

ARTICLES OF INCORPORATION

The following provisions shall define, limit, and regulate the powers of the Association and of its Directors and Members.

Article I - Name of the Organization

The official name of the association will be Bangladesh Association of Phoenix, Inc. (hereinafter referred to as "The Corporation" or as "The Association")

Article II - Type of Organization

The Association shall be a non-political, non-profit, secular, charitable, scientific, social, cultural and educational organization. It will only conduct lawful affairs for which federally tax exempt, non-profit organizations may be registered, under the laws of the State of Arizona.

Article III - Duration

The duration of the Association shall be perpetual.

Article IV - Purpose

In order to maintain a separate cultural identity of the Bangladeshis living in Arizona and to educate their progenies about their cultural values, the Bangladeshi community of this area has decided to form this association. This organization will work to promote, support, and fund secular, charitable, scientific, cultural, sports, volunteer and educational activities.

Article IV - Character of Affairs

The character of affairs of the Association will be included but not be limited to:

- i. To improve the cohesiveness among the Bangladeshi people in this area by organizing social events.
- ii. To raise cultural awareness among the Bangladeshi youth and encourage them to participate in culture.
- iii. To promote a positive image of Bangladesh among the local society.
- iv. To celebrate different national occasions of Bangladesh in a manner fit for these occasions.
- v. To enhance Bangladesh's image by organizing and participating in volunteer and charitable work.
- vi. To sponsor educational activities for the community.
- vii. To promote friendship, unity and joint activities between the Bangladeshi community, and other local communities.
- viii. To publish newsletters, and bulletins to serve the community.
- ix. To promote technology and information transfer (allowable within legal bounds) to Bangladesh.
- x. To promote charitable activities to help the needy.
- xi. To organize humanitarian activities in the aftermath of natural disasters in Bangladesh, the United States, and other parts of the world.
- xii. To provide assistance to those who arrive in Phoenix for higher education or work.
- xiii. To provide moral, financial, logistical and material support to distressed people of the community and the population of Bangladesh during emergency situations.

- xiv. To promote international understanding and good will, particularly between the people of the USA and Bangladesh.
- xv. To maintain contact, support, organize, control, and collaborate, coordinate with other non-profit organizations to achieve common goals.

Article V - Tax-Exempt

The Association is organized exclusively for tax-exempt purposes within the meaning of Sections 501(c)(3) of the Internal Revenue code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). The Association will not be involved in any activity that are not allowable by an organization (a) exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) or, (b) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

Article V - Beneficiary

The Association will not have any capital stocks or dividends. All earnings of the Association will be used to further the purposes of the Association. No part of the earnings will be used for the benefit of, or be distributable to its members, associate members, Board of Directors members, or other private persons. The Association may pay reasonable compensation for services rendered, and make payments and distributions.

Article VI - Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

Article VII - Activities

The activities and business of the Association shall manage or conduct in accordance with the provisions of its by-laws, provided the by-laws are not inconsistent with the provisions of these articles of Incorporation or contrary to the laws of Arizona or of the United States.

Article VIII - Membership

Membership of the Association shall be open to all persons without regard to nationality, race, religion or place of residence, who subscribe to the Association objectives and abide by the provisions of the Articles of Incorporation and the By-laws , and pay membership dues if applicable. Only paid members shall have the right to vote, contest elections and hold office. Members may be censured, suspended, or removed from membership for reasons and through procedures specified in the by-laws. The Association reserves the right to deny membership to any person who is considered to have been involved in any activity

detrimental to the Association's interests, or wanted by the law enforcement authorities of a constitutional government for any kind of criminal offense.

Article IX- Board of Directors

The activities and affairs of the Association shall be managed by a Board of Directors. The number of Directors constituting the Board of Directors shall not be less than eleven nor more than fifteen, as shall be specified in the by-laws. Directors shall be elected by the General Body of members.

Article X -Debt

The private property of the members of the Board of Directors of the Association shall not be subject to payment of corporate debts to any extent whatsoever.

Article XI - Indemnification

The Association shall indemnify any member of the Board of Directors of officers or former member of the Board of Directors or officers of the Corporation, or any person who may have served at its request as a member of the Board of Directors against expenses actually incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such a member or officer, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. The indemnification provided by this Article XI shall not be deemed exclusive of any other rights to which such member of the Board of Directors or officer may be entitled under any by-law, agreement, vote 'the Board of Directors or otherwise.

Article XII - Amendment

The Association reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in any manner now or hereafter prescribed by statute. IN WITNESS WHEREOF, the undersigned, being duly authorized, have executed the foregoing Articles of Incorporation, and hereby acknowledge the same to be their act.

Known Place of Business: (In Arizona) The street address of the known place of business of the Corporation is : Bangladesh Association of Phoenix, Address

Statutory Agent: (In Arizona) The name and address of the statutory agent of the Corporation is :
Hamid Kazi: Address

Incorporators: The name(s) and address(es) of the incorporator(s) is(are):

- i) Hamid Kazi: Address
- ii) Manash Maitra: Address

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

(Check this box, if this provision will apply to your corporation.)

DISCRIMINATION: The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

MEMBERS: (check One)

The corporation will will not have members.

Executed this _____ day of _____, _____ by all of incorporators.

Signed: _____

HAMID KAZI
Phone: (XXX) XXX XXXX

MANASH MAITRA
Phone: (XXX) XXX XXXX

Acceptance of Appointment By Statutory Agent :

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this _____ day of _____.

Signed : _____
HAMID KAZI