

**Articles of Incorporation
Of
EMPOWER NEPAL FOUNDATION**

The undersigned incorporators, natural persons 21 years of age or older, in order to form a corporate entity under Minnesota Statutes, Chapter 317A, adopt the following articles of incorporation.

Article I: Name/Registered Office

The name and initial address of this corporation is Empower Nepal Foundation, located at 2000 Como Avenue, St. Paul, MN 55108.

Article II: Purpose

The corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code 1986, as now enacted or hereafter amended. Specifically, the purpose of the corporation is to develop a global network of individuals and organizations and disburse pooled resources to support the people of the Himalayan kingdom of Nepal improve the quality of life and that of the environment by promoting (a) quality education and health care, (b) stewardship of natural resources, (c) economic empowerment, and (d) enlightening the role of communication, volunteerism, philanthropy, and personal ethics in a democracy.

In furtherance of its purposes listed above, the corporation shall solicit grants and contributions and make distributions to qualified entities. It may do so, either directly or through contracts with persons or other entities, including but not limited to agencies of the federal, state and local government, universities and colleges, or any organization which is operated exclusively for purposes under Section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. In addition, the corporation may receive real and personal property by gift, devise or bequest; and invest and reinvest the same. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise shall be exclusively devoted to the stated purposes of the corporation.

Article III: Exemption Requirements

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of, or distributable to any member, director or officers of the corporation, or any other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation and to make payments and distributions in furtherance of purposes set forth in Article II hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

Article IV: Duration

The duration of the corporate existence shall be perpetual.

Article V: Membership/Directors

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation.

The number of directors constituting the first Board of Directors is three, their names and addresses being as follows:

<u>Name</u>	<u>Address</u>
1. Nirmal Bhattarai	2269 Hillside Avenue, St. Paul, MN 55108
2. Padam P. Sharma	812 W Divide Avenue, Bismarck, ND 58501
3. Bhairav R. Khakural	1984 Como Avenue, St. Paul, MN 55108

Members of the first Board of Directors shall serve until their successors are duly nominated and qualified as provided in the bylaws.

Article VI: Personal Liability

No (member) officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of an anture whatsoever, nor shall any of the property of the (members) officer, or directors be subject to the payment of the debts or obligations of this corporation.

Article VII: Dissolution

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) of (2) the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding sections of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

Article VIII: Incorporator(s)

The names and address of the incorporator(s) of this corporation are:

<u>Name</u>	<u>Address</u>
1. Nirmal Bhattarai	2269 Hillside Avenue, St. Paul, MN 55108
2. Padam P. Sharma	812 W Divide Avenue, Bismarck, ND 58501
3. Bhairav R. Khakural	1984 Como Avenue, St. Paul, MN 55108

The incorporators certify that we execute these articles for the purposes herein stated.

Signature

Date

Signature

Date

Signature

Date

STATE OF MINNESOTA DEPARTMENT OF STATE FILED NOV-5, 1996
