

International PURA Foundation, Inc.

Prosperous Universe via Rural Advancement By Providing Urban amenities in Rural Areas

Articles of Organization

PREAMBLE

Empowering 3 Billion: More than 3 billion people live in villages across the world, mostly in developing countries with an increasing and perceptible divide between the rural and urban landscapes in several essential and critical necessities, widening significant inequalities that directly impact rural literacy, healthcare, wellbeing, employment opportunities, economic prosperity and sustainable quality of life.

Pioneers of PURA: Several PURA clusters have been operating and new ones are being set up all over India, to help over 600,000 villages with about 700 million people. The architects of this revolutionary mission, His Excellency, the honorable **Dr. A. P. J. Abdul Kalam**, the 11th **President of India** and his dedicated team have developed the road map how to design, develop and deploy PURA missions.

Critical Connectivities: Harnessing modern technology to serve the rural populations all across the world will result in sustained development by establishing much-needed (i) physical, (ii) electronic and (iii) knowledge connectivities under each PURA cluster leading to (iv) economic connectivity.

Road to Rural Prosperity: Bringing urban amenities such as decent homes, quality higher education, affordable healthcare, accessible sanitation, potable water, renewable energy, low-cost transportation, etc. in rural areas shall stimulate entrepreneurship, employment generation, sustained growth as well as evolution of happy, peaceful and prosperous societies. PURA is a sustainable way to lift the rural populations to better standards of life, eliminating poverty and improving the overall rural economy.

Addressing the need: Whereas the need for bringing proven PURA concepts to benefit the rural populations all over the world exists and to address that need in a cohesive and comprehensive manner, by harnessing the efforts of all the stake-holders, it is hereby resolved that a common, non-profit, non-political, secular, and charitable organization be formed to act as the common forum.

Focal Point: The '**International PURA Foundation, Inc.**' [aka: Foundation] shall serve as the central, international source for up-to-date information on the formation, design, development, implementation and sustained growth of PURA via knowledge sharing, active collaboration, beneficial networking of various PURA, its members, volunteers, stake-holders and the participants.

Confluence of Interests: The Foundation shall facilitate collaboration and channel the efforts of generous individuals, established institutions and respected leaders of the world to help PURA centers. It shall function without discrimination, with the single purpose of empowering indigent people to get out of poverty, eradicate illness, improve health, eliminate illiteracy, and enable economic well-being.

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CONSTITUTION

ARTICLE I – NAME

KRS 14A.3-010: The name of this non-profit corporation shall be the

‘INTERNATIONAL PURA FOUNDATION, Inc.’

hereinafter referred to as the ‘**Foundation**’.

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 Organization 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)
895 Edgewater Drive
Lexington KY 40502-3159 USA

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

b. Registered Office:

895 Edgewater Drive
Lexington, Kentucky, 40502-3159 USA

Ph: 859 - 268 2112
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 PURA Foundation, Inc.
895 Edgewater drive
Lexington KY 40502-3159, USA



International PURA Foundation, Inc.

URL: <http://www.purafoundation.org>

Ph: 859 – 268 2112

Fax: 859 – 268 8076

e. Incorporator:

M. S. Vijayaraghavan, MD (aka: M S Viji 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 3 billion rural 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 rural prosperity using modern technology, and empower 3 billion rural 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 rural employment for better quality of life in each PURA and its constituents.

SECTION 4: OBJECTIVES:

To bridge rural - urban divide in every part of the world

To stem rural – urban migration to reduce crowding, crime, etc. in urban areas

To expand sustainable employment and economic opportunities for rural populations

To provide a balanced socio-economic development to over 3 billion people in rural areas

To enable communication, collaboration and cooperation among various PURA entities

SECTION 5: PURPOSES:

- I. To bring together under one umbrella organization the various PURA centers and the peoples who participate in such PURA missions in different parts of the world. Each PURA center 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.
- II. To foster friendship among the PURA centers and participants 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.



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- III. To provide an avenue for cultural, knowledge and economic exchanges which shall be facilitated by the Foundation, to benefit the people of PURA in various parts of the world.
- IV. To conduct seminars and educational activities which shall enable the various PURA 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 PURA members in various parts of the world.
- VI. To help with the design, development, deployment, maintenance, etc. of PURA 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 their member PURA centers 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 PURA and the people covered under these PURA centers 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 of PURA centers in the world 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



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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 PURA clusters, the following are some of the salient roles the Foundation shall play.

- ✦ Be a referral center providing guidance in PURA design, formation, etc. by bringing together volunteers and PURA centers for mutual collaboration.
- ✦ Analyze rural 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 PURA success.
- ✦ Facilitate micro-lending and small business financing programs, educational sessions, informative seminars, trade conferences, etc.
- ✦ Help with setting up Tele-Education, distance learning, online certification, etc. for employment generation in various fields.
- ✦ Facilitate Tele-medical consultations for rural health centers and mobile clinics to promote health, nutrition, sanitation, preventive care, etc.
- ✦ 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 rural entrepreneurship and small business incubation.
- ✦ Develop PURA network for internal commerce and external market reach. Establish market opportunities to enable inter-PURA trade, commerce, cultural exchange, etc.

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



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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 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.



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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) **PURA Member:** Open to any PURA set up to improve rural standards of living under the various guidelines of a PURA center.
- (ii) **Individual Volunteers:** Qualified individuals and professionals who volunteer their services as guides, educators, mentors, supporters, donors, etc.
- (iii) **Institutional Partners:** Qualified institutions (such as 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 PURA design, development, establishment, maintenance, success and sustainability.

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.



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DEFINITIONS: [KRS 273.600 to 273.645]

Charitable Purpose: The relief of Poverty, the advancement of education, the promotion of health, or any other purpose the achievement of which is beneficial to the community.

Endowment Fund: An institutional fund or part thereof that, under the terms of a gift instrument, is not wholly expendable by the Foundation on a current basis. The term does not include assets that the Foundation designates as an endowment for its own use.

Gift instrument: a record or records, including an institutional solicitation, under which property is granted to, transferred to, or held by an institution as an institutional fund.

Institution:

- (i) A person, other than an individual, organized and operated exclusively for charitable purposes
- (ii) A government or governmental subdivision, agency, or instrumentality, to the extent that it holds funds exclusively for a charitable purpose or
- (iii) A trust that had both charitable and non-charitable interests, after all non-charitable interests have terminated

Institutional Fund: A fund held by an institution exclusively for charitable purposes

Person: An individual, corporation, business trust, estate, trust, partnership, limited liability company, association, joint venture, public corporation, government or governmental subdivision, agency or instrumentality or any other legal or commercial entity

Program related asset: An asset held by an institution primarily to accomplish a charitable purpose of the institution and not primarily for investment

Record: Information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form

Nonprofit Corporation: No part of the income or profit is distributable to its members, directors or officers; shall not have or issue shares of stock and is subject to the provisions of KRS 273.163 to 273.387.

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BYLAWS

Introduction: The Foundation shall be serving a great societal need that crosses geographic boundaries. It shall strive to empower over 3 billion people living in rural settings in every country, by using modern technology to bring education, information, skill development and connectivity to eliminate poverty, eradicate illiteracy, enhance health, raise the rural standard of living. The ultimate goals of the Foundation are to enable the common man and woman in villages become self-reliant, with sustainable growth and long term prosperity, to evolve happy, prosperous and peaceful societies.

Bylaws: These bylaws, in conjunction with the Constitution of the Foundation with the rights and responsibilities conferred on all similar non-profit organizations duly registered in the Commonwealth of Kentucky under the



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“Kentucky Nonprofit Corporation Acts” KRS 273.161 to 273.390, and all tax exempt entities under Section 501 (c) (3) of the Federal Government, shall be adopted by its Board of Directors [KRS 273.191]. The power to alter, amend, repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. These bylaws contain provisions for the regulation and management of the affairs of the Foundation and are consistent with the existing laws and the Articles of Incorporation of the Foundation.

ARTICLE I – ADVISORY BOARDS [Initial and Subsequent]

SECTION 1: INITIAL / FIRST BOARD of DIRECTORS:

- a. Per KRS 273.211 and in accordance with the “Kentucky Nonprofit Corporation Acts” KRS 273.161 to 273.390, the Initial / First Board of Directors shall be formed, comprising of three individuals and the Agent / Incorporator of the International PURA Foundation, Inc.
- b. Their names and required details are included in Appendix – A [KRS 273.211] for submission to the Secretary of State of Kentucky.
- c. After filing the Articles of Incorporation, an Organization Meeting of the Initial / First Board of Directors named in the Articles of Incorporation shall be held, at the call of the majority of the incorporator(s), for the purpose of adopting the bylaws, electing officers and the transaction of such other business as may come before the meeting. The Incorporator(s) calling the meeting shall give at least three (3) days’ notice thereof by regular mail / email to each Director so named, which notice shall state the time and place of the meeting. [KRS 273.257]
- d. The Initial / First Board of Directors shall hold office until the (Subsequent) Advisory Board of Directors, as specified in these Bylaws, are appointed and constituted, at which time they hand over the responsibilities and duties to that Advisory Board. This transition shall be scheduled and properly documented by the President – CEO, and can be done via regular mail, fax or online, by mutual consent of the respective Chairs of the Initial Board and the Subsequent Board.
- e. Any of the Initial / First Board of Directors, may serve in the Advisory board for a full term, in the second or any subsequent Advisory Board, if appointed and if they accept that appointment.

SECTION 2: COMPOSITION

- a. The Advisory Board of Directors of the Foundation (aka: the Board) shall consist of the Chairperson, and 12 Directors. The number of Board of Directors may be increased or decreased from time to time by suitable amendment to the Bylaws of the Foundation, but in no event shall there be less than three (3) Directors and no decrease shall have the effect of shortening the term of any incumbent Director.
- b. The affairs of the Foundation shall be managed by the Board of Directors. They need not be residents of Kentucky or members of the Foundation [KRS 273.207].
- c. The President – CEO of the Foundation shall represent the Executive Committee in the Board as one of the twelve (12), as the Ex-officio voting Director on the Board, thereby making the total number thirteen (including the Chair).
- d. A Director may voluntarily resign at any time, giving proper notice to the Chair of the Board. A Director may be summarily removed by the Chair of the Board, with input from the President-CEO, for any



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falsification of documents, miss-representation, or if under any civil or criminal legal censures or proceedings, when the Chair considers it may negatively impact the reputation and standing of the Foundation.

- e. Vacancies on the Board shall be filled by the Chair on recommendations for a suitable candidate by the remaining Directors serving on the Board, along with input from the President / CEO.

SECTION 3: CHAIR and DIRECTORS of the Advisory Board

- a. The Advisory Board of Directors shall be headed by the Chairman who shall serve a full four year term and with automatic renewal serve a second four-year term as well. The 12 Directors of the Board shall be inducted at the first Board Meeting following their appointment.
- b. The Board of Directors shall be accomplished individuals with high moral and ethical character, drawn from a cross section of the world citizens, known for their genuine concern for rural progress with a strong belief in the Mission of the Foundation. Known for personal achievements and professional experience, each shall enhance the Mission, thereby adding further strength to the Foundation.
- c. In the event of an unexpected vacancy of the Chair, the Board of Directors shall elect one among them or bring in a new, capable individual to fill that position. Until one is appointed, the Secretary of the Board shall act as the ad-hoc Chair. Once elected, the Chairperson shall serve a minimum term of four-years, with one additional term, consequently or separately. If chosen from among the existing Board of Directors, the maximum duration to serve shall not exceed twelve years. (one term Director and two terms Chair or two terms Director and one term Chair).
- d. The 12 Board of Directors shall be appointed according to the provisions given in these By-Laws. Each term of the Directors shall be four (4) years. About half of the Directors shall be appointed every two years and may not serve more than two terms (maximum eight years) either consecutively or separately. Initially five of the 12 Directors shall serve a two year term, to allow continuity and smooth succession.
- e. In the event of an unexpected vacancy in the Directors, on recommendation from the President, the Chair may appoint a suitable candidate to fill in the unexpired term of the predecessor. At the beginning of the subsequent Board Meeting, the Chair shall introduce the new Director and ratify their appointment.
- f. If any Director is unable to participate, without valid reason, in three consecutive scheduled Board meetings or over a span of eighteen months, [whichever is longer] the Director shall automatically forfeit their Membership in the Advisory Board. The Chair shall fill that vacancy per the terms in the Bylaws when a vacancy arises.

SECTION 4: General Standards for DIRECTORS

A Director of the Foundation, a nonprofit corporation subject to the provisions of KRS 273.161 to 273.387 shall discharge the duties as a Director, including the duties as a member of a committee:

- ✓ In good faith
- ✓ On an informed basis
- ✓ In a manner the Director honestly believes to be in the best interest of the Foundation
- ✓ Discharge the duties with care an ordinary prudent person in a like position would exercise under similar circumstances, inquiry into the business and affairs of the corporations, or into a particular action taken or decision to be made.

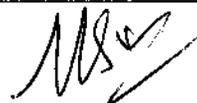


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- ✓ When making informed decision, relies on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: reliable and competent staff, legal counsel, public accountants who are experts with competence, etc.

SECTION 5: MEETINGS

- a. The Chair shall be in charge of the entire Board Meeting and shall conduct the same by calling the Board to order. Under unavoidable circumstances, when unable to preside over the meeting, the Chair may designate one of the Board Members to conduct the meeting in the Chair's place for that particular meeting or part of the meeting.
- b. The Advisory Board shall meet twice a year, either in person or hold virtual meetings using modern technology such as Tele-conference, etc. The meetings shall be recorded for future reference using modern technology. Minutes shall be circulated among the Board members and other relevant parties, summarizing the essence of the meetings and decisions.
- c. In the first Board meeting each year, the Board of Directors shall select one among them to be the Secretary of the Board, who shall ensure (i) proper minutes are recorded (ii) circulated to the Board of Directors (iii) approved in the subsequent meeting (iv) distributed to the Executive Committee for suitable follow up, etc. following each Board Meeting.
- d. The Secretary of the Board shall consult with the Chair and the Ex-Officio Member to inform the rest of the Board the Meeting Agenda, date, time and venue of the semi-annual Board Meetings, minimum twenty (20) days in advance, via digital and / or certified mail, ensuring delivery to the last known contact address recorded in the Foundation files. Notice of such meetings shall be posted in the Foundation website, (minimum twenty [20] days advance), accessible to the Board Directors and officers of the Foundation in a secure and confidential manner.
- e. Board of Directors shall visit the Foundation website [<http://www.purafoundation.org>] periodically to keep themselves informed of the meetings, activities and programs, even if personal communication efforts fail to reach them due to unforeseen technical difficulties.
- f. On the recommendation of the President/CEO and / or the Secretary of the Board, the Chair may invite anyone other than the Board of Directors to participate, make presentations and submit reports to the Board on specific items in the agenda or as observers. The invitees may be consultants, advisors and / or representatives of various PURA who are current members of the Foundation or planning to join as Direct members.
- g. Only the Directors shall vote on any proposals or decisions that are binding on the Foundation. A simple majority of the Board of Directors (present and in proxy) shall form the quorum of any Board meeting. The act of the majority of the Board of Directors present at which a quorum is present shall be the act of the Board of Directors.
- h. Notwithstanding the above, in matters of amendment or restatement of the Articles of Incorporation, amendments to the Constitution and Bylaws, Dissolution of the Foundation, matters relating to any merger, consolidation, etc. of the Foundation, a minimum of two-thirds (2/3) of the Directors present or by proxy shall be required, at which a quorum is present.
- i. On the recommendation of the President, the Chair may approve and call for a Special / Emergency Meeting of the Advisory Board – with 7 days' notice. Any meetings, regular or special can be conducted in



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person or as a virtual meeting online via tele-conferencing or other suitable modalities, in order to be considered valid.

- j. In case of an unforeseen emergency that requires immediate intervention, the Chair and the President shall consult with each other and exercise their special executive powers to act appropriately on behalf of the Foundation and inform the rest of the Advisory Board Members in a reasonable time to keep them informed. Such executive actions shall be reported at the subsequent Advisory board meeting and resolve any concerns the Advisory Board Members may have.
- k. The Parliamentary rules governed by the Revised Robert's Rules of Order shall govern this Foundation in all cases in which they are applicable except where they are inconsistent with the Constitution and By-Laws of this Foundation or applicable law.

SECTION 6: DUTIES AND POWERS

- a. The policies, directives and overall enforcement of the Vision, Mission and Purposes of the Foundation shall be supervised by the Advisory Board. The specific duties and powers of the Advisory Board include, but are not limited to, the following:
 - b. To stay current and relevant, the Constitution and By-Laws of the Foundation shall be reviewed and ratified by the Advisory Board at least once every ten years – even if no changes are needed. The proposed changes shall be circulated to the Board of Directors with 90 days advance intimation to allow sufficient time to review the existing statute as well as the proposed change, its pros and cons, etc. The proposed changes shall be brought for discussion and vote at any Board Meeting, to exercise their power to amend them as stipulated in these By-Laws.
 - c. To review, make corrections and approve the minutes of the previous meeting of the Board.
 - d. To recommend to the Chair potential new Members of the Board when a vacancy arises.
 - e. To recommend to the Chair to invite a non-member to attend the sessions of any meeting of the Advisory Board and to participate in the discussions. The invited guests at any Board Meeting shall be only observers, without any voting power in the affairs of the Board of the Foundation.
 - f. To oversee the activities of the Executive Committee and ensure they enforce the policies and decisions of the Board to promote the Mission and Purposes of the Foundation.
 - g. To receive reports of standing and Ad-hoc committees, approve or disapprove their recommendations.
 - h. To select the annual recipient(s) of the Foundation's Award(s) or Recognition from among the candidate(s) recommended by the Awards Committee.
 - i. To undertake any additional responsibilities / projects / powers and actions the Chair or the Executive Committee may assign to the Members of the Board from time to time.

SECTION 7: COMMITTEE(S)

Committees: The Chair and / or the Board of Directors shall appoint or designate and authorize the President the power to appoint one or more committees for any specific purpose or project and delegate appropriate responsibility or assign a project or activity.



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- ❖ Each committee (temporary or standing), shall have a Coordinator who shall report to the President (or person designated by the President) the progress and activities as instructed.
- ❖ Any Committee(s) may be dissolved by the President or the Board of Directors, once the purpose is completed, and due reports have been submitted as required.
- ❖ No committee has any authority to alter, amend, change or rescind any of the Articles of Incorporation, Constitution or the Bylaws.
- ❖ No committee shall enter into any financial obligations on behalf of the Foundation, rent, lease, mortgage, or in any manner involve the Foundation or its assets in any financial commitment or transaction without the written authorization from the President and/or Treasurer, or the Chair of the Board of Directors. All such acts shall be promptly reported to along with weekly or monthly updates provided to the Treasurer as instructed.
- ❖ No committee or committee member shall accept or receive any payment, funds or assets in their own name on behalf of the Foundation. All contributions / payments / donations / gifts / grants, etc. must be directly sent to / remitted to the Foundation only. Any violation of this shall be a serious offense and at the discretion of the Board of Directors, may be punishable to the fullest extent of the law.
- ❖ No committee shall be constituted to operate to relieve the Board of Directors and or any individual Director their responsibility imposed by law.

SECTION 8: COMPENSATION

- a. The members of the Advisory Board shall serve without any compensation. With prior approval, and on submitting satisfactory proof, the ordinary and necessary expenses incurred in the pursuance of the duties as Board Members shall be reimbursed from the donated funds of the Foundation. If any such reimbursement is disqualified or questioned by the regulatory authorities, the Members unconditionally agree to refund to the Foundation the said amount in question.

ARTICLE II – FOUNDATION MEMBERSHIP

- a. There shall be three (3) classes of voluntary Membership in the Foundation. All applicants to any of the offices or Board Membership or committees or any class of membership are expected to hold to high ethical, moral and civic standards. All are expected to and be willing to uphold the objectives and purposes of the Foundation.

SECTION 1: PURA MEMBER

- a. Voluntary, free and open to any PURA center anywhere in the world that is supportive of the Foundation's Vision and Mission to help rural populations in any part of the world. A simple on-line application with pertinent details of the PURA shall be sent in for the Board to review and acceptance, if basic criteria are met.
- b. Membership entails PURA registrants free access to the registered Foundation volunteers, mentors, guides, experts, professionals and others who are willing to help and participate in various aspects of the PURA – from the initial design stage all the way to sustained support as long as the PURA needs. Those entities approved as 'for-profit' shall offer significant reduction in their fees and charges for registered DIRECT PURA Members.



International PURA Foundation, Inc.

SECTION 2: INDIVIDUAL VOLUNTEER MEMBER

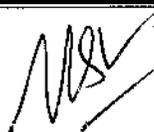
- a. Voluntary, free and open to any accomplished individual (age 18 and above) without regard to race, religion, sex, ethnic or national origin who has a valuable contribution to make to the Foundation and / or any of its member PURA Missions and their constituents in any part of the world. Online application with required and verifiable information shall be reviewed (or rejected) by the Executive Committee before registration as a Supporter in this category.
- b. By filling in the online application, the individual applicants signify that they understand, give their informed consent and agree to abide by the Executive Committee's decision, which has full discretion in all such matters.
- c. Within this Individual member category, any youth (below the age of 18) shall be enrolled under: 'VOLUNTEER – YOUTH MEMBER', without regard to race, religion, sex, ethnic or national origin who has a valuable contribution to make to the Foundation and / or any of its member PURA Missions and their constituents in any part of the world. Online application, with the approval of one of the parents / legal guardian, with required and verifiable information shall be reviewed (or rejected) by the Executive Committee before registration as a Supporter in this category. By filling in the online application, the individual applicants (and their parent / legal guardian) signify that they understand, give their informed consent and agree to abide by the Executive Committee's decision, which has full discretion in all such matters. On attaining the age of 18, the Youth Member shall be advanced automatically to the Individual Member category.

SECTION 3: INSTITUTIONAL PARTNER

- a. Voluntary, free and open to institutions of all sizes and shapes (Charitable, Philanthropic, NGO, Governmental, Independent, For-profit, etc.) in all sectors such as Education, Healthcare, Humanities, Science, Research, Technology, Finance, Industry, Transportation, Judicial, Legal, Accounting, etc. that can impact the quality of life for rural populations.
- b. The membership application shall be evaluated purely based on their merit, without regard to race, religion, sex, ethnic or national origin, who is supportive of the Foundation and its objectives, purposes and functions.
- c. Online application with required and verifiable information shall be reviewed (or rejected) by the Executive Committee before registration as a Supporter in this category. By filling in the online application, the institution signifies that they understand, give their informed consent and agree to abide by the Executive Committee's decision, which has full discretion in all such matters.

SECTION 4: FUNDS – Dues, Fees and Assessments.

- a. There are no annual dues, fees or assessments for any of the categories of the Membership.
- b. The Foundation shall be 100 % charitable, non-profit entity that welcomes voluntary donations from legitimate and well-meaning donors - individuals and organizations that want to support and promote the Mission and Purposes of the Foundation.
- c. All donations and funds raised shall be properly accounted for and transparent for review and inspection by anyone interested and shall be provided in the Foundation web site on a periodic basis, after review and approval by independent qualified professionals.



International PURA Foundation, Inc.

- d. None of the Executive Committee or any of the Board Members shall receive any compensation, salary, commission or perks for their participation. Incidental and necessary expenses in performing any assigned tasks shall be (i) underwritten by sponsoring organizations (ii) covered by charity minded individuals or institutions or (iii) with the approval of the Board, allotted from donations received by the Foundation in promoting PURA Missions in every part of the world.
- e. The funds raised from public donations, grants, publications, fund raising events, etc. shall be ear-marked to support the ongoing activities of the Foundation – such as reaching out to various PURA members, helping them develop their own skills and efficiencies, providing connectivity via modern amenities, setting up, maintaining and updating a web portal that shall be a conduit to channel collaboration, interaction and networking among various PURA in any part of the world, providing access to volunteers and support groups the PURA can access quickly and easily, etc.

ARTICLE III – Executive Committee - OFFICERS

- a. **Executive Branch:** The Executive Committee, made of qualified persons / volunteers who are willing to serve in their respective capacities, shall be responsible for the actual implementation and execution of the Vision, Mission, activities, and purposes of the Foundation and ensure putting into action the policies and decisions of the Advisory Board. The Executive Committee and its officers shall be answerable to the Chair and the members of the Advisory Board.
- b. **Authority of Officers:** Each officer of the Foundation shall have the authority and shall perform the duties set forth in the bylaws or to the extent consistent with the bylaws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors or the President to prescribe the duties of other officers, as per KRS 273.228.
- c. The same individual may hold more than one office in the Foundation [KRS 273.227]. The term of each officer shall be for a period up to three years and with the consent of the Board of Directors, they can be reappointed as per the needs of the Foundation.

SECTION 1: POSITIONS

The Executive officers of the Foundation shall be:

1. The President - CEO
2. The Executive Secretary
3. The Foundation Treasurer

SECTION 2: PRESIDENT - CEO

- a. **Duties:** The President shall be the Chief Executive Officer of the Foundation and shall perform all duties customarily associated with the Office of the President; preside at all the meetings of the Executive Committee (composed of the officers 1, 2 & 3 listed above); be responsible for the appointment of the Chairperson of all standing and Ad-Hoc committees, subject to the approval of the Advisory Board. The President shall represent the Executive branch, as the Ex-Officio Director in the Advisory Board of Directors [KRS 273.227]. If unable to attend, the President instead may assign one of the officers to represent and attend a specific meeting / session.
- b. **Duration:** The President shall serve for an initial term of four years with a second term of four more years, either consecutively or subsequently. This is a voluntary position without any compensation or salary and the appointment shall be ratified by the Chair of the Advisory Board. In case of an unexpected vacancy, the



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Chair may appoint an interim / ad hoc President or request the Executive Secretary to act in that capacity till one is appointed.

SECTION 3: EXECUTIVE SECRETARY

- a. **Duties:** The Executive Secretary shall be responsible for the customary duties of a Secretary in a non-profit organization, and also (inclusive of and not limited to) (i) act and sign for the Foundation in all matters except those specifically assigned to another officer; (ii) be responsible for the minutes of meetings of the Executive Committee; (iii) be responsible for circulating these minutes before any meeting; (iv) maintain a list of the current address, telephone number and other pertinent contact data on all Executive Committee, Advisory Board Members and various categories of the Foundation membership; (v) ensure the applications under the various membership categories are reviewed by the respective reviewers and respond to the applicants in due time, (vi) communicate with the Members; (vi) ensure collaboration and cooperation among the various PURA (vii) be the custodian of all the records, papers and properties of the Foundation and (viii) hand over all documents and properties of the Foundation to the successor.
- b. **Duration:** The Secretary shall serve for an initial term of four years with a second term of four more years, either consecutively or subsequently. In case of an unexpected vacancy, the President may appoint an interim / ad hoc Secretary or request the Treasurer to act in that capacity till one is appointed.
- c. **Operations Records:** The Secretary in cooperation with the Treasurer, shall be the custodian and maintain the up-to-date records of the Foundation; make them available for review by any member; file due annual, quarterly or other documents, license renewal, etc. with local, state and federal authorities as required; submit quarterly activity and operations status report to the Advisory Board Chair and the Executive Committee; provide annual report to the entire Advisory Board; hand over the records to the succeeding Secretary when there is a change in the position; provide full cooperation, help and submit all records for any internal or external audit required by the Board or by the regulatory bodies.

SECTION 4: TREASURER - CFO

- a. **Duties:** The Treasurer shall be responsible for the customary duties of a Treasurer in a non-profit organization, and also (inclusive of and not limited to) (i) the collection of all donated funds for the Foundation and be responsible for their safe keeping; (ii) Apply for and obtain any tax exemptions from the local, state, regional, national regulatory bodies as required, and ensure maintaining them active (iii) Pay on time, all taxes, levies, grants / distributions / debts of the Foundation from the Foundation's funds; (iv) Keep accurate accounts and shall submit a Financial Statement at each Annual Meeting of the Advisory Board; (v) Submit an interim report at each Advisory Board meeting on the financial status of the Foundation, (vi) Research and apply for various eligible rural development grants (vii) Update status of application for grants, donations, etc., (viii) Submit a tentative budget for the upcoming fiscal year (ix) Get approval from the Executive Committee / the Advisory Board for any fund raising events / activities being planned over the next twelve months and (x) Apply for non-profit mailing permit; apply for and comply with all non-profit solicitation requirements of the local, city, county, state, regional, federal entities, existing laws, and regulatory standards.
- b. **Duration:** The Treasurer shall serve for an initial term of four years with a second term of four more years, either consecutively or subsequently. In case of an unexpected vacancy, the President may appoint an interim / ad hoc Treasurer or request the Secretary to act in that capacity till one is appointed.
- c. **Financial records:** The Treasurer shall prepare a preliminary budget, in consultation with the President at the beginning and also prepare an annual budget for the subsequent year(s). Set up a proper financial and accounting as well as record keeping system. Prepare the year-end Balance sheet, Profit-Loss, Cash-flow,



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Income-expense, and other financial documents that are customary and essential in running a non-profit tax-exempt organization and maintaining transparency and conforming to all regulatory standards and future modifications.

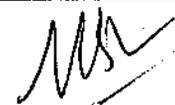
- d. **Bank Account(s):** The Treasurer, in consultation with the President, shall set up one or more bank accounts at a reputable bank and ensure proper deposits, withdrawals, disbursement, etc. are conducted to run the Foundation properly. The Treasurer shall have the authority to issue checks and make payments independently, up to the limit set by the Advisory Board and for expenses exceeding that limit, shall require the signature of the President as well. For electronic funds transfer, when the two need to sign, the respective, secure, authenticated digital signatures shall be acceptable and serve the same purpose as the originals affixed to a paper document.
- e. **Record Keeping and archiving:** Treasurer shall maintain the up to date records and make them available for review by any member and also file due tax documents and returns to respective local, state and federal authorities as required; submit quarterly financial update to the Advisory Board Chair and the Executive Committee and provide annual report to the entire Advisory Board; hand over the records to the succeeding Treasurer when there is a change in the Treasurer's position; provide full cooperation, help and submit all records for any internal or external audit required by the Board or by the regulatory bodies.

SECTION 5: TERMINATION

- a. At the time of accepting the appointment with the Foundation, each individual signifies that they have personally reviewed these Constitution and By-Laws and give their full and informed consent to accept and abide by the terms and conditions under which they are appointed.
- b. At the conclusion of the regular and renewal terms of their appointments, the respective officers shall hand over all documents and records to their successor without any delay and help with the smooth and orderly transition. No notice shall be required for such orderly termination.
- c. Any Officer or Advisory Board member shall have the right to terminate their association with the Foundation by giving a written notice to the President (if a Board Member, to the Chair) for any personal reasons, with a 90 day advance notice.
- d. In case of any intentional falsification of records, misappropriation of Foundation funds, or civil or criminal misconduct unbecoming of the high ethical and moral standards of the Foundation's Principles, declared bankruptcy or insolvent, etc. the position shall be subject to summary termination without any compensation or recourse.
- e. If one is found to be clear of any such accusations and declared innocent of any wrong doing by a competent court of law or jurisdiction, the President / Chair of the Foundation may re-appoint the person to complete the remainder of the term, when a suitable vacancy arises in that position. But no such reappointment shall be assured or guaranteed under any circumstance.

ARTICLE IV – Use of TECHNOLOGY

- a. **Emerging Technology:** The Foundation shall make use of emerging and modern technology to conduct and carry out its services and responsibilities as well as its operations. Use of Tele-Conferencing, Tele-Education, Tele-Commuting, Tele-Medicine, Tele-Volunteering, etc. shall be made effective use of in various aspects and adopt methods to lower the negative impact on the environment by reducing paper use and do all it can to be energy efficient and eco-friendly.



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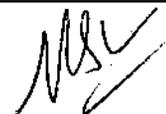
- b. **Virtual Meetings and recordings:** Board Meetings conducted online, Executive Committee Meetings conducted online, digital data generation and storage in a secure and encrypted manner, that are legally permissible in a court of law as legally valid, etc. shall be as legally valid and binding as a paper document, telegram, telex, cablegram, or similar transmission by an Executive Committee member, Board Member and Officer of the Foundation.
- c. **Record Keeping:** Emphasizing eco-friendly practices, and to reduce usage of paper, most documents of the Foundation shall be kept in a secure and encrypted digital format with adequate efforts to allow backup, storage, retrieval, and prevent any loss or misuse, etc. The Foundation shall use currently available digital and other emerging technologies to keep correct and complete records of accounts and keep minutes of the proceedings of the meetings of the members, Board of Directors, committees, officers, and other relevant documents as well as protecting the privacy and confidentiality of the participants – such as PURA constituents, volunteers, institutional partners, vendors, suppliers, consultants, etc.
- d. **Inspection:** All the records and documents of the Foundation shall be available for inspection and review by any Foundation member, Director, staff, member's agent, attorney, for any proper purpose at any reasonable time. At the approval and discretion of the President and the Chair of the Board, these documents shall be made available to the Internal as well as external auditing teams, regulatory authorities (local, regional, state, federal) and international foundations and organizations who require such disclosure and accountability for grants, donations, etc.
- e. **E-signature:** For all important documents, a valid and secure electronic signature shall be acceptable and legally enforceable in place of a direct signature on a paper document.
- f. **Confidentiality:** The Foundation shall use security and encryption and other measures to protect the privacy and confidentiality of all concerned and allow secure storage onsite / offsite, limited and secure access for all sensitive and confidential data, after the approval of the President / Executive Committee / Board Chairman / Directors, as the case may be. Critical to mobilize the cooperation and support of the participants to uphold confidentiality and privacy always.
- g. **Volume of data:** In spite of one's best intentions, when dealing with several thousands (if not millions) of individuals and organizations in different parts of the world, with varying degrees of technical capabilities and security enforcements, the ability to record, store and maintain all data will not be easy or realistic. The Foundation shall do all it can to accomplish this within its means and using the best options that are available out in the real world.

ARTICLE V – FINANCIAL MATTERS and SUPPORT

SECTION 1: The Foundation may undertake periodically specific fund raising programs and engage in fund raising activities. The exact mode of such activities are yet to be developed and once it is approved as 501 (c) (3) organization, shall apply for grants from governments, international bodies, private foundations, businesses, corporations, etc. that help promote and support the Vision, Mission, objectives and purposes of the Foundation.

SECTION 2: The Foundation shall depend on financial support from the following sources:

- ✓ Grants and Contributions from other Non-Profit, Tax-exempt Organizations
- ✓ Public Donations and Endowments
- ✓ Corporate Donations and Endowments
- ✓ Interest, Dividends or other income from investment of unexpended funds.



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SECTION 3: The Foundation shall not provide any compensation for the Advisory Board Directors at this time and will reimburse certain reasonable and ordinary expenses of the Board Directors, officers, or other agents and employees incurred in furtherance of the Foundations Vision, Mission, Objectives and Purposes and related projects, services, programs, etc. When any Board Director provides substantial time, services and professional or staff services, separate and apart from their role as the Advisory Board Director, they will be entitled to reasonable and ordinary compensation that would be paid to anyone else providing similar services, etc.

SECTION 4: The Foundation shall hire required staff and management personnel when it is on a firm financial footing to afford them in the course of time. Any salaries, wages, fringe benefits, or other forms of compensation are paid to or provided to any individual or entity, it shall be reasonable and commensurate with the duties and working hours associated with such employment and payment comparable to persons with similar positions and duties. Any reimbursement for expenses (full or partial) disallowed by the Advisory Board or by any regulatory bodies shall be fully and promptly repaid to the Foundation and the decision of the Advisory Board shall be final on all such matters.

SECTION 5: Except for basic organizing costs underwritten by one or two generous individuals, the Foundation does not have any assets or funds. It is anticipated that contributions will be made after the Foundation receives its determination letter about the non-profit and tax exempt status from the Internal Revenue service.

SECTION 6: In keeping with the regulatory standards and to be compliant with required financial accounting and transparency, the Foundation shall institute periodic (at least once a year) internal audit and when financially stable, and affordable, conduct an annual external audit. Any discrepancy or insufficient data must be taken seriously and remedied with suitable course of action. The Advisory Board on the advice of the President-CEO / Executive Committee, shall have the right to suspend the person till the matter is resolved or dismiss summarily for gross violation, The Advisory Board also has the right to institute any appropriate legal course of action, when funds are misappropriated or misused, and has the right to recover the same, with interest and penalty along with related court costs and attorney fees.

SECTION 7: Per KRS 273.241, the Foundation shall NOT make any loans to its Directors, or officers.

ARTICLE IV – INDEMNIFICATION

SECTION 1: The Foundation shall indemnify any and all members of its Executive Committee and the Advisory Board, officers or former directors or officers, or any person who has served or shall serve at the Foundation's request, against expenses actually and necessarily incurred by them in connection with their duties and functions of the Foundation. This shall not apply if there is willful misconduct or misappropriation of the Foundation's funds or resources, in the performance of their duty or function of the Foundation.

ARTICLE V – FISCAL YEAR

The fiscal year for the Foundation shall commence on the first day of January of each year and end on the last day of December of that same year.

ARTICLE VI – AMENDMENTS

- a. The Initial / First Board shall review and ratify the Constitution and By-Laws of the Foundation at the very first meeting of the Board. The Subsequent Advisory Boards shall conduct a review at least once every ten years (or more often if necessary), to suggest changes and modifications.

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- b. Per KRS 273.261, the Advisory Board shall have the sole and exclusive right to amend, alter, revoke, restate [KRS 273.273] or otherwise change these Articles of Incorporation or any part hereof, from time to time, in any and as many respects as may be desired, so long as its articles of Incorporation as amended contain only such provisions as are lawful under KRS 273.161 to 273.390.
- c. Permanent changes to the Constitution and by-Laws, requires a minimum of 10 votes out of possible 13 (including that of the Chair). Even if all 12 of the Members of the Board approve, the measure to change the Constitution and By-Laws shall not be valid without the positive vote of the Chair. The Chair has the veto power, when it involves this specific right to change the Constitution and By-Laws.
- d. The Chair alone cannot make any changes to the Constitution and By-Laws and needs additional 9 more votes of the Board Members in this matter. Unless specifically stated otherwise in this Constitution and By-Laws, for all other matters brought before the Board for a vote, a simple majority, (with or without the consent of the Chair) (7 out of 13) is adequate for Board approval.
- e. Once a Constitutional and By-Laws change is voted by the Board and ratified, it shall be in force for at least 12 months before it can be voted on again by the Board Members as per the terms in Article I, Section 3, Item (h) stated above.
- f. The Secretary of the Foundation shall deliver to the Secretary of State the Amended Articles of Incorporation for filing the same to satisfy KRS 14A.2-010 to 14A.2-150, setting forth:
 - The name of the Corporation
 - The Amendment adopted
 - Details of the date, meeting the quorum, minimum two-thirds (2/3) of the votes for adopting the amendment, with proper documentation, as provided in these Bylaws.

ARTICLE VII – CONFLICT of INTEREST TRANSACTIONS

- a. **Conflict of Interest:** Per KRS 273.219, a Conflict of Interest Transaction with the Foundation is one in which a Director has a direct or indirect interest. A Conflict of Interest transaction shall not be voidable by the Foundation solely because of the director's interest in the transaction if any one of the following is true. An indirect interest exists when a Director of the Foundation has material financial interest or is a general partner, director, officer, or trustee in an entity that enters into a transaction with the Foundation.
- b. **Disclosure:** The material facts of the transaction and the Director's interest shall be disclosed or made known to the Board of Directors or committee in charge of the project, in advance. After due diligence, the Board at its own discretion may reject or accept and authorize, approve, or ratify the transaction after the full disclosure and finds the transaction to be fair to the Foundation.
- c. **Founding Partners:** The three Founding Institutional Partners ['Enriched Cloud Computing, LLC', 'Resources International, Inc.' and 'i-Grandee Software Technologies Pvt. Ltd.', their staff, associates and subsidiaries] have underwritten the efforts and expenses, while continue to provide critical support, organization, supervision, etc. as the Founding Institutional Partners. They provided the web design, detailed development, offer ongoing maintenance, complete management, oversee operations and offer technical support. They shall participate in several activities and projects of the Foundation. Their individual and collective strength has made it possible to launch this entire mission to empower the 3 billion rural citizens of the world.

M. S. Vijayaraghavan, MD and his immediate family members have the following interests:
These are family owned companies and interact / collaborate with each other in several ways.



International PURA Foundation, Inc.

President & CEO	International PURA Foundation, Inc. since inception
Managing Partner & Investors	Enriched Cloud Computing, LLC, since inception
President & Owner	Resources International, Inc. since inception
Director of the Board & Investor	i-Grandee Software Technologies Pvt. Ltd. since Dec. 2009
General Manager & Investors	Alpha International Ltd. LLC, since inception
Chairman of the Board & Investors	VASS Enterprises Ltd LLC, since inception

- d. **Critical Role:** This critical role of the Founding Institutional Partners and their associate firms listed above in this Constitution and Bylaws is to document disclosing to the Chair, the Board of Directors, current and future committees, etc. and to ensure they are authorized, approved and ratified to conduct transactions with the Foundation. Their participation in the Foundation's establishment, activities and programs are fair, acceptable and not voidable, even if it fits in the 'technical definition' of the term 'Conflict of Interest' defined above per KRS 273.219.
- e. **Open to all willing partners:** Trying to help 3 billion people of the world is not possible without the help, support and active participation of hundreds and thousands of willing and capable individuals and institutional partners. Whoever can provide the needed and essential support to empower the rural populations of the world is welcome. The Foundation welcomes with open arms all collaborative efforts anyone willing to offer their abilities and services helping the Foundation to achieve its stated Vision, Mission and Purposes.
- f. **Transparent and fair:** Any services provided by any organization, entity, business, for-profit or charitable, that may come under the term 'Conflict of Interest' because of their direct or indirect link with any of the directors or officers shall disclose their relationship to the Board of Directors well in advance and ensure their approval and assure the Foundation that their charges, fees, billing, etc. shall be fair, just, comparable and reasonable at all times. In keeping with the non-profit nature of this entire mission, they shall offer their products and services at a significant discount they extend to their best customers.

ARTICLE VII – DISSOLUTION

- a. Per KRS 273.161 to 273.390, the Advisory Board, if the vision, mission and purposes of the Foundation are not fulfilled, may decide to dissolve the Foundation with the advice of the President-CEO and the vote of two-thirds [2/3] of the Directors in office. The date, place, quorum, circumstances, the discussions, confirming vote and a plan of distribution shall be documented, adopted at a meeting of the Advisory Board.
- b. Assets held by the Foundation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- c. Per KRS 273.303, the assets received and held by the Foundation subject to using them for charitable purposes, but not held upon a condition requiring return, transfer or conveyance by reason of dissolution, shall be transferred or conveyed to one or more domestic or foreign non-profit corporations, societies, or organizations engaged in activities substantially similar to those of the dissolving Foundation, pursuant to a plan of distribution adopted as provided in KRS 273.161 to 273.390.
- d. Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Foundation, dispose of all the other assets of the Foundation in such manner, or to such organizations organized exclusively for charitable, cultural or civic purposes as shall at that time qualify as an exempt organization or organizations under Section (501) (c) (3) of the Internal



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Revenue Code of 1954 or the corresponding provision of any future United States law, as the Advisory Board shall determine.

- e. 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 or organizations as said court shall determine to be organized and operated exclusively for such purposes. No member, director, or officer of the Foundation and no other private individual will be entitled to any distribution of any assets of the Foundation in the event of its dissolution.

APPENDIX – A Initial Advisory Board Members

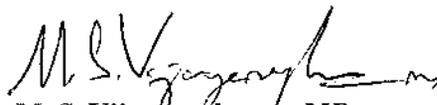
- | Name: | Address: |
|---|--|
| 1. Dr. Nirmala Desai, MD
Email: ndesai@uky.edu
Cell: 859 – 552 6336
Ph: 859 – 266 3625 | 2040 Manor drive
Lexington KY 40502
USA
Chair, Initial / First Board of Directors |
| 2. Dr. Sibua Saha, MD
Email: ssaha2@uky.edu
Cell: 859 – 338 0509
Ph: 859 – 268 4496 | 1616 – 3 Tates Creek Road
Lexington KY 40502
USA
Director, Initial / First Board of Directors |
| 3. Dr. D. Sudharshan, Ph D
Email: nalsud@yahoo.com
Cell: 859 – 338 2160
Ph: 859 – 219 1625 | 118 Cambridge Lane
Nicholasville, KY 40356
USA
Director, Initial / First Board of Directors |
| 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 |

Declaration:

Apr. 18, 2011,

Lexington, KY, USA

Hereby I, **M. S. Vijayaraghavan, MD**, resident of Lexington, KY, declare that I am the authorized Incorporator and the registering Agent of the 'INTERNATIONAL PURA FOUNDATION, Inc.' and solemnly state that the information provided above is true and accurate to the best of my knowledge, belief and understanding.



M. S. Vijayaraghavan, MD

Registering Agent & Incorporator

895 Edgewater Drive, Lexington, KY 40502-3159 USA

Apr. 18, 2011

msviji2020@yahoo.com