

**AMENDMENT TO THE PROVISIONS OF
ARTICLES OF INCORPORATION
OF
INDO-AMERICAN SOCIETY OF NORTH CAROLINA**

ARTICLE I

The Organization will be a charitable corporation within the meaning of the North Carolina General Statutes Section 55A-1-40(4).

ARTICLE II

The Organization is organized and operated exclusively for the sole benefit of, to perform the functions of, and to carry out the charitable, educational and benevolent purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code"). The activities of the Organization shall be limited to only those activities allowed by a non-profit organization with tax-exempt status under Code Section 501(c)(3) or the corresponding provisions of any successor federal tax code.

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, its directors, trustees, officers or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered to the Organization and to make payments and distributions in furtherance of the purposes set forth in this Article IV hereof.

No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of the Amended Articles of Incorporation, the Organization shall not carry on any activities not permitted to be carried (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), as amended, or the corresponding section of any successor federal tax code, or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or the corresponding section or any successor federal tax code.

ARTICLE III

The Organization will have members. The membership is open, upon approval by the Board of Directors, to all those who agree with the objectives of the Organization after having paid the current membership dues. Details for membership are provided in the Bylaws.

ARTICLE IV

A director shall not be personally liable to the Organization for monetary damages arising out of any action, whether by or in the right of the Organization or otherwise, for any breach of duty as a director, except for liability with respect to (a) acts or omissions that the director at the time of the breach knew or believed were clearly in conflict with the best interests of the Organization, (b) any liability under N.C.G.S. 55A-8-32 or N.C.G.S. 55A-8-33, (c) any transaction from which the director derived an improper personal financial benefit, and (d) acts or omissions prior to the date of the Amended Articles of Incorporation are effective. As used herein, the term "improper personal benefit" does not include a director's reasonable compensation or other reasonable incidental benefit for or on account of service as a director, officer, employee, independent contractor, attorney or consultant of the Organization. If the North Carolina General Statutes are amended after the date of these Articles to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Organization shall be eliminated or limited to the fullest extent permitted by the North Carolina General Statutes, as so amended. No amendment or repeal of the provisions of this Article VI shall apply to or have any effect on the liability or alleged liability of any director of the Organization for or with respect to any act or failure to act on the part of such director occurring prior to such amendment or repeal. The provisions of this Article VI shall not be deemed to limit or preclude indemnification of a director by the Organization for any liability which has not been eliminated by the provisions of this Article VI.

ARTICLE V

The Organization may be dissolved with the consent of the membership or due to lack of interest. A notice in case of dissolution of the Organization shall be circulated to the membership at least one month prior to calling the Special General Body Meeting. The quorum for such a meeting shall be one-third (1/3) of the membership and dissolution can only be approved by a two-third (2/3) majority in

attendance. The Organization can also be dissolved if the membership shows a complete lack of interest which is evident as under:

- Annual General Body Meeting had to be adjourned for lack of a quorum.
- The second General Body Meeting called with due notice also had to be adjourned for lack of a quorum.
- The third General Body Meeting called did not produce the required quorum. In that event, the Organization shall be considered as dissolved.

On dissolution of the Organization, its property and assets after liquidation of all liabilities shall be distributed as the membership in the General Body meeting shall decide (or the Board of Directors, as the case may be).

The following dissolution clause will apply when the organization is registered as a nonprofit organization under 501(c)(3) of Internal Revenue code (i.e., said organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code).

Upon the 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, or 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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

The Organization shall have two governing bodies – the Board of Directors and the Executive Committee. The Board of Directors is tasked to focus on strategic management while the Executive Committee handles operational management activities. The structure and duties of each are described below

The Board of Directors will function in accordance with the Amended Articles of Incorporation and the Organization's Bylaws and is entrusted with the duties and responsibilities indicated therein.

The Board of Directors has ultimate legal and fiduciary responsibility for the Organization. It has ownership of all of its financial assets, physical assets and intellectual assets (e.g., web site, emails, databases). The primary duties and responsibilities of the Board include: developing a long-term vision for the Organization; initiating and conducting the election process of the Executive Committee; developing community relationships; overseeing fiscal and legal obligations, supporting the Organization's fund raising efforts; developing policies and procedures to conduct the Organization's programs; ensuring the proper functioning of the organization, and providing the necessary support to the Committee as and when needed. Details of the duties and responsibilities of the Board of Directors are provided in the Bylaws.

The Executive Committee shall consist of the President, the Vice President, and the Secretary, the Treasurer, the Communications Director and other committee members appointed by the President with approval from the Board of Directors. The remaining offices may be filled either in functional and/or activity areas to conduct the business of the Organization, e.g., a Social Director, Cultural Director, Youth Director, and Sports Director. Election, duties, and responsibilities of the Executive Committee are described in the Bylaws.

ARTICLE VII

All other provisions of the Articles of Incorporation shall remain in effect.