

SHRI PATAN JAIN MANDAL OF USA NFP
ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
IN LIEU OF AN ORGANIZATIONAL MEETING

The undersigned, being all of the members of the Board of Directors (the "Board") of Shri Patan Jain Mandal of USA NFP, an Illinois non-profit (the "Corporation"), hereby consent and agree to the adoption of the resolutions set forth below:

A. Ratification of Prior Actions

RESOLVED, that the Board hereby ratifies, confirms, adopts and approves all acts heretofore done or undertaken by Nitin Shah, Viraj Shah, and Mahendra Sandesara (the "Incorporators") in all respects, and that the Corporation hereby agrees to indemnify and hold harmless the Incorporators for any acts done or undertaken on behalf of the Corporation.

B. Adoption of Articles of Incorporation

RESOLVED, that the Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Illinois on September 30, 2022 (the "Certificate of Incorporation"), a copy of which is attached hereto as Exhibit A, be, and the same hereby is, adopted, ratified and affirmed in all respects; and be it

FURTHER RESOLVED, that a certified copy of the Certificate of Incorporation be inserted by the Secretary of the Corporation elected herein to the Minute Book of the Corporation ("Minute Book").

C. Adoption of Bylaws

RESOLVED, that the Bylaws of the Corporation (the "Bylaws") attached hereto as Exhibit B be, and the same hereby are, adopted as the Bylaws for use by the Corporation; and be it

FURTHER RESOLVED, that a copy of the Bylaws be filed by the Secretary into the Minute Book immediately following the copy of the Certificate of Incorporation.

D. Minute Book

RESOLVED, that the Corporation shall maintain as part of its corporate records a book, in electronic or physical form, entitled "Minute Book" which shall include, but not be limited to, (i) a record of its Certificate of Incorporation and amendments thereto, (ii) its Bylaws and amendments thereto, and (iii) minutes of all meetings of its directors with the time and place of holding, whether regular or special (and if special how authorized), the notice thereof given, and the proceedings of the meetings.

E. Number of Directors

RESOLVED, that pursuant to the Bylaws of the Corporation, the Board shall initially consist of three (3) members.

F. Appointment of Officers

RESOLVED, that effective as of the date first set forth above, the following named persons be, and hereby are, elected to serve in the corporate offices set forth below until the first annual meeting of the Board of Directors or until such persons' successors are elected and qualified:

<u>Name</u>	<u>Title</u>
Nitin Shah	President
Mahendra Sandesara	Vice President
Viraj Shah	Secretary
Mahendra Sandesara	Treasurer

G. Payment of Expenses

RESOLVED, that the Officers of the Corporation be, and hereby are, authorized to pay with the funds of the Corporation all fees and expenses incident to, and necessary for, the incorporation and organization of the Corporation.

H. Banking Relationship

RESOLVED, that any President or Treasurer of the Corporation be, and each of them hereby is, authorized to (i) designate one or more banks or similar financial institutions as depositories of the funds of the Corporation, (ii) open, maintain, and close general and special accounts with any such depositories, (iii) cause to be deposited, from time to time, in such accounts with any such depository, such funds of the Corporation as such officer deems necessary or advisable, and to designate or change the designation of the officer or officers or agent or agents of the Corporation authorized to make such deposits and to endorse checks, drafts, and other instruments for deposit, (iv) designate, change, or revoke the designation, from time to time, of the officer or officers or agent or agents of the Corporation authorized to sign or countersign checks, drafts, or other orders for the payment of money issued in the name of the Corporation against any funds deposited in any of such accounts, (v) authorize the use of facsimile or electronic signatures for the signing or countersigning of checks, drafts, or other orders for the payment of money, and to enter into such agreements as banks and similar financial institutions customarily require as a condition for permitting the use of facsimile signatures, and (vi) make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable and to complete, execute, and certify any customary printed blank signature card forms in order to exercise conveniently the authority granted by this resolution (and any resolutions printed on such cards are deemed adopted as a part of this resolution); and be it

FURTHER RESOLVED, that all form resolutions required from time to time by any such depository be, and hereby are, adopted in such form used by such depository, and that the President of the Corporation be, and hereby is, authorized to certify such resolutions as having been adopted by the Board at this meeting and that the Secretary be, and hereby is, directed to insert a copy of any such form resolutions in the minute book of the Corporation immediately following these resolutions; and be it

FURTHER RESOLVED, that any such depository to which a certified copy of these resolutions has been delivered by the President of the Corporation be, and hereby is, authorized and entitled to rely upon such resolutions for all purposes until it shall have received written notice of the revocation or amendment of these resolutions adopted by the Board.

I. Tax-Exempt Status.

RESOLVED, that the Board hereby authorizes the preparation and submission of the Form 1023 (application for tax-exempt status) to the IRS in order to obtain a determination of tax-exempt status. It further authorizes the expenditure of the filing fee for such application and authorizes the President or other officer designated by the President to execute such application and all other related forms and documentation necessary for the submission of the Form 1023 to the IRS.

J. Principle Office

RESOLVED, that Board hereby designates the following place as the Corporation's principal office: 1405 Midwest Club Parkway, Oak Brook, IL 60523.

K. Adoption of Conflict of Interest Policy

RESOLVED, that the Conflict of Interest Policy of the Corporation (the "Conflict of Interest Policy") a copy of which is attached hereto as Exhibit C, be, and the same hereby is, adopted, ratified and affirmed in all respects; and be it

FURTHER RESOLVED, that the Secretary of the Corporation be, and hereby is, directed to insert a copy of the Conflict of Interest Policy in the Minute Book of the Corporation.

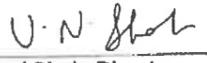
L. General Authority

RESOLVED, that this Action by Written Consent of The Board of Directors may be executed by facsimile, email (e.g., pdf) or other electronic signature and in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action and shall be filed with the minutes of the proceedings of the Board.

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IN WITNESS WHEREOF, the undersigned, have executed this Unanimous Written Consent dated as of the 30th day of September, 2022

By: 
Nitin Shah, Director

By: 
Viraj Shah, Director

By: 
Mahendra Sandesara, Director

IN WITNESS WHEREOF, the undersigned, have executed this Unanimous Written Consent dated as of the 30th day of September, 2022

By: 
Nitin Shah, Director

By: _____
Viraj Shah, Director

By: 
Mahendra Sandesara, Director

EXHIBIT A
ARTICLES OF INCORPORATION

FORM NFP 102.10 (rev. Dec. 2003)
ARTICLES OF INCORPORATION
General Not For Profit Corporation Act

Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-9522
ilsos.gov

FILED

SEP 30 2022

JESSE WHITE
SECRETARY OF STATE

Remit payment in the form of a
cashier's check, certified check,
money order, or Illinois attorney's
or C.P.A.'s check payable
to Secretary of State.

File # 1382-4752 Filing Fee \$50 Approved: MP

----- Submit in duplicate ----- Type or print clearly in black ink ----- Do not write above this line -----

Article 1.
Corporate Name: Shri Patan Jñani Mandai of USA NFP

Article 2.
Name and Address of Registered Agent and Registered Office in Illinois:
Registered Agent: Registered Agents Inc.
First Name Middle Name Last Name
Registered Office: 2501 Chatham Rd., Suite R
Number Street Suite # (P.O. Box alone is unacceptable)
Springfield IL 62704 Sangamon
City ZIP Code County

Article 3.
The first Board of Directors shall be three in number, their Names and Addresses being as follows.
Not less than three

Director Name	Street Address	City	State	ZIP Code
Nitin Shah	1405 Midwest Club Parkway, Oak Brook, IL 60523			
Mahendra Sandesara	2010 Midwest Club Parkway, Oak Brook, IL 60523			
Viraj Shah	2503 238th Ct NE, Sammamish, WA 98074			

Article 4.
Purpose(s) for which the Corporation is organized:

SEE ATTACHED

Article 5.

Other provisions (For more space, attach additional sheets of this size): SEE ATTACHED

Article 6.

Is this Corporation a Condominium Association as established under the Condominium Property Act? (check one)

Yes No

Is this Corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954?

(check one)

Yes No

Is this Corporation a Homeowner's Association, which administers a common-interest community as defined in subsection (c) of Section 9-1.02 of the code of Civil Procedure? (check one)

Yes No

Article 7.

Names & Addresses of Incorporators

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated Sep 29, 2022
Month Day Year

Signatures and Names	Post Office Address
1.  _____ Signature Nitin Shah _____ Name (print)	1. 1405 Midwest Club Parkway _____ Street Oak Brook, IL 60523 _____ City, State, ZIP
2.  _____ Signature Mahendra Sandesara _____ Name (print)	2. 2010 Midwest Club Parkway _____ Street Oak Brook, IL 60523 _____ City, State, ZIP
3.  _____ Signature Viraj Shah _____ Name (print)	3. 2503 238th CL NE _____ Street Sammamish, WA 98074 _____ City, State, ZIP

Signatures must be in BLACK INK on the original document.

Carbon copies, photocopies or rubber stamped signatures may only be used on the duplicate copy.

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by a duly authorized corporate officer. Please print name and title beneath the officer's signature.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in Illinois, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation that is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it will comply with the state and local laws and ordinances relating to alcoholic liquors.

Return to:

Law Office of Desiree K. Kumar	
Firm Name	Attention
361 Falls Road, Unit 70759	Grafton, WI 53024
Mailing address	City, State, ZIP

**ADDITIONAL PROVISIONS TO ARTICLES OF INCORPORATION OF
SHRI PATAN JAIN MANDAL OF USA NFP**

ARTICLE 4: Purposes. The nature of the authorized activities to be conducted, or the purposes to be promoted or carried out by the Corporation, are as follows:

- (a) to provide charitable and social services to support the welfare, care, growth and education to people in the community of Patan and other Jains;
- (b) to pursue the foregoing objectives by (i) soliciting and receiving gifts, contributions, grants, bequests and devises; (ii) holding, investing and reinvesting, and managing and administering such monies or other property received; and (iii) making distributions of the foregoing monies or property in support of the Corporation's purposes;
- (c) to engage in, subject to the provisions contained in this Certificate of Incorporation, any lawful act or activity for which a corporation may be organized under the Illinois Code - 805 ILCS 105 et al

ARTICLE 5: Additional Provisions.

Nonprofit. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(a) of the Code or corresponding provisions of any subsequent federal tax law. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code) and the Corporation shall not participate in or intervene in (including the publication or distribution of statements), the political campaign on behalf of any candidate for public office.

The Corporation is nonprofit and shall not have or issue shares of stock or pay dividends. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.

Dissolution. Upon any dissolution or termination of the existence of the Corporation, all of its assets remaining for distribution shall be distributed (subject to any restrictions imposed by any applicable will, trust, deed, agreement, or other governing document, and after payment of necessary expenses thereof) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or corresponding section of any future federal tax code and for such exclusively charitable, religious, scientific or educational purposes as the Board of Directors or a court of competent jurisdiction may determine.

Amendments. Amendments to this Certificate of Incorporation may be proposed at any time in writing by any director, and shall be adopted either by consent in writing of all of the directors of the Corporation or upon the affirmative vote of at least two-thirds of the directors present at a meeting at which a quorum is present, provided that at least thirty days prior written notice of any meeting at which an amendment to this Certificate of Incorporation is to be voted upon shall be given to all of the directors at their last address listed with the Corporation, and that such notice shall contain a copy of the proposed amendment.

EXHIBIT B
BYLAWS
OF
SHRI PATAN JAIN MANDAL OF USA NFP

ARTICLE I.

NAME

1.01 Name.

The name of this corporation is Shri Patan Jain Mandal of USA NFP (hereinafter, the "Corporation"). The business of the Corporation may be conducted as Shri Patan Jain Mandal of USA or SPJM.

ARTICLE II.

PURPOSE AND POWERS

2.01 Purpose.

The Corporation is a non-profit corporation and shall operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the internal revenue code, or the corresponding section of any future federal tax code.

The Corporation's purpose is to raise funds to support education, welfare, care and growth of Jains or the Village of Patan located in the region of Gujarat, India.

2.02 Powers.

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts, which may be necessary or convenient to affect the charitable purposes for which this corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster or obtain such purposes.

The power to the Corporation may include, but are not limited to, the acceptance of contributions from the public and private sectors, whether financial or in kind contributions.

2.03 Non-profit status and exempt activities limitation.

(a) Non-profit legal status. The Corporation is an Illinois non-profit corporation. At the time of adoption of these Bylaws, the Corporation has submitted an application for tax exempt status under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt activities limitation. Notwithstanding any other provisions of these Bylaws, no Director, Officer, or representative of this Corporation shall take any action or carry on activity by or on behalf of the Corporation not permitted to be taken on or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Sections 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any Director, Officer, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered

and to make payments and distributions in furtherance of the purpose set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution upon dissolution. Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code (or described in any corresponding version of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Corporation hereunder shall be selected in the discretion of a majority of the managing body of the Corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified Petition in equity filed in a Court of proper jurisdiction against the Corporation by one or more of its managing body which verified Petition shall contain such statements as reasonably indicate the applicability of this section. The Court upon a finding that this Section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Illinois.

In the event that the Court shall find that this Section is applicable but there is no qualifying organization known to it which has a charitable purpose, which at least generally, includes a purpose similar to the Corporation, then the Court shall direct the distribution of its assets lawfully available for distribution to the treasurer of the State of Illinois to be added to the general fund.

ARTICLE III.

MEMBERS

3.01 Members.

The Corporation shall have no members.

ARTICLE IV.

BOARD OF DIRECTORS

4.01 Power of Board.

All corporate powers shall be exercised by or under the authority of the Board of Directors, and the affairs of the Corporation shall be managed under the Board, except as otherwise provided by law.

4.02 Number of Directors.

The Corporation shall have a Board of Directors of at least three (3) and no more than twelve (12) Directors. The actual number of Directors may fluctuate within this range from time to time.

4.03 Election and term of Directors.

(a) The first Board of Directors of the Corporation shall consist of those persons named as signatories to these original Bylaws. Such person shall hold office until the first annual election of the Board of Directors.

(b) Election of Board members shall occur at each annual meeting of the Board of Directors.

(c) All Directors shall serve a term of one (1) year.

(d) There shall be no term limits set on any individual for election to the Board of Directors

(e) Each Director shall hold office until the annual meeting when his/her term expires, or, until his/her successor has been elected and qualified.

4.04 Vacancies.

Vacancies on the Board created by resignation, death or other incidents shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office and shall serve until her/his successor is elected and qualified.

4.05 Removal of Directors.

A Director may be removed by a two-thirds vote of the Board of Directors then in office, at any regularly scheduled or special meeting of the Board of Directors, whenever in its judgment the best interests of the Corporation would be served thereby.

4.06 Board of Director meetings.

(a) Regular meetings. The Board of Directors shall have a minimum of one (1) regular meeting each calendar year at such place and time as prescribed by resolution of the Board of Directors. Board meetings shall be held upon four (4) days in advance by written or electronic mail or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail or electronic mail, then the notice shall be deemed to be delivered upon as deposit in the mail or transmission system. Notice of meeting shall specify the place, day and hour of meeting. The purpose of the meeting need not be specified.

(b) Special meetings. Special meetings of the Board may be called by any one of the Directors. A special meeting must be preceded by at least two (2) days' notice to each Director of the date, time and place, but not the purpose of the meeting.

(c) Waiver of notice. Any Director may waive notice of any meeting, in accordance with Illinois Law.

4.07 Manner of acting.

(a) Quorum. Unless a greater proportion is required by law, a majority of the Directors then in office shall constitute a quorum for the transaction of business. If quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings.

(b) Majority vote. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of the majority of the Directors present at a meeting which quorum is present shall be the act of the Board. Each Director's vote shall count as one (1) vote in favor or opposition of pending action. All voting must be done personally and no proxy shall be allowed.

(c) Hung Board decisions. On the occasion that Directors of the Board are unable to make a decision based on a tied number of votes, the President or Treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in regular or special meeting through the use of any means of communication by which all Directors participating might simultaneously hear one another during the meeting, including in-person, internet video meeting, or by telephonic conference call.

4.08 Informal action by Board of Directors.

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken shall be agreed by the consensus of a quorum.

4.09 Compensation of Board service.

Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities.

4.10 Compensation of professional service by Directors.

Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the conflict of interest policy adopted by the Board of Directors and State law.

ARTICLE V.

COMMITTEES

5.01 Committees.

The Board of Directors may, by the resolution adopted by a majority of the Directors then in office, designate one (1) or more committees, each consisting of two (2) or more Directors, which committee shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any Officer or Director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

5.02 Meetings and actions of committees.

Meetings and action of the committees shall be governed by and held and taken in accordance with the provisions of these Bylaws concerning meetings of the Directors, with such changes in the context of those Bylaws as are necessary to substitute the Committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provisions of these Bylaws.

ARTICLE VI.

OFFICERS

6.01 Officers.

The Officers of the Corporation shall be a Board President, Vice President, Secretary and Treasurer, all of whom shall be chosen by, and serve with the pleasure of, the Board of Directors. Each Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties in authority of other Officers. The Board may also appoint additional Vice Presidents and such other officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One (1) person may hold two (2) or more board offices, although the offices of President and Vice President cannot be held concurrently by the same person.

6.02 Term of office.

The Officers of the Corporation shall be elected for one (1) year terms at the regular annual meeting of the Board of Directors. Each Officer shall hold office until a successor shall have been duly elected or appointed and qualified.

6.03 Compensation.

Officers shall not receive any salary.

6.04 Removal and resignation.

The Board of Directors may remove an Officer at any time, with or without cause. An Officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, the Corporation under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any latter time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.05 Board President.

The Board President shall be the chief volunteer officer of the Corporation. The Board President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

6.06 Vice President.

In the absence or disability of the Board President, the ranking Vice President or Vice President designated by the Board of Directors shall perform the duties of the Board President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the Board President. The Vice President shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board President.

6.07 Secretary.

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of the Directors and committees of Directors. The minutes of each meeting shall state the time and place it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. Secretary shall cause notice to be given of all meetings of Directors and committees as required by the Bylaws. Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board President. Secretary may appoint, with approval of the Board, a Director to assist in the performance of all or part of the duties of the secretary.

6.08 Treasurer.

The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit and financial review results. In conjunction with other Directors or Officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions, and the financial condition of the Corporation, are made available to the Board of Directors in a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the Board President. The Treasurer may appoint, with the approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

6.09 Non-Director Officers.

The Board of Directors may designate additional officer positions of the Corporation it may appoint in assigned duties to other non-director officers of the Corporation.

ARTICLE VII.

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and other writings.

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants and other agreements of the Corporation shall be executed on its behalf by the Treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

7.02 Checks, drafts.

All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

7.03 Deposits.

All funds of the Corporation, not otherwise employed, shall be deposited from time and time to the credit of the Corporation in such banks, trust companies, or other depository as the Board or designated committee of the Board may select.

7.04 Loans.

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

7.05 Indemnification.

The Corporation shall indemnify to the fullest extent authorized or permitted by the Illinois Nonprofit Corporation Act any person, and his or her estate and person representative, who is made or threatened to be made a party to an action, suit or proceeding (whether civil, criminal or investigative because such person is or was a Director or employee of the Corporation or serves or served any other enterprise at the request of the Corporation.

ARTICLE VIII.

MISCELLANEOUS

8.01 Books and records.

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, a record of all actions taken by the Board of Directors without a meeting, any record of all actions taken by committees of the Board. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal year.

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

8.03 Conflict of interest.

The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or agreement or arrangement which may benefit any Director, Officer, employee, affiliate, or member of a committee with Board-delegated powers.

8.04 Amendments of Bylaws.

These Bylaws may be amended, altered, repealed or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however,

(a) That no amendment shall be made to these Bylaws which would cause the Corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; and

(b) That an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires ratification by two-thirds (2/3) vote of a quorum of Directors at a Board meeting.

(c) That all amendments be consistent with the Articles of Incorporation.

8.05 Amendments of Articles of Incorporation.

Any amendment to the Articles of Incorporation may be adopted by the approval of a two-thirds (2/3) vote of a quorum of Directors at a Board meeting.

8.06 Dissolution.

The Board of Directors may vote to dissolve the Corporation by two-thirds (2/3) majority vote of the Directors then in office. In the event of dissolution, all liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made, therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organizations, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

[Remainder of the Page Intentionally Left Blank; Certification Page Follows]

CERTIFICATE OF BYLAWS

I do hereby certify that the above stated Bylaws of Shri Patan Jain Mandal of USA NFP were approved and adopted by the Shri Patan Jain Mandal of USA NFP Board of Directors on the 30th day of September, 2022 and constitute a complete copy of the Bylaws of the Corporation.

A handwritten signature in black ink, consisting of a stylized 'D' followed by a series of loops and a horizontal stroke.

Director, Shri Patan Jain Mandal of USA NFP

9/30/22

Date

EXHIBIT C
CONFLICT OF INTEREST POLICY
OF
SHRI PATAN JAIN MANDAL OF USA NFP

ARTICLE I.

PURPOSE

The purpose of this policy is to protect Shri Patan Jain Mandal of USA NFP's (hereinafter, the "Corporation") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit charitable organizations.

Nothing in this document shall conflict or override the Corporation's Bylaws, and where any discrepancy is found, the Bylaws shall be considered authoritative.

ARTICLE II.

DEFINITIONS

2.01 Interested person.

Any Director, principal officer, or member of a committee with Board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.02 Financial interest.

A person has financial interest if the person has, directly or indirectly through business, investment, or family:

- (a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- (b) A compensation arrangement the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or,
- (c) A potential ownership or investment interest in or compensation arrangement with, any entity or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board decides that the conflict of interest exists.

ARTICLE III.

PROCEDURES

3.01 Duty to disclose.

Anyone subject to this policy has an obligation to disclose the existence of any potential conflict of interest to the Board of Directors. He or she will be given the opportunity to share all relevant facts to the Directors considering the proposed transaction or arrangement prior to any vote.

3.02 Determining whether a conflict of interest exists.

After making his or her presentation to the Board of the Directors, he/she shall leave the meeting. The Board will consider the potential conflict of interest. After discussion, the Board members shall vote on whether a conflict of interest exists.

3.03 Procedure for addressing conflict of interest.

(a) If no conflict of interest exists per the Board vote, the Board may proceed to vote upon the potential transaction or arrangement, and the interested person may participate in the discussion and voting on the matter.

(b) If the Board finds a conflict of interest exists, it may proceed with one of two options:

(i) The Board may, as appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. At a later date, after exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(ii) If the Board believes no investigation is necessary, it may move forward with discussion of the potential transaction or arrangement, and a subsequent vote. In such circumstances, the interested person may not be present for discussion or participate in the Board vote.

3.04 Violations of the Conflict of Interest Policy.

If the Board of Directors has reasonable cause to believe has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action as is required and deemed necessary by the Board.

ARTICLE IV.

RECORDS OF PROCEEDINGS

4.01 Minutes.

Where conflicts of interest are discussed and raised in meetings of the Board of Directors, the minutes of such meetings shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest;
- (b) The nature of the financial interest;
- (c) Any action taken to determine whether a conflict of interest was present;
- (d) The Board's decision as to whether a conflict of interest in fact existed;
- (e) The names of the persons who were present for discussion and votes relating to the transaction or arrangement;
- (f) The content of discussion, including any alternatives to proposed transactions or arrangement, and
- (g) A record of any votes taken in connection with the proceedings.

ARTICLE V.

ANNUAL STATEMENTS

Each Director and member of a committee with Board-delegated powers shall annually sign a statement which affirms he or she has received a copy of this conflict of interest policy; has read and understands the policy; has agreed to comply with the policy; and understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

The Secretary of the Board of Directors shall be responsible for collecting and retaining copies of all signed statements regarding this policy.

ARTICLE VI.

PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax exempt status, periodic reviews shall be conducted. The periodic review shall, at a minimum, include the following subjects:

The Secretary of the Board of Directors shall be responsible for collecting and retaining copies of all signed statements regarding this policy.

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CERTIFICATE OF CONFLICT OF INTEREST POLICY

I do hereby certify that the above stated Conflict of Interest Policy for Shri Patan Jain Mandal of USA NFP were approved and adopted by the Shri Patan Jain Mandal of USA NFP Board of Directors on the 30th day of September, 2022 and constitutes a complete copy of the Conflict of Interest Policy of the Corporation:



Director, Shri Patan Jain Mandal of USA NFP

9/30/22

Date