

International 'We Serve' Foundation, Inc.

Articles of Amendment

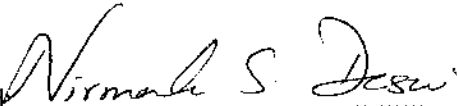
(Domestic Non-Profit Corporation)

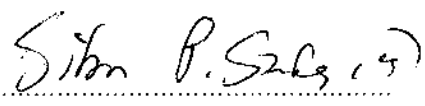
This is to declare that the undersigned First Directors have reviewed and endorsed the Amended Articles of Incorporation, including the name change and the Bylaws that are enclosed.

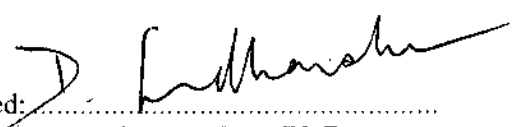
Enclosed: The Amended Articles of Incorporation and the Amended Bylaws.

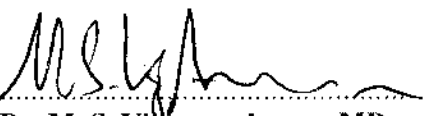
The same shall be submitted to the Secretary of State for registration and the County Clerk per regulatory formalities. Once these are completed, the Board shall then formally ratify these as required.

First Advisory Board of Directors

Signed: 
1. **Dr. Nirmala Desai, MD**
Email: ndesai@uky.edu
Cell: 859 – 552 6336 Ph: 859 – 266 3625
Date: May, 3, 2011
2040 Manor drive
Lexington KY 40502, USA
Chair, Initial / First Board of Directors

Signed: 
2. **Dr. Siby Saha, MD**
Email: ssaha2@uky.edu
Cell: 859 – 338 0509 Ph: 859 – 268 4496
Date: May, 3, 2011
1616 – 3 Tates Creek Road
Lexington KY 40502, USA
Director, Initial / First Board of Directors

Signed: 
3. **Dr. D. Sudharshan, Ph D**
Email: nalsud@yahoo.com
Cell: 859 – 338 2160 Ph: 859 – 219 1625
Date: May, 3, 2011
118 Cambridge Lane
Nicholasville, KY 40356, USA
Director, Initial / First Board of Directors

Signed: 
4. **Dr. M. S. Vijayaraghavan, MD**
Email: msviji2020@yahoo.com
Cell: 859 – 321 4986 Ph: 859 – 268 2112
Date: May, 3, 2011
895 Edgewater Drive
Lexington KY 40502-3159, USA
Registering Agent / Incorporator / President

International 'We Serve' Foundation, Inc.

To

The Secretary of State, Elaine Walker,
Commonwealth of Kentucky
Division of Business Filings
P O Box 718
Frankfort KY 40602

May, 5, 2011
2.00 PM, EDT
Ph: 502 - 564 3490
www.sos.ky.gov

Articles of Amendment

(Domestic Non-Profit Corporation)

Declaration:

May 5, 2011

Lexington, KY, USA

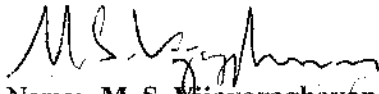
Pursuant to the provisions of KRS 14A and KRS Chapter 273, the undersigned applies to amend the Articles of Incorporation including the change in the original name of the non-profit Corporation and for that purpose, submits the following statements:

1. The name of the Corporation on record with the Office of the Secretary of State is:

International PURA Foundation, Inc.

2. The Text of each amendment adopted is shown in the enclosed Articles of Incorporation.
3. The date of adoption of each amendment was: May, 5, 2011 2.00 PM
4. The amendments were duly adopted by the First Board of Directors and such amendments received the unanimous vote of the First Board of Directors in office since there are no members entitled to vote.
5. This application will be effective upon filing. The filing date and the effective date is May, 6, 2011 from 2.00 PM, EDT.

Hereby I, **M. S. Vijayaraghavan, MD**, resident of Lexington, KY, declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct. That I am the authorized Incorporator, the registering Agent and the President of the '**INTERNATIONAL 'We Serve' FOUNDATION, Inc.**' and solemnly state that the information provided here is true and accurate to the best of my knowledge, belief and understanding.



Name: **M. S. Vijayaraghavan, MD**

msviji2020@yahoo.com

May, 5, 2011

Title: Registering Agent, Incorporator and President
International 'We Serve' Foundation, Inc.

2.00 PM, EDT

Place: 895 Edgewater Drive, Lexington, KY 40502-3159 USA

International 'We Serve' Foundation, Inc.

Articles of Incorporation (Amended)

ARTICLE I – NAME

KRS 14A.3-010: The name of this non-profit corporation shall be changed from
'International PURA Foundation, Inc.' to the

'INTERNATIONAL 'WE SERVE' FOUNDATION, Inc.'

Hereinafter referred to as the 'Foundation'. Amended on May, 5, 2011.

ARTICLE II – ORGANIZATION

SECTION 1:

- a. The Foundation is organized as a secular, non-partisan, non-political, equal opportunity, not-for-profit corporate entity under the laws of the Commonwealth of Kentucky, in the USA, in accordance with the "Kentucky Nonprofit Corporation Acts" KRS 273.161 to 273.390.
- b. The Foundation shall have all the powers, duties, authorizations and responsibilities as provided therein.
- c. Notwithstanding the foregoing, the Foundation, being a non-profit Corporation, shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent US Internal Revenue law(s) (the 'Code').
- d. The incorporator has been authorized to execute these Articles of Incorporation as a non-profit Corporation.

SECTION 2: The Foundation shall maintain a registered office and registered agent in the Commonwealth of Kentucky, USA.

a. Registered Agent:

M. S. Vijayaraghavan, MD (aka: M S Viji MD) msviji2020@yahoo.com
895 Edgewater Drive Ph: 859 - 268 2112
Lexington KY 40502-3159 USA Fax: 859 - 268 8076

b. Registered Office:

895 Edgewater Drive Ph: 859 - 268 2112
Lexington, Kentucky, 40502-3159 USA Fax: 859 - 268 8076

- c. Other Offices:** The Foundation currently **does not have any other office**. Based on future needs, it may set up other offices / branches within or outside the Commonwealth of Kentucky, USA as and when the Advisory Board of Directors decides to do so.

d. Mailing Address:

International 'We Serve' Foundation, Inc.
895 Edgewater drive

International 'We Serve' Foundation, Inc.

Lexington KY 40502-3159, USA
Ph: 859 - 268 2112

URL: <http://www.weservefoundation.org>
Fax: 859 - 268 8076

e. Incorporator:

M. S. Vijayaraghavan, MD
895 Edgewater Drive
Lexington KY 40502-3159 USA

msviji2020@yahoo.com
Ph: 859 - 268 2112
Fax: 859 - 268 8076

SECTION 3: The Foundation shall have no capital stock and is not organized for profit.

SECTION 4: Duration: The existence of the Foundation shall be perpetual.

ARTICLE III – VISION, MISSION AND PURPOSES

SECTION 1: The Foundation is organized and shall be operated exclusively to empower the more than 6 billion citizens of the world, to evolve happy, prosperous and peaceful societies, self-sufficient and enjoying sustained economic prosperity, by using modern technology, per the Vision, Mission, Objectives and Purposes described below, within the meaning of Section 501 (c) (3) of the Code. It shall conduct, accomplish and carry on its objectives, functions and purposes or any part thereof set forth in the governing documents for the Foundation as amended from time to time, within or without the Commonwealth of Kentucky.

SECTION 2: VISION:

Promote global prosperity using modern technology, and empower billions of citizens of the world.

SECTION 3: MISSION:

Collaborate with individuals and organizations to bring measurable progress in education, healthcare, communication, governance, skill improvement, entrepreneurship and employment for better quality of life in each country and its constituents.

SECTION 4: OBJECTIVES:

To bridge rural - urban divide in every part of the world
To expand sustainable employment and economic opportunities for all populations
To provide a balanced socio-economic development to billions of deserving people
To enable communication, collaboration and cooperation among various stake-holders

W	W holesome Effort	along with
E	E fficient Technology	leading to
S	S hared Knowledge	along with
E	E nhanced Skills	along with
R	R obust Health	along with
V	V ibrant Economy	leading to
E	E mpowered Citizens	who are happy, prosperous and peaceful.

SECTION 5: PURPOSES:

- I. To bring together under one umbrella organization the various helping centers and the peoples who participate in such missions in different parts of the world. Each recipient is invited to voluntarily join as members of the Foundation – to help each other, to benefit by their combined strength and to support one another towards their common goal.

International 'We Serve' Foundation, Inc.

- II. To foster friendship among the recipients and supporters from all regions and every country for mutual understanding, collaboration, cooperation and to share their experience, knowledge, core competence and resources for the common good to evolve happy, prosperous and peaceful societies.
- III. To provide an avenue for cultural, knowledge and economic exchanges which shall be facilitated by the Foundation, to benefit the people in various parts of the world.
- IV. To conduct seminars and educational activities which shall enable the participants and stake-holders to appreciate the rich heritage of their counter-parts in other parts of the world and learn to live harmoniously.
- V. To provide a forum for registration of qualified individuals, organizations, institutes, etc. that would like to offer their expertise, services, help, participation, guidance, training for skill development, employment, etc. to recipients and Foundation members in various parts of the world.
- VI. To help recipients of support with the design, development, deployment, maintenance, etc. in their part of the world, with simple and easy-to-follow instructions, guides, road-maps, etc.
- VII. To provide mutual understanding and cooperation between the Foundation and its members with other civic minded charitable organizations who undertake commendable services in the fields of education, healthcare, sanitation, eradication of diseases, elimination of poverty, prevention of child abuse and child labor, cruelty to women, eliminate discrimination, etc.
- VIII. To channel and coordinate the charitable and beneficial activities of various local, regional, national and international organizations for the benefit of the people in any part of the world.
- IX. Notwithstanding the foregoing:
 - a. The Foundation is organized and shall be operated exclusively for cultural, educational and charitable purposes and no part of the net earnings of the Foundation shall be used to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the vision, mission and purposes set forth above.
 - b. The Foundation shall NOT engage in or use any of the funds it receives for any political purposes; shall not in any manner attempt to influence legislation, conduct any propaganda, or try to use its influence in any political campaign on behalf of (or in opposition to) any candidate for public office.
 - c. The Foundation shall not carry on any activities not permitted to be carried on by (i) an organization exempt from Federal income taxes under Section (501) (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (ii) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Code.
 - d. The Foundation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Foundation's non-profit purposes or if the gift or grant would require serving a private as opposed to public interest.
 - e. The Foundation shall recognize individuals and organizations for their accomplishments in rural development, rural education, rural economic prosperity, etc. in any part of the world.
 - f. **Equal Opportunity:** The Foundation shall be set up for the benefit of all humanity; shall practice equal opportunity for all without regard to one's gender, race, religion, political affiliation, ethnicity, geographic

International 'We Serve' Foundation, Inc.

location, etc. and without discrimination of any kind, conforming to all national and international legal stipulations and standards.

SECTION 6: **ROLE of the Foundation:**

Subject to periodic revision by the Advisory Board, and the requirement of individual recipient entities / organizations / rural clusters, the following are some of the salient roles the Foundation shall play.

- ✦ Be a referral center providing guidance in the design, formation, etc. of sustainable and self-supporting citizens by bringing together volunteers, institutional partners and recipients for mutual collaboration.
- ✦ Analyze local development programs, grants, incentives, charitable foundations, etc. and seek adequate funding for some of the basic needs. Help with setting up necessary hardware, software and electronic connectivity and ensure functioning nodal centers that become the life-line to most connectivities critical in the mission success.
- ✦ Help with setting up Tele-Education, distance learning, online certification, etc. for employment generation in various fields for deserving recipients who seek such help to improve their own lives. Facilitate Tele-medical consultations for rural health centers and mobile clinics to promote health, nutrition, sanitation, preventive care, etc. of the recipients
- ✦ Promote water management, water conservation, water purification projects. Encourage green building concepts; alternate, renewable energy usage and establish energy independence.
- ✦ Teach / train (i.e. Organic / eco-friendly agri practices, aqua-culture, flori-culture, etc.) and be a source for business design, planning, market research, strategy, etc. to encourage entrepreneurship and small business incubation. Facilitate micro-lending and small business financing programs, educational sessions, informative seminars, trade conferences, etc. that help achieve the purposes of the Foundation
- ✦ Develop appropriate network for internal commerce and external market reach. Establish market opportunities to enable trade, commerce, cultural exchange, etc. among the recipients and their organizations.

ARTICLE IV – STRUCTURE:

- (i) **Non-Profit Corporation:** The Foundation shall be organized as a Non-Profit Corporation in the Commonwealth of Kentucky, in accordance with the "Kentucky Nonprofit Corporation Acts" KRS 273.161 to 273.390, governed by the applicable statutes and regulatory standards that govern all charitable, non-profit entities and also conforming to the 501(c) (3) IRC. The income and revenue shall NOT be distributed to any member, director or officers in the form of any dividends or otherwise. This does not prohibit compensating individuals for services provided to the Foundation, in line with compensation paid for such services by similar non-profit entities and such compensation / salary shall be reasonable and commensurate with the services rendered.
- (ii) **Fiscal Year:** The Fiscal year shall be from Jan. 1 ending on Dec. 31 of the same calendar year
- (iii) **Rights enjoyed:** The Foundation shall enjoy all the rights and privileges accorded to any non-profit corporation, including the right to sue, and be sued in its corporate name, purchase, lease, or own property in the corporate name, lend money, contract, make donations for the public welfare, and exercise other powers consistent with the vision, mission and purposes, stated above. None of the Executive Committee

International 'We Serve' Foundation, Inc.

members, Directors and Board Members are allowed to receive any loan under any circumstance from the Foundation.

(iv) In the event this Foundation is in any one year a "private foundation" as defined by Section 509 (a) of the Code, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of 'self-dealing' as defined in Section 4941 (d) of the Code, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any 'excess business holdings' as defined by Section 4943 (c) of the Code, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the Foundation to taxation under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws; or (iv) making any taxable expenditures as defined in Section 4945 (d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(v) **Dissolution Provision:** In the unlikely event the Foundation does not serve the purpose for which it is set up, the Advisory Board may decide to dissolve the Foundation with adequate documentation and with the consent of more than 75 % of all the Board members serving at that time. Upon dissolution of the Foundation, the Advisory Board, after paying or making provisions for the payment of all the liabilities of the Foundation, dispose of all the assets of the Foundation exclusively for the purposes of the Foundation, in such manner, or to such an organization organized exclusively for charitable, cultural or civic purposes as shall at the time qualify as an exempt organization(s) under IRC Section 501 (c) (3) of 1954 or the corresponding provision of any future US Law, as the Advisory Board may determine. Any such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization(s) as said court shall determine to be organized and operated exclusively for such purposes.

ARTICLE IV – ADVISORY BOARD & EXECUTIVE COMMITTEE

SECTION 1: The affairs of the Foundation shall be overseen by an Advisory Board, as set forth in the By-Laws.

SECTION 2: The Executive Committee (aka: Officers) of the Foundation shall undertake full responsibility including the management and day-to-day running of the Foundation, as set forth in the Constitution and By-Laws.

ARTICLE V – POWERS

SECTION 1: Except as otherwise specifically provided in this Constitution and By-Laws, the Foundation may exercise all powers and authority now or hereafter conferred upon non-profit entities / corporations under the laws of the Commonwealth of Kentucky, USA including the General powers per KRS 273.171.

SECTION 2: The Foundation shall indemnify its officers and Advisory Board Members as set forth in the By-Laws.

ARTICLE VI – MEMBERSHIP

SECTION 1: The Foundation shall have three classes of membership; the requirements for and conditions for each membership shall be as set forth in Article II of the By-Laws.

(i) **Recipient Member:** Open to any charitable / welfare / communal organization / group of individuals formed of deserving and needy people with the goal to improve their standards of living

International 'We Serve' Foundation, Inc.

(ii) **Individual Volunteers:** Qualified individuals and professionals who volunteer their services as guides, educators, mentors, supporters, donors, etc.

(iii) **Institutional Partners:** Qualified institutions (educational, healthcare, financial, legal, judicial, industrial, corporate, NGO, non-profit, for profit, etc.) who offer their products and services at a nominal cost or on voluntary basis, for the design, development, establishment, maintenance, success and sustainability to empower the deserving and needy people.

SECTION 2: Members shall not be liable for any liabilities of the Foundation to any extent whatsoever.

ARTICLE VII – AMENDMENTS

This Constitution and By-Laws may be amended at any Annual Advisory Board Meeting as set forth in the By-Laws with provisions lawful under KRS 273.161 to 273.390.

ARTICLE IX – LANGUAGE

The official language of the Foundation shall be English. All the proceedings and records shall be in English, as used in the USA and in international communication, in international commerce, etc.

APPENDIX – A

First Advisory Board of Directors

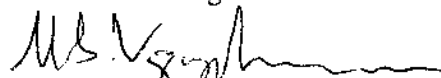
- | Name: | Address: |
|--|--|
| 1. Dr. Nirmala Desai, MD
Email: ndesai@uky.edu
Cell: 859 – 552 6336 Ph: 859 – 266 3625 | 2040 Manor drive
Lexington KY 40502, USA
Chair, Initial / First Board of Directors |
| 2. Dr. Sibua Saha, MD
Email: ssaha2@uky.edu
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| 4. Dr. M. S. Vijayaraghavan, MD
Email: msviji2020@yahoo.com
Cell: 859 – 321 4986 Ph: 859 – 268 2112 | 895 Edgewater Drive
Lexington KY 40502-3159, USA
Registering Agent / Incorporator / President |

Declaration:

May 5, 2011

Lexington, KY, USA

Hereby I, **M. S. Vijayaraghavan, MD**, resident of Lexington, KY, declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct. That I am the authorized Incorporator, the registering Agent and the President of the '**INTERNATIONAL 'We Serve' FOUNDATION, Inc.**' and solemnly state that the information provided above is true and accurate to the best of my knowledge, belief and understanding.



Name: **M. S. Vijayaraghavan, MD**

msviji2020@yahoo.com

Date: May, 5, 2011

Title: Registering Agent, Incorporator and President

Time: 1.00 PM, EDT

International 'We Serve' Foundation, Inc

0789683.09 bshell
AMD
Elaine N. Walker, Secretary of State
Received and Filed:
5/10/2011 10:09 AM
Fee Receipt: \$8.00

To

The Secretary of State, Elaine Walker,
Commonwealth of Kentucky
Division of Business Filings
P O Box 718
Frankfort KY 40602

May, 5, 2011
2.00 PM, EDT
Ph: 502 - 564 3490
www.sos.ky.gov

Articles of Amendment

(Domestic Non-Profit Corporation)

Declaration:

May 5, 2011

Lexington, KY, USA

Pursuant to the provisions of KRS 14A and KRS Chapter 273, the undersigned applies to amend the Articles of Incorporation including the change in the original name of the non-profit Corporation and for that purpose, submits the following statements:

- 1. The name of the Corporation on record with the Office of the Secretary of State is:

International PURA Foundation, Inc.

- 2. The Text of each amendment adopted is shown in the enclosed Articles of Incorporation.
- 3. The date of adoption of each amendment was: May, 5, 2011 2.00 PM
- 4. [XX] The amendments were duly adopted by the First Board of Directors and such amendments received the unanimous vote of the First Board of Directors in office since there are no members entitled to vote.
- 5. This application will be effective upon filing. The filing date and the effective date is May, 6, 2011 from 2.00 PM, EDT.

Hereby I, M. S. Vijayaraghavan, MD, resident of Lexington, KY, declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct. That I am the authorized Incorporator, the registering Agent and the President of the 'INTERNATIONAL 'We Serve' FOUNDATION, Inc.' and solemnly state that the information provided here is true and accurate to the best of my knowledge, belief and understanding.

Name: M. S. Vijayaraghavan, MD

msviji2020@yahoo.com

May, 5, 2011

Title: Registering Agent, Incorporator and President
International 'We Serve' Foundation, Inc.

2.00 PM, EDT

Place: 895 Edgewater Drive, Lexington, KY 40502-3159 USA

MAIL TO
Agent

I, Donald W Blevins Jr, County Court Clerk
of Fayette County, Kentucky, hereby
certify that the foregoing instrument
has been duly recorded in my office.



By: DOUG BRADLEY ,dc

201105160166

May 16, 2011 14:09:42 PM

Fees	\$23.00	Tax	\$.00
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Total Paid	\$23.00
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8 Pages

491 - 498