**Article of Incorporation**

**ARTICLE I**

**Name of the organization**

The name of the Corporation is “**PUJARI INC**” (Corporation).

**ARTICLE II**

**Initial Registered Office and Registered Agent**

The initial registered office of the Corporation shall be:

1795 Whitehall Court

Marietta, GA 30066

The initial registered agent of the corporation at such address shall be **Kallol Nandi.**

**ARTICLE III**

**Principal Office**

The mailing address of the initial principal office of the corporation is:

1795 Whitehall Court

Marietta, GA 30066

**ARTICLE IV**

**Incorporator**

The name and address of the incorporator are:

**Kallol Nandi**

1795 Whitehall Court

Marietta, GA 30066

**ARTICLE V**

**Georgia Nonprofit Corporation**

The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, as amended, codified at Chapter 3 of Title 14 of the Official Code of Georgia Annotated.

**ARTICLE VI**

**Members**

The Corporation, being organized for charitable purpose only, shall have no capital stock and no shareholders, and no dividends or pecuniary profits shall be declared or paid. However, the Corporation shall have members. The rights of membership in the Corporation shall be governed by the Bylaws of the Corporation, as such Bylaws may be amended from time to time, and as are not inconsistent with any provision of these Article of Incorporation. Members may be divided into one or more classes.

**ARTICLE VII**

**Purpose**

The Corporation shall be organized and at all times thereafter operated, exclusively religious, charitable and educational purposes. The Corporation is organized and shall be operated for the purpose of enhancing the cultural heritage of the Bengali community. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, directors, or other private persons; but 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 as set forth in this Article.

All activities of the Corporation shall be within the meaning of I. R. C. section 501(c)(3) or any future corresponding section of the Internal Revenue Code.

Notwithstanding any other provision of these article to the contrary, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under I. R. C. Section 501(c)(3), or by a corporation, contributions to which are deductible for federal income tax purposes under I. R. C. section 170(c)(2) or any future corresponding section of the Internal Revenue Code.

It is intended that the Corporation shall have, and continue to have, the status of an organization, which is exempt from federal income taxation under I. R. C.. section 501(c)(3). All terms and provisions of these Articles of Incorporation, and all authority and operations of the Corporation, shall be constructed, applied and carried out in accordance with such intent.

**ARTICLE VIII**

**Perpetual Duration**

The Corporation shall have perpetual duration.

**ARTICLE IX**

**Dissolution of Corporation**

Upon dissolution or winding-up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation shall be distributed:

1. For one or more exempt purpose within the meaning of I. R. C.. section 501(c)(3) or any future corresponding section of the Internal Revenue Code.
2. To the federal, state or local government for public purpose, or
3. Pursuant to a court order obtained from a court competent jurisdiction located on Cobb county, Georgia, for purpose limited to (i) and (ii), above.

**ARTICLE X**

**Corporate Powers**

1. In furtherance of its purposes, the Corporation shall have full power and authority:
To make distributions for charitable purposes,
2. To retain all contributions in the original form in which received,
3. To buy, sell, exchange, convey, mortgage, encumber, assign, lease, transfer or otherwise dispose of or deal in, at either public or private or private sale, all forms of property, both real and personal, on order to carry out the objects and purposes of the Corporation,
4. To borrow money and secure the payment thereof by mortgage, pledge, deed, indenture, or other instrument, or by other lien upon, assignment of, or arrangement in regard to all or any of the property, rights or privileged of the Corporation, wherever situated, whether now owned or thereafter to be acquired,
5. To invest and reinvest an funds belonging to the Corporation at any time and from time to time in such securities and properties, real or personal, as the Board of Directors in their sole discretion see fit and
6. To perform all other acts necessary for incidental to the above and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, as determined by the Board of Directors to carry out any of the purposes of the Corporations, as set forth in these Article of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of I. R. C.. section 501(c)(3)).
7. The Corporation shall serve only such purpose s and shall engage only in such activities as are consistent with the purpose set forth in Article VII and as are exclusively charitable and entitled to charitable status under I. R. C.. section 501(c)(3).

**ARTICLE XI**

**Liability of Directors**

1. As further provided in the Bylaws of the Corporation, a Director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of duty of care or other duty as Director, except for liability
	1. For any appropriation, in violation of his or her duties, of any business opportunity of the Corporation,
	2. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or
	3. For any transaction from which the director derived improper personal benefit.
2. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the Corporation with respect to any act or omission occurring to the effective date of such repeal or modification.
3. In the event that any of the provisions of this Article (including any provision within a single sentence) are held by court of court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are sever able and shall remain enforceable to the fullest extent permitted by law.

**ARTICLE XII**

**Miscellaneous**

1. For purpose of these Article of Incorporation, “charitable purpose” include charitable, religious or educational purposes within the meaning of I. R. C.. section 501(c)(3), contributions for which are deductible under I. R. C.. section 170(c)(2).
2. All reference in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references of the Internal Revenue Code of 1986, as amended, and to corresponding provisions of any applicable future United States Internal Revenue Laws to all regulations issued such section and provisions.

**ARTICLE XIII**

**Amendments**

These Articles of Incorporation may be amended at any time and from time to time as provided in the Bylaws of the Corporation.

IN WITNESS THEREOF, the undersigned as Incorporator duly executes these Article of Incorporation this 27th day of August 2001.

**Kallol Nandi**
Incorporator.