

# **BYLAWS OF THE LEUVA PATIDAR SAMAJ FOUNDATION, INC.**

**(Revision 2.1)**

## **ARTICLE ONE — OFFICES**

Section 1.1 — Registered Office and Agent. The Corporation shall maintain a registered office and shall have a registered agent whose business office is identical with such registered office.

Section 1.2 — Other Offices. The Corporation may have offices at such place or places, within or without the State of Georgia, as the Corporation's Board of Trustees may, from time to time, appoint or as the business of the Corporation may require or make desirable.

## **ARTICLE TWO — PURPOSES AND OPERATION**

Section 2.1 — Purposes. The Corporation has been organized to operate as a charitable organization that seeks to support, subsidize and promote such religious, charitable, scientific, literary and educational activities as may be determined by the Trustees from time to time. As used throughout these bylaws, the phrase "religious, charitable, scientific, literary and educational activities" shall refer to such terms only insofar as they are within the definitions and requirements established by the United States Internal Revenue Service for nonprofit organizations authorized under Section 501(c)(3) of the U.S. Tax Code.

Section 2.2 — Operation: Distribution of Income. The Corporation shall operate exclusively for the purposes described in Section 2.1, by utilizing its assets and such of its net income, after payment or provision for necessary expenses, as the Board of Trustees may determine, at such time and in such proportions as the Board of Trustees may determine, either (i) to such religious, charitable, scientific, literary and educational organizations, as the Trustees may determine; or (ii) directly to, for the support of or to engage in such religious, charitable, scientific, literary and educational activities as the Trustees may determine. The provisions of this Section are subject to the requirements of Sections 11.1, 12.1, 13.1 and 14.1 hereof.

Section 2.3 — Operation: Distribution of Principal. Any portion or all of the principal amount of all gifts, grants, bequests, devises and other contributions

made to the Corporation may be utilized for the purposes and in the manner described in Section 2.2, above, if the Board of Trustees determines by a majority of the voting power that such principal distributions would best achieve the purposes of the Corporation.

### **ARTICLE THREE — TRUSTEES**

Section 3.1 — Management of Business. The full and entire management of the affairs and business of the Corporation shall be vested in the Board of Trustees, which shall have and which may exercise all of the powers that may be exercised or performed by the Corporation.

Section 3.2 — Number, Qualification and Term of Office.

(a) Number: The Board of Trustees shall consist of not fewer than eleven (11) members. The Chairperson of the Board of Trustees, acting by majority vote, shall have the right to increase or decrease the number of members on the Board of Trustees. The membership of the Board of Trustees shall consist of the following:

(1) General Trustees: There shall be three (3) groups of Trustees, designated Group A, Group B and Group C, and there shall be two (2) At-large Trustees. There shall be three (3) Trustees each in Group A and Group B, and two (2) Trustees in Group C.

(2) Ex-officio Trustee: The standing President of LPS of USA, Inc. shall serve as an *ex-officio* member of the Board of Trustees.

(3) At-large Trustees: There shall be two (2) at-large Trustees.

(b) Qualification and Selection of Trustees.

(1) Age Requirement: A Trustee must be at least eighteen (18) years of age and have sound judgment in the opinion of the remaining Trustees in general.

(2) Candidate Pool: Trustees shall be selected from a field of candidates submitted by the following sources:

(i) LPS of USA, Inc. Executive Committee;

(ii) prominent leaders of the LPS community;

(iii) other reputable sources as provided from time to time by the Board of Trustees.

(3) Selection of Trustees: Thirty (30) days prior to a meeting called for the specific purpose of selecting incoming Trustees, the Secretary shall compile a list of all candidates for circulation among the Trustees at the selection meeting. The then-standing Board of Trustees shall carefully review and evaluate the candidates and shall select incoming Trustees by majority vote.

(c) Term of Office.

(1) The members of each General Trustee Group shall serve a term of three (3) years, with selection of successor Trustees occurring in three-year intervals as follows: beginning in July 2009, successor Group A Trustees shall be selected; in the following year, successor Group B Trustees shall be selected; in the next following year, successor Group C Trustees shall be selected, at which point the identical selection rotation shall commence again. A General Trustee may serve a maximum of two (2) consecutive terms but shall not be eligible to serve as a Trustee again until two years after the expiration of any second consecutive term.

(2) The at-large Trustees shall serve a term of two (2) years. There shall be no limit on the number of consecutive terms an at-large trustee may be permitted to serve.

(3) Ex-Officio Trustee: the *ex-officio* trustee shall serve for so long as he or she remains President of LPS of USA, Inc., with his or her term ending simultaneously with his or her term as President of LPS of USA, Inc.

(d) Continuous Service and Removal. Each member of the Board of Trustees of the Corporation shall serve until his or her successor is elected and qualified; provided, however, that a member of the Board of Trustees (i) may resign without notice to the other Trustees; (ii) may be removed with or without cause, by a majority vote of the other Trustees; and (iii) shall be removed upon his or her incapacity. A Trustee shall be considered incapacitated if for any reason he or she shall be unable to carry on the duties of his or her office and he or she shall have been declared incapable of service by a majority vote of the remaining Trustees.

Section 3.3 — Vacancies; Contingent Trustees. Any vacancies on the Board of Trustees resulting from the death, resignation, removal or incapacity of anyone or more Trustees or resulting from an increase in the number of Trustees shall be filled by a majority vote of the then-serving Board of Trustees. Notwithstanding anything herein to the contrary, the Chairperson of the Board of Trustees shall have the right to appoint a successor to serve in his or her place and stead as the Chairperson of the Board of Trustees by an instrument in writing delivered to the Secretary of the Corporation. Such appointment may provide that the powers of the Chairperson of the Board of Trustees contained in these Bylaws shall be shared by two or more specified individuals. In the event the Chairperson of the Board of Trustees fails to appoint his or her successor, the successor chairperson of the Board of Trustees shall be chosen by majority vote of the then-serving Board of Trustees. The Board of Trustees may, by majority vote, at any time and from time to time, elect contingent Trustees ("Contingent Trustees") who will serve as

Trustees in the event that the entire Board of Trustees becomes vacant because of the death or incapacity of all then-serving Trustees (a "Contingency Event"). Upon such Contingency Event, the Contingent Trustees, if duly elected, shall automatically commence to serve as Trustees without further action of any party, and shall continue to serve as Trustees until the earlier of their death, resignation, removal or incapacity. Until the occurrence of a Contingency Event, the Contingent Trustees shall have no rights, duties or obligations as Trustees of the Corporation or otherwise.

Section 3.4 — No Compensation. The Trustees shall not receive any salary or other compensation for their services or direction of the Corporation. A Trustee may, however, be reimbursed for all actual expenses incurred by such Trustee on behalf of the Corporation. A Trustee may serve the Corporation in a capacity other than that of Trustee and receive compensation for the services rendered in such other capacity as provided in Section 11.1 of these Bylaws.

#### **ARTICLE FOUR — TRUSTEES MEETINGS**

Section 4.1 — Place of meetings. The meetings of the Board of Trustees may be held at the registered office of the Corporation or at any place, within or without the State of Georgia, which a majority of the Board of Trustees may, from time to time, designate by resolution.

Section 4.2 — Annual Meeting. An annual meeting of the Board of Trustees shall be held each year at a time and place specified by the Board of Trustees. If an annual meeting has not been called and held within six months after the time designated, any Trustee may call such meeting.

Section 4.3 — Special Meetings. Special meetings of the Board of Trustees may be called at any time by (i) the Chairperson, (ii) the President, or (iii) any two Trustees.

Section 4.4 — Notice of Meeting. Notice of the annual meeting of the Board of Trustees need not be given. Written notice of each special meeting setting forth the time and place of the meeting shall be given to each Trustee at least seven (7) days before the meeting. This notice may be given either by hand or by sending a copy of the notice by confirmed facsimile, through the United States mail or by reliable overnight courier, in each case charges prepaid, to the address of each Trustee.

Section 4.5 — Waiver of Notice. A Trustee may waive in writing notice of a special meeting of the Board, either before or after the meeting, and his waiver shall be deemed the equivalent of giving notice. Attendance of a Trustee at a meeting shall constitute a waiver of notice of that meeting unless he attends for the express purpose of objecting to the transaction of business on the grounds that the meeting has not been lawfully called or convened

Section 4.6 — Quorum. At meetings of the Board of Trustees, a majority of the Trustees shall constitute a quorum for the transaction of business or in the event that the minimum number of Trustees shall be less than three (3), then the presence of all the Trustees shall be necessary to constitute a quorum. If a quorum is present, the acts of a majority of Trustees in attendance shall be the acts of the Board.

Section 4.7 — Adjournment. A meeting of the Board of Trustees may be adjourned. Notice of the time and the place of the adjourned meeting and of the business to be transacted thereat, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 4.8 — Action by Consent. If all the Trustees, severally or collectively, consent in writing to any action taken or to be taken by the Corporation and the writing or writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Trustees.

Section 4.9 — Committees. The Board of Trustees shall have the power, in its discretion, to create an Executive Committee of the Board and such other standing or special committees as the Board may deem necessary or desirable to achieve the objectives of the Corporation. The Board of Trustees may delegate to any such committee which consists solely of Board members any of the authority of the Board, other than the authority to fill vacancies under Section 3.3 and to take certain actions described in Section 11.1. Each such committee shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board; provided, however, that any third party shall not be adversely affected by relying upon any act by any such committee within the authority delegated to it

committee shall act by not less than the majority of the whole authorized number of its members. The Trustees shall, from time to time, either approve or disapprove the actions of any such committee as reflected in the minutes of its meetings. Unless otherwise provided in these Bylaws, the roles promulgated by these Bylaws with respect to meetings of Trustees and procedures at meetings shall be applicable to meetings of any committees appointed by the Board of Trustees.

## **ARTICLE FIVE — OFFICERS**

Section 5.1 — Officers. The officers of the Corporation shall consist of a Chairperson of the Board of Trustees, President, Secretary and Treasurer. Upon action by the Board of Trustees, the officers of the Corporation may be extended to constitute, in addition to the foregoing, a Vice President or Vice Presidents, an Assistant Secretary and an Assistant Treasurer. The officers shall be elected by and shall serve at the pleasure of the Board of Trustees.

Section 5.2 — Chairperson. The Chairperson of the Board of Trustees shall preside at meetings of the Board of Trustees, shall serve as the chief executive officer of the Corporation, and shall have all the powers and duties granted or assigned him or her under these Bylaws or as the Board of Trustees may from time to time prescribe.

Section 5.3 — President. The President shall be the chief operating officer of the Corporation and shall have the responsibility for the general supervision of the affairs of the Corporation. He or she shall be responsible for the administration of the Corporation, including general supervision of the policies of the Corporation, general and active management of the financial affairs of the Corporation and shall execute bonds, mortgages or other contracts under the seal of the Corporation pursuant to authority which may be general authority from the Board of Trustees. He or she shall preside at all meetings of the Trustees (when the Chairperson of the Board is not present). He or she shall present at each annual meeting of the Trustees a report of the affairs of the Corporation for the preceding fiscal year and shall perform whatever other duties the Board of Trustees may from time to time prescribe.

Section 5.4 — Secretary. The Secretary shall (i) keep minutes of all meetings of the Trustees, (ii) have charge of the minute books and seal of the Corporation, and (iii) perform such other duties and have such other powers as may, from time to time, be delegated to him or her by the President or the Board of

Trustees.

Section 5.5 — Treasurer. The Treasurer shall be charged with the management of the financial affairs of the Corporation and shall have the power to recommend action concerning the Corporation's affairs to the President

Section 5.6 — Assistant Secretary and Assistant Treasurer. Assistants to the Secretary and Treasurer may be appointed and shall have such duties as shall be delegated to them by the President or the Board of Trustees.

Section 5.7 — Vice Presidents. In the absence or disability of the President, the Vice President or Vice Presidents shall perform the duties and exercise the powers of the President. They shall perform such other duties and have such other powers as the President or the Board of Trustees may, from time to time, prescribe. The Board of Trustees may designate one or more Vice Presidents and may specify the order of seniority of Vice Presidents. The duties and powers of the President shall pass to the Vice Presidents in such specified order of seniority.

Section 5.8 Vacancies. When a vacancy occurs in one of the executive offices by death, resignation or otherwise, it shall be filled by the Board of Trustees. The officer so elected shall hold office until his successor is chosen and qualified.

## **ARTICLE SIX — SEAL**

Section 6.1 — Seal. The seal of the Corporation shall be in such form as the Board of Trustees may, from time to time, determine. In the event it is inconvenient to use such a seal at any time, the signature of the Corporation followed by the words "Corporate Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by him or her or any Assistant Secretary on such papers as may be directed by law, by these Bylaws or by the President or Board of Trustees.

## **ARTICLE SEVEN — AMENDMENTS**

Section 7.1 — Amendments. Except as prohibited by law, these Bylaws may be amended at any meeting of the Board of Trustees by the affirmative vote of a majority of the Trustees, except that Sections 2.2, 2.3, 3.2 and 3.3 hereof may only be amended by the affirmative vote of two-thirds (2/3) of all the Trustees.

## ARTICLE EIGHT — INDEMNIFICATION

Section 8.1 — Definitions. As used in this Article, the term:

A. "Corporation" means this Corporation and includes any domestic or foreign predecessor entity of this Corporation in a merger or other transaction in which the predecessors existence ceased upon consummation of the transaction.

B. "Trustee" means an individual who is or was a Trustee of the Corporation or an individual who, while a Trustee of the Corporation, is or was serving at the Corporation's request as a Trustee, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise.

C. "Expenses" include attorneys' fees.

D. "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

E. "Officer" means an individual who is or was an officer of the Corporation or an individual who, while an officer of the Corporation, is or was serving at the Corporation's request as a Trustee, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise.

F. "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

G. "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

Section 8.2 — Basic Indemnification Arrangement.

A. Except as provided in subsections 8.2C and 8.2D below, the Corporation shall indemnify any Officer or Trustee in the event he or she is made a party to a proceeding because he or she is or was a Trustee or officer against liability incurred by him or her in the proceeding if he or she acted in a manner he or she believed in good faith to be in or not opposed to the best interests of the Corporation and, in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

B. The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself: be determinative that any Officer or Trustee did not meet the standard of conduct set forth in subsection 8.2A.



The Corporation shall not indemnify any Officer or Trustee under this Article in connection with (i) a proceeding by or in the right of the Corporation in which such Officer or Trustee was adjudged liable to the Corporation, or (ii) any proceeding in which such Officer or Trustee was adjudged liable on the basis that he or she improperly received a personal benefit. Notwithstanding the foregoing sentence, the Corporation shall indemnify a Trustee or Officer adjudged liable as described if a court of competent jurisdiction determines pursuant to the Georgia Nonprofit Corporation Code that in view of the circumstances of the case, such Trustee or Officer is fairly and reasonably entitled to indemnification.

Indemnification permitted under this Article in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

#### Section 8.3 — Advances for Expenses.

A. The Corporation shall pay for or reimburse, as provided in Section 11.1 of these Bylaws, the reasonable expenses incurred by an Officer or Trustee as a party to a proceeding in advance of final disposition of the proceeding if:

1. He or she furnishes the Corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in subsection 8.2A above; and

2. He or she furnishes the Corporation a written undertaking (meeting the qualifications set forth below in subsection 8.3B), executed personally or on his or her behalf to repay any advances if it is ultimately determined that he or she is not entitled to any indemnification under this Article or otherwise.

B. The undertaking required by subsection 8.3A2 above must be an unlimited general obligation of such Officer or Trustee but need not be secured and may be accepted without reference to financial ability to make repayment.

#### Section 8.4 — Authorization of and Determination of Entitlement to Indemnification.

A. The Corporation shall not indemnify any Officer or Trustee under Section 8.2 unless a separate determination has been made in the specific case that indemnification of such Officer or Trustee is permissible in the circumstances because he or she has met the standard of conduct set forth in subsection 8.2A; provided, however, that regardless of the result or absence of any such determination, to the extent that such Officer or Trustee has been successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a

party, or in defense of any claim, issue or matter therein, because he or she is or was a Trustee or officer, the Corporation shall indemnify such Officer or Trustee against reasonable expenses incurred by him or her in connection therewith.

B. The determination referred to in subsection 8.4A above shall be made, at the election of the Board of Trustees:

1. By the Board of Trustees of the Corporation by majority vote of a quorum consisting of Trustees not at the time parties to the proceeding;

2. If a quorum cannot be obtained under subdivision 1 above, by majority vote of a committee duly designated by the Board of Trustees (in which designation Trustees who are parties may participate), consisting solely of two or more Trustees not at the time parties to the proceeding;

3. By special legal counsel:

(a) selected by the Board of Trustees or its committee in the manner prescribed in subdivision (1) or (2) above; or

(b) if a quorum of the Board of Trustees cannot be obtained under subdivision 1 above and a committee cannot be designated under subdivision 2 above, selected by a majority vote of the full Board of Trustees (in which selection Trustees who are parties may participate).

C. Evaluation as to reasonableness of expenses of an Officer or Trustee in the specific case shall be made in the same manner as the determination that indemnification is permissible, as described in subsection 8.4B above, except that if the determination is made by special legal counsel, evaluation as to reasonableness of expenses shall be made by those entitled under subsection 8.4B3 to select counsel.

#### Section 8.5 — Court-Ordered Indemnification and Advances for Expenses.

If an Officer or Trustee is a party to a proceeding, he or she may apply for indemnification or advances for expenses to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification or advances for expenses if it determines that:

A. An Officer or Trustee is entitled to mandatory indemnification under the final clause of subsection 8.4A above (in which case the Corporation shall pay such Officer or Trustee reasonable expenses incurred to obtain court-ordered indemnification);

B. An Officer or Trustee is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she met the standard of conduct set forth in subsection 8.2A above or was adjudged liable as described in Subsection 8.2C above, but if the Trustee was adjudged so liable, any court-

ordered indemnification shall be limited to reasonable expenses incurred by such Officer or Trustee; or

C. In the case of advances for expenses, an Officer or Trustee is entitled pursuant to any applicable resolution or agreement, to payment or reimbursement of his or her reasonable expenses incurred as a party to a proceeding in advance of final disposition of the proceeding.

Section 8.6 — Limitations on Indemnification of Employees and Agents. Nothing in this Article shall require or permit indemnification of an Officer or Trustee for any liability:

A. For any appropriation, in violation of his or her duties, of any business opportunity of the Corporation;

B. For acts or omissions which involve intentional misconduct or a knowing violation of law;

C. For any act for which indemnification would not be permitted under the Georgia Nonprofit Corporation Code or the Georgia Business Corporation Code; or

D. From any transaction from which he or she received an improper personal benefit, unless pursuant to court order as described above.

Section 8.7 — Witness Fees. Nothing in this Article shall limit the Corporation's power to pay or reimburse expenses incurred by an Officer or Trustee in connection with his or her appearance as a witness in a proceeding at a time when he or she has not been made a named defendant or respondent in the proceeding.

Section 8.8 — Non-exclusivity, Etc. The rights of an Officer or Trustee hereunder shall be in addition to any other rights with respect to indemnification, advancement of expenses or otherwise that such Officer or Trustee may have under the Corporation's Bylaws or the Georgia Nonprofit Corporation Code or otherwise.

Section 8.9 — Intent. It is the intention of this Corporation that this Article of the Bylaws of this Corporation and the indemnification hereunder shall extend to the maximum indemnification possible under the laws of the State of Georgia and if one or more words, phrases, clauses, sentences or sections of this Article should be held unenforceable for any reason, all of the remaining portions of this Article shall remain in full force and effect.

## **ARTICLE NINE — CONTRACTS**

Section 9.1 — Contracts. The Board of Trustees, except as otherwise provided in these Bylaws, may authorize any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance, and unless so authorized by the Board of Trustees, no officer or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

Section 9.2 — Transactions with Trustees and Officers. The Trustees and Officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, Trustees or otherwise; provided, however, that any contract, transaction, or act on behalf of the Corporation in a matter in which the Trustees or Officers are personally interested as shareholders, Trustees or otherwise shall be at arm's length and not violating of the proscriptions in Sections 11.1, 12.1, 13.1 and 14.1 of the se Bylaws. In no event, however, shall any person or other entity dealing with the Trustees and Officers be obligated to inquire into the authority of the Trustees and officers to enter into and consummate any contract, transaction or other action.

## **ARTICLE TEN — VOTING UPON SHARES OF OTHER CORPORATIONS**

Section 10.1 — Voting Upon Shares of Other Corporations. Unless otherwise provided by the Board of Trustees, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof: this Corporation might have possessed and exercised if present The Board of Trustees may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

## **ARTICLE ELEVEN — PROHIBITION AGAINST**

## **SHARING IN CORPORATE EARNINGS**

Section 11.1 — Prohibition Against Sharing in Corporate Earnings. No Trustee, Officer or employee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the Corporation; provided, however, that this prohibition shall not prevent the payment to any person of reasonable compensation for services rendered to the Corporation (other than solely as a Trustee) in effecting any of its purposes or reimbursement and indemnification as provided in Article Eight hereof: No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the remaining assets of the Corporation, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered and paid over to such charitable, religious, scientific, literary or educational organization or organizations as the Board of Trustees may determine, exclusively for charitable, religious, scientific, literary or educational purposes.

## **ARTICLE TWELVE — INVESTMENTS**

Section 12.1 — Investments. The Corporation shall have the right to retain all or any part of any securities and property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Trustees; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Code Section 503 or Section 507 and the United States Department of Treasury Regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

## **ARTICLE THIRTEEN — EXEMPT ACTIVITIES**

Section 13.1 — Exempt Activities. Notwithstanding any other provision of these Bylaws to the contrary, no Trustee, Officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by any organization exempt from income taxation under Code Section 501(c)(3) and the United States Department of Treasury Regulations promulgated thereunder as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Code Section 170(c)(2) and the United States Department of

Treasury Regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

## ARTICLE FOURTEEN — PRIVATE FOUNDATION

Section 14.1 — Private Foundation. Notwithstanding anything in these Bylaws to the contrary, if for any taxable year the Corporation is determined to be a "private foundation" as defined in Code Section 509, then with respect to such taxable year of the Corporation, the following shall apply:

(i) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or corresponding provisions of any subsequent federal tax laws.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), or corresponding provisions of any subsequent federal tax laws.

(iii) The Corporation shall not retain any excess business holdings as defined in Code Section 4943(c), or corresponding provisions of any subsequent federal tax laws.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Code Section 4944, or corresponding provisions of any subsequent federal tax laws.

(v) The Corporation shall not make any taxable expenditures as defined in Code Section 4945(d), or corresponding provisions of any subsequent federal tax laws.

I, \_\_\_\_\_, Secretary of the Leuva Patidar Samaj Foundation Inc., formed and existing under the laws of the State of Georgia, do hereby certify the foregoing is a true and complete copy of the Bylaws of this Corporation as amended, submitted to and adopted by its Board of Trustees effective as of September \_\_, 2007.

IN WITNESS WHEREOF, I have hereunder subscribed my name and affixed the seal of the Corporation, effective as of the date adopted above.

\_\_\_\_\_, Secretary

[CORPORATE SEAL]