

A0693914

**State of California**  
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 21 2009

*Debra Bowen*

DEBRA BOWEN  
Secretary of State

A0693914

**ENDORSED - FILED**  
in the Office of the Secretary of State  
of the State of California

JUL 09 2009

**CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION**

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of Computer Association of Nepal-USA, a California corporation.
2. Article II, IV and V of the Articles of Incorporation of this corporation is amended to read as follows:

**Article II**  
**Purpose of Corporation**

A. This corporation is a nonprofit **PUBLIC BENEFIT CORPORATION** and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for:

- public purposes.
- or  charitable purposes.
- or  public and charitable purposes.

B. The specific purpose of this corporation is to promote, facilitate and increase awareness of information communication and technologies (ICT) in America and Nepal. However these purposes shall be consistent with the section 501 © (3) of Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article IV**  
**501(c) (3) Purpose**

- A. This corporation is organized and operated exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 © (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, 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 section 501 © (3) purposes. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

*ML*

- C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article V

Property distribution upon the dissolution or winding up of the corporation

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (3) of the internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 7/8/2009

July 8<sup>th</sup>, 2009

*Bineet Sharma*

Bineet Sharma, President

*Suresh Ojha*

Suresh Ojha, Secretary

