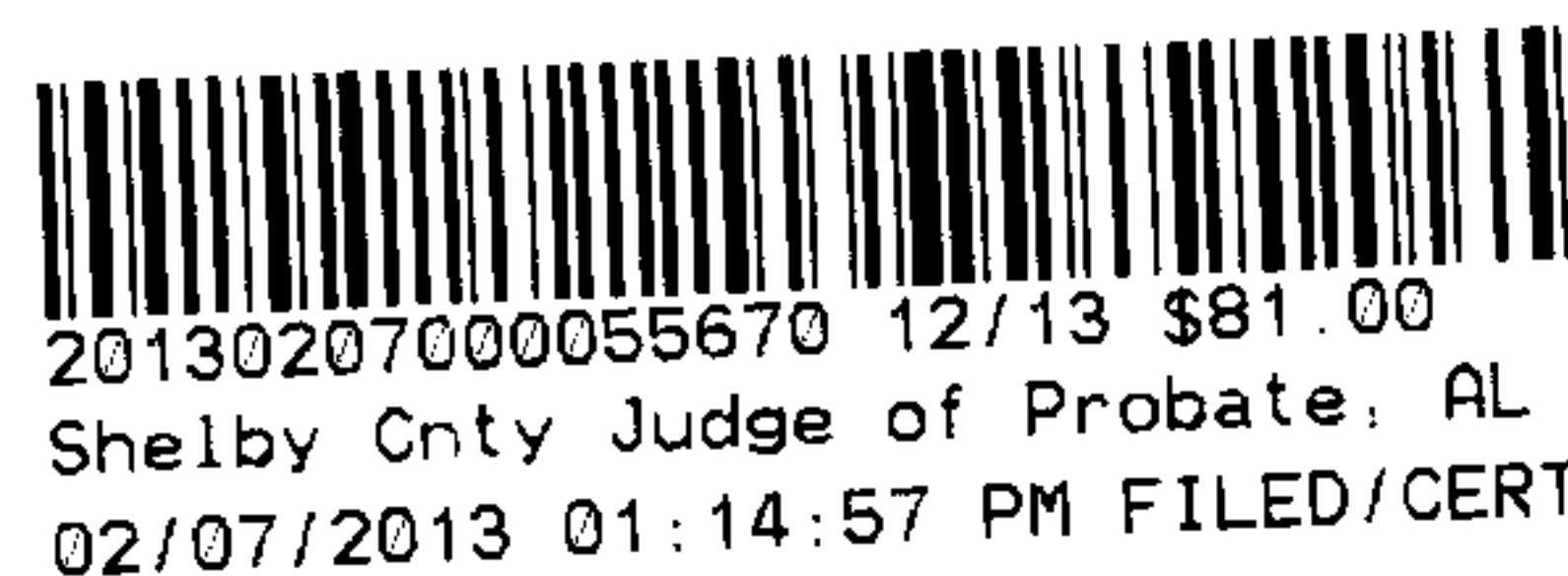
- (a) All members of the ICAB shall strive to fulfill the objectives of the ICAB. They shall not indulge in any activities which are detrimental to the honor and prestige of the Indian Heritage, Indian Community, laws of the land of America or the ICAB, or engage it or its funds, property, or income toward activities other than those related to the objectives of the ICAB.
- (b) All services and efforts of ICAB members (general and officers) contributed toward any ICAB activities shall be considered voluntary. No monetary compensation shall be paid to any member for time, effort or services for the ICAB. Members will be compensated for pre-approved, out-of-pocket expenses incurred for ICAB activities.

11.0 DISCIPLINARY ACTION

- (a) Any member found indulging in any activity in contravention of Section 10.0, or any member who is responsible for any impropriety or misconduct, shall be liable for disciplinary action which shall be decided by a majority vote of the Board of Directors.
- (b) Any Board and/or Executive Committee member who remains absent for three consecutive meetings without prior and proper notice to either the President or the Secretary shall be considered for disciplinary action by the Executive Committee.

12.0 AMENDMENTS

- (a) Amendments to the constitution and bylaws shall be submitted in writing to the Secretary with the signature of at least twenty percent of the membership of the ICAB.



- (b) The Executive Committee shall consider the proposed amendment(s), or initiate amendments, based on needs and forward the same with its recommendation to the Board for review, comments and approval.
- (c) The approved amendments, or amendments initiated by the Board based on needs, shall **then** be submitted for voting by the **general body at a general body-meeting**.

13.0 DISSOLUTION

- (a) Any decisions regarding disbanding or changing the structure of the ICAB **shall be approved by the general body**.
- (b) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principle office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

14.0 GENERAL

- 14.1 No restrictions are intended on any individual's or group's own choice of the use of non-vegetarian food and alcoholic beverages. However, the Executive Committee reserves the right to impose such a restriction when required by law or the facility being used, or because of the nature of the activity being organized.

15.0 AMENDMENTS

- 15.1 Amendments made on February 2013 to include IRS stipulation for non-profit tax exempt organizations under 501(c)(3).
- 15.2 Added Article 4(a) under **Objectives** and Amended Article 13(b) under **Dissolution**.



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