

**BY-LAWS OF**  
**GRAM VIKAS USA, INC.**  
(A New York Not-for-Profit Corporation)

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**ARTICLE I**  
**DEFINITIONS**

As used in these By-laws, unless the context otherwise requires, the term:

- 1.1. "Assistant Secretary" means an Assistant Secretary of the Corporation.
- 1.2. "Assistant Treasurer" means an Assistant Treasurer of the Corporation.
- 1.3. "Board" means the Board of Directors of the Corporation.
- 1.4. "By-laws" means the initial By-Laws of the Corporation, as amended from time to time.
- 1.5. "Certificate of Incorporation" means the initial certificate of incorporation of the Corporation, as amended, supplemented or restated from time to time.
- 1.6. "Corporation" means Gram Vikas USA, Inc.
- 1.7. "Directors" means directors of the Corporation.
- 1.8. "Incorporator" means the incorporator of the Corporation.
- 1.9. "Not-for-Profit Corporation Law" means the Not-for-Profit Corporation Law of the State of New York, as amended from time to time.
- 1.10. "Office of the Corporation" means the executive office of the Corporation, anything in Section 102(a)(11) of the Not-for-Profit Corporation Law to the contrary notwithstanding.
- 1.11. "President" means the President of the Corporation.
- 1.12. "Secretary" means the Secretary of the Corporation.

1.13. "Treasurer" means the Treasurer of the Corporation.

1.14. "Vice President" means a Vice President of the Corporation.

## ARTICLE 2 MEMBERS

The corporation shall have no members.

## ARTICLE 3 DIRECTORS

3.1. General Powers. Except as otherwise provided in the Certificate of Incorporation, the business of the Corporation shall be managed by its Board. The Board may adopt such rules and regulations, not inconsistent with the Certificate of Incorporation or the By-laws or applicable laws, as it may deem proper for the conduct of its meetings and the management of the Corporation.

3.2. Number; Qualification; Term of Office. The number of Directors constituting the entire Board shall not be less than three and, subject to such minimum, may be increased or decreased from time to time by amendment. Subject to the provisions of the preceding sentence and of Section 702(b) of the Not-for-Profit Corporation Law, the number of Directors shall be fixed initially by the Incorporator and may thereafter be changed from time to time by action of the Board. Each Director shall be at least eighteen years of age. Each Director shall be elected to hold office until the annual meeting next following his election and until his successor shall have been elected and shall qualify, or until his earlier death, resignation or removal.

3.3. Election. Directors shall, except as otherwise required by law or by the Certificate of Incorporation, be elected by vote of a majority of the entire Board.

3.4. Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason, including the removal of Directors without cause, may be filled by vote of a majority of the Directors then in office, although less than a quorum, at any meeting of the Board. A Director elected to fill a vacancy shall hold office until the annual meeting next following his election at which the election of Directors is in the regular order or business and until his successor shall have been elected and shall qualify, or until his earlier death, resignation or removal.

3.5. Resignations. Any Director may resign at any time by written notice to the President or the Secretary. Such resignation shall take effect at the

time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

3.6. Removal of Directors. Any Director may be removed for cause only by a vote of two thirds of the entire Board at any special meeting of the Board called for that purpose.

3.7. Compensation. Each Director, in consideration of his service as such, shall be entitled to receive from the Corporation such amount per annum or such fees for attendance at Directors' meetings, or both, as the Board may from time to time determine, together with reimbursement for the reasonable expenses incurred by him in connection with the performance of his duties. Each Director who shall serve as a member of any committee of Directors in consideration of his serving as such shall be entitled to such additional amount per annum or such fees for attendance at committee meetings, or both, as the Board may from time to time determine, together with reimbursement for the reasonable expenses incurred by him in the performance of his duties. Nothing in this section contained shall preclude any Director from serving the Corporation or its subsidiaries in any other capacity and receiving proper compensation therefor.

3.8. Place and Time of Meetings of the Board. Meetings of the Board, regular or special, may be held at any place within or outside of the State of New York. The times and places for holding meetings of the Board may be fixed from time to time by resolution of the Board or (unless contrary to resolution of the Board) in the notice of the meeting.

3.9. Annual Meetings. The Board shall hold an annual meeting for the purposes of organization, the election of Directors, the appointment of officers and the transaction of other business.

3.10. Regular Meetings. Regular meetings of the Board may be held at such times and places as may be fixed from time to time by the Board. Unless otherwise required by the Board, regular meetings of the Board may be held without notice. If any day fixed for a regular meeting of the Board shall be a Saturday or Sunday or a legal holiday at the place where such meeting is to be held, then such meeting shall be held at the same hour at the same place on the first business day thereafter which is not a Saturday, Sunday or legal holiday.

3.11. Special Meetings. Special meetings of the Board shall be held whenever called by any one of the Directors, and shall be held upon notice. Notice of each special meeting of the Board shall, if mailed, be addressed to each Director at the address designated by him for that purpose or, if none is designated, at his last known address at least two days before the date on which the meeting is to be held; or such notice shall be sent to each Director at such address by telephone, facsimile or similar means of communication, or be delivered to him personally, not later than the day before the date on which such

meeting is to be held. Every such notice shall state the time and place of the meeting but need not state the purposes of the meeting, except to the extent required by law. If mailed, each notice shall be deemed given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States Postal Service. Such mailing shall be by first class mail.

3.12. Adjourned Meetings. A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn such meeting to another time and place. Notice of any adjourned meeting of the Board shall be given to all Directors whether or not present at the time of the adjournment. Any business may be transacted at any adjourned meeting that might have been transacted at the meeting as originally called.

3.13. Waivers of Notice of Meetings. Anything in these By-laws or in any resolution adopted by the Board to the contrary notwithstanding, notice of any meeting of the Board need not be given to any Director who submits a signed waiver of such notice, whether before or after such meeting, or who attends such meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

3.14. Organization. At each meeting of the Board, the President of the Corporation, or in the absence of the President, a Chairman chosen by the majority of the Directors present, shall preside. The Secretary shall act as Secretary at each meeting of the Board. In case the Secretary shall be absent from any meeting of the Board, an Assistant Secretary shall perform the duties of Secretary at such meeting; and in the absence from any such meeting of the Secretary and Assistant Secretary, the person presiding at the meeting may appoint any person to act as Secretary of the meeting.

3.15. Quorum of Directors. Except as otherwise provided by the Not-for-Profit Corporation Law, the Certificate of Incorporation or these By-laws, the presence in person of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board.

3.16. Action by the Board.

(a) All corporate action taken by the Board shall be taken at a meeting of the Board. Except as otherwise provided by the Not-for-Profit Corporation Law, the Certificate of Incorporation or these By-laws, the vote of a majority of the Directors present at the time of the vote and participating in the vote, if a quorum is present at such time, shall be the act of the Board. When only two Directors are present, a corporate action shall be deemed validly adopted by

the Board if approved or adopted by the two Directors present.

(b) Any one or more members of the Board or any committee may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.17. Conflicts of Interest. Any actual or potential conflict of interest on the part of a Director shall be disclosed to the Board. When any such interest becomes a matter of Board action, such Director shall not vote on the matter, but shall be counted for in determining the presence of a quorum for a meeting at which Board action is taken on the matter. The minutes of all actions on such matter shall clearly reflect that these requirements have been met.

#### ARTICLE 4 EXECUTIVE COMMITTEE AND OTHER COMMITTEES

4.1. Executive Committee and Standing Committees. The Board, by resolution adopted a majority of the entire Board, may designate from among its members an Executive Committee and other standing committees, each consisting of three or more Directors, and each of which, to the extent provided in the resolution, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- 4.1.1. The filling of vacancies in the Board or in any committee;
- 4.1.2. The fixing of compensation of the Directors for serving on the Board or on any committee;
- 4.1.3. The amendment or repeal of these By-laws, or the adoption of new By-laws; or
- 4.1.4. The amendment or repeal of any resolution of the Board which includes among its terms a provision that it is not so amendable or repealable.

4.2. Special Committees. The Board may also designate from time to time from among its members special committees of the Board to perform special functions in carrying on the work of the Corporation. Special committees shall have only the lawful powers specifically delegated to them by the Board, except that no such committee shall have powers which are not authorized for any standing committees of the Corporation.

4.3. General. Any committee designated by the Board pursuant to Section 4.1 or 4.2 of these By-laws, and each of the members thereof, shall serve at the pleasure of the Board. Any committee may adopt such rules and regulations, not inconsistent with the Certificate of Incorporation or these By-laws or applicable laws or the resolution of the Board designating such committee, as it may deem proper for the conduct of its meetings and the exercise by it of the authority of the Board conferred upon such committee by the resolution of the Board designating such committee.

## ARTICLE 5 OFFICERS

5.1. Officers. The Board may appoint a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as it may determine. All officers shall be elected or appointed to hold office until the next annual meeting of the Board. The Board may designate one or more Vice Presidents as Executive Vice Presidents, and may use descriptive words or phrases to designate the standing, seniority or area of special competence of the Vice Presidents elected or appointed by it. Each officer shall hold office for the term for which he is elected or appointed, and until his successor shall have been elected or appointed and qualified or until his death, his resignation or his removal in the manner provided in Section 5.2 of these By-laws. Any two or more offices may be held by the same person, except the offices of President and Secretary. The Board may require any officer to give a bond or other security for the faithful performance of his duties, in such amount and with such sureties as the Board may determine. All officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided in these By-laws or as the Board may from time to time determine.

5.2. Removal of Officers. Any officer elected or appointed by the Board may be removed by the Board with or without cause. The removal of an officer without cause shall be without prejudice to his or her contract rights, if any. The election or appointment of an officer shall not of itself create contract rights.

5.3. Resignations. Any officer may resign at any time in writing by notifying the Board or the President or the Secretary. Such resignation shall take effect at the date of receipt of such notice or at such later time as is therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The resignation of an officer shall be without prejudice to the contract rights of the Corporation, if any.

5.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled for the unexpired portion of the term by the Board at any regular or special meeting of the

Board.

5.5. Compensation. Salaries or other compensation of the officers may be fixed from time to time by the Board. No officer shall be prevented from receiving a salary or other compensation by reason of the fact that he is also a Director.

5.6. President. The President shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation, subject, however, to the control of the Board and of any duly authorized committee of Directors. The President shall, if present, preside at all meetings of the Members and at all meetings of the Board. He may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts and other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these By-laws to some other officer or agent of the Corporation, or shall be required by law otherwise to be signed or executed; and, in general, shall perform all duties incident to the office of President and such other duties as from time to time may be assigned to him or her by the Board.

5.7. Vice Presidents. At the request of the President, or in his absence, at the request of the Board, the Vice Presidents shall (in such order as may be designated by the Board or in the absence of any such designation in order of seniority based on age) perform all of the duties of the President and so acting shall have all the powers of and be subject to all restrictions upon the President. Any Vice President may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-laws to some other officer or agent of the Corporation, or shall be required by law otherwise to be signed or executed; and shall perform such other duties as from time to time may be assigned to him or her by the Board or by the President.

5.8. Secretary. The Secretary, if present, shall act as Secretary of all meetings of the Board, and shall keep the minutes thereof in the proper book or books to be provided for that purpose. The Secretary shall see that all notices required to be given by the Corporation are duly given and served, shall be custodian of the seal of the Corporation and may seal with the seal of the Corporation or a facsimile thereof all documents the execution of which on behalf of the Corporation under its corporate seal is authorized in accordance with the provisions of these By-laws. The Secretary shall have charge of the books, records and papers of the Corporation relating to its organization and management as a corporation, and shall see that the reports, statements and other documents required by law are properly kept and filed. The Secretary shall, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board or by the President.

5.9. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds, securities and notes of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any sources whatsoever; deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected in accordance with these By-laws; against proper vouchers, cause such funds to be disbursed by checks or drafts on the authorized depositaries of the Corporation signed in such manner as shall be determined in accordance with any provisions of these By-laws, and be responsible for the accuracy of the amounts of all moneys so disbursed; regularly enter, or cause to be entered, in books to be kept by him or her or under his or her direction, full and adequate account of all moneys received or paid by him or her for the account of the Corporation; have the right to require, from time to time, reports or statements giving such information as he or she may desire with respect to any and all financial transactions of the Corporation from the officers or agents transacting the same; render to the President or the Board, whenever the President or the Board, respectively, shall require him or her so to do, an account of the financial condition of the Corporation and of all his or her transactions as Treasurer; exhibit at all reasonable times the books of account and other records to any of the Directors upon application at the office of the Corporation where such books and records are kept; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board or by the President.

5.10. Assistant Secretaries and Assistant Treasurers. Assistant Secretaries and Assistant Treasurers shall perform such duties as shall be assigned to them by the Secretary or by the Treasurer, respectively, or by the Board or by the President.

## ARTICLE 6

### GRANTS, CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

6.1. Grants. The making of grants and contributions and otherwise rendering financial assistance for the purposes of the Corporation may be authorized, formally or informally, by the Board. The Board may authorize, formally or informally, any officer or officers, agent or agents, in the name and behalf of the Corporation to make any such grants, contributions or assistance.

6.2. Execution of Contracts. The Board may authorize any officer, employee or agent, in the name and on behalf of the Corporation, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited.

6.3. Loans. The President or any other officer, employee or agent authorized by these By-laws or by the Board may effect loans and advances at any time for the Corporation from any bank, trust company or other institutions or from any firm, corporation or individual and for such loans and advances may make,



execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation, and when authorized so to do may pledge and hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board may be general or confined to specific instances or otherwise limited.

6.4. Checks, Drafts, Etc. All checks, drafts and other orders for the payment of money out of the funds of the Corporation and all notes or other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board.

6.5. Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies or other depositories as the Board may select or as may be selected by an officer, employee or agent of the Corporation to whom such power may from time to time be delegated by the Board.

## ARTICLE 7 INDEMNIFICATION

7.1. The Corporation shall, to the fullest extent permitted by law, indemnify any person who is or was made, or threatened to be made, a party to any threatened, pending or completed, action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation to procure a judgment in its favor (hereinafter a "Proceeding"), by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a Director or officer of the Corporation, or is or was serving in any capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against judgments, fines, penalties, excise taxes, amounts paid in settlement (with the written consent of the Corporation, which shall not be unreasonably withheld) and costs, charges and expenses (including attorneys' fees and disbursements). Notwithstanding the foregoing, no indemnification shall be provided to or on behalf of any Director or officer if a judgment or other final adjudication adverse to such Director or officer establishes that (i) his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, or (ii) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled to. Persons who are not Directors or officers of the Corporation may be similarly indemnified in respect of service to the Corporation or to another such entity at the request of the Corporation to the extent the Board of Directors at any time determines such person as entitled to the benefits of this Article 7.

7.2. The Corporation shall, from time to time, reimburse or advance to any Director or officer entitled to indemnification hereunder the funds

necessary for payment of expenses, including attorneys' fees and disbursements, incurred in connection with any Proceeding, in advance of the final disposition of such Proceeding, provided, however, that such expenses incurred by or on behalf of any Director or officer may be paid in advance of the final disposition of a Proceeding only upon receipt by the Corporation of an undertaking, by or on behalf of such Director or officer, to repay any such amount so advanced if a judgment or other final adjudication adverse to the Director or officer establishes that (i) his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, or (ii) he or she personally gained in fact a financial advantage to which he or she was not legally entitled.

7.3. Any indemnification permitted hereunder (unless ordered by a court) shall be made by the Corporation only if authorized in the specific case upon a finding that the Director or officer has met the standard of conduct set forth in Section 721 of the Not-for-Profit Corporation Law ("Section 721"). Such determination shall be made (i) by the Board of Directors of the Corporation by a majority vote of Directors who were or are not parties to the Proceeding in question, or (2) if a majority of disinterested Directors so directs, by the Board of Directors of the Corporation upon the opinion in writing of independent legal counsel that indemnification is proper under the circumstances because the standard of conduct set forth in Section 721 has been met.

7.4. The right to indemnification and advancement of expenses provided by, or granted pursuant to, this Article 7 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may have or hereafter be entitled under any law, bylaw, or agreement, vote of members, if any, or of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

7.5. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 7 shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

7.6. The Corporation shall have the power to purchase and maintain insurance to indemnify (i) itself for any obligation which it incurs as a result of the indemnification of Directors and officers under the provisions of this Article 7 or (ii) any Director or officer in instances in which they may indemnified provisions of this Article 7, against any liability asserted whether or not the Corporation would have the power to indemnify such person against such liability under the laws of the State of New York, subject to the limitations imposed under Section 726 of the Not-for-Profit Corporation Law (or any successor section).

7.7. To secure payment of any obligation of indemnification or advancement of expenses provided by, or granted pursuant to, this Article 7, the Corporation may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to insure the payment of such sums as may become necessary to effect indemnification or advancement of expenses as provided herein.

7.8. The right to indemnification and reimbursement and advancement of expenses provided in this Article 7 shall be enforceable by any person entitled to indemnification or advancement of expenses hereunder in any court of competent jurisdiction. The burden of proving that indemnification or reimbursement and advancement of expenses are not appropriate shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its shareholders) to have made a determination prior to the commencement of such action that indemnification or advances are proper in the circumstances nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its members, if any) that such person is not entitled to indemnification or to the reimbursement or advancement of expenses, shall constitute a defense to the action or create a presumption that such person is not so entitled. Such person shall also be indemnified for any expenses incurred in connection with successfully establishing his or her right to indemnification or advances, in whole or in part, in any such proceeding.

7.9. Any Director or officer of the Corporation serving (1) another corporation, of which a majority of the shares entitled to vote in the election of its Directors is held by the Corporation, or (2) any employee benefit plan of the Corporation or any corporation referred to in clause (1), in any capacity, shall be deemed to be doing so at the request of the Corporation.

7.10. Any person entitled to be indemnified or to the reimbursement or advancement of expenses as a matter of right pursuant to this Article 7 may elect to have the right to indemnification (or advancement of expenses) interpreted on the basis of the applicable law (including, without limitation, Section 721 or any successor section thereto) in effect at the time of the occurrence of the event or events giving rise to the action or proceeding, to the extent permitted by law, or on the basis of the applicable law (including, without limitation, Section 721 or any successor section thereto) in effect at the time indemnification is sought. Such election shall be made, by a notice in writing to the Company, at the time indemnification is sought; provided that if no such notice is given, the right to indemnification shall be determined by the law in effect at the time indemnification is sought.

ARTICLE 8  
BOOKS AND RECORDS

The Corporation shall keep, at the Office of the Corporation, correct and complete books and records of account and shall keep minutes of the proceedings of the Board, the Executive Committee and standing committees, if any. Any of the foregoing books, minutes or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

ARTICLE 9  
SEAL

The Board may adopt a corporate seal which shall be in the form of a circle and shall bear the full name of the Corporation and the year of its incorporation.

ARTICLE 10  
FISCAL YEAR

The fiscal year of the Corporation shall be determined, and may be changed, by resolution of the Board.

ARTICLE 11  
VOTING OF SHARES HELD

Unless otherwise provided by resolution of the Board, the President may, from time to time, appoint one or more attorneys or agents of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as a shareholder or otherwise in any other corporation, any of whose shares or securities may be held by the Corporation, at meetings of the holders of the shares or other securities of such other corporation, to consent in writing to any action, by any such other corporation, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed on behalf of the Corporation and under its corporate seal, or otherwise, such written proxies, consents, waivers or other instruments as he may deem necessary or proper in the premises; or the President may attend in person any meeting of the holders of the shares or other securities of any such other corporation and thereat vote or exercise any or all other powers of the Corporation as the holder of such shares or other securities of such other corporation.

ARTICLE 12  
AMENDMENTS

These By-laws may be altered, amended, supplemented or repealed, or new By-laws may be adopted, at any meeting of the Board of Directors by a vote of the majority of the entire Board of Directors except that any amendment which increases the quorum requirement or the proportion of votes necessary for the transaction of business or of any specified item of business must be authorized by a vote of two-thirds of the entire Board.

Dated: May 18, 2012

**GRAM VIKAS USA, INC.**  
**EIN: 45-5536030**  
**Appendix C**  
**Attachment to Form 1023**

**Appendix C**

**Part 1, Line 7**

Authorized Representative: Valerie Demont

Name and address of the authorized representative's firm: Pepper Hamilton LLP  
The New York Times Building  
37th Floor  
620 Eighth Avenue  
New York, NY 10018-1405

**Part IV: Narrative Description of Your Activities.**

Gram Vikas USA, Inc. ("GVU") was founded in response to a growing need for assistance to rural, poor and marginalized communities in developing countries. GVU is incorporated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (the "Code") to support the development of projects and initiatives to give access to clean water and sanitation, housing, renewable energy, health, education, livelihood opportunities, food security, agriculture, horticulture and related developments to rural, poor and marginalized communities in developing countries such as Africa (Tanzania, Gambia) and India; to be a source of information for these communities; and to support charities and other initiatives sponsored by or for the support of these communities in developing countries; as specified in its Articles of Incorporation, filed on May 23, 2012 (the "Articles") (attached as Appendix A).

GVU plans to further this mission by focusing mainly on the following three philanthropic categories (each of which is described in more detail below):

1. Water and Sanitation;
2. Economic Development; and
3. Education.

**1. Water and Sanitation:** GVU will help provide clean water and sanitation facilities to rural communities in developing countries. GVU's unique model for water and sanitation development involves ownership and involvement into the project of the communities being served by the projects. Under this model, every village household has ownership and is involved in developing and maintaining every facility that is constructed in their respective village. GVU will help provide clean water to villages by digging wells, constructing reservoirs and water channels and harvesting rainwater where it may be feasible. In these projects, GVU will rely to a great extent on the local villagers for the work. GVU will provide training to villagers in

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masonry work so they can produce rubble and bricks that are required to construct these facilities. Gvu will also train villagers in maintaining the facilities once built.

**2. Economic Development:** Gvu's economic development programs are intended to stimulate economic development within rural and marginalized communities in developing countries by bringing together human and natural resources with the tools for fostering livelihood, food security and natural resource management. These objectives will include involving village communities in planning and implementing community infrastructure including schools, grain banks, roads, drainage and alternative energy production. Gvu will help provide renewable energy to villages by causing them to adopt technologies such as solar and micro-hydro-electricity. Gvu will also help train local talent to enable them to pursue the development of, and maintain, these resources.

**3. Education:** Gvu's initiatives in education are intended to provide village based pre-schools, primary schools, residential schools and project based educational resources, which are beneficial to rural, poor and marginalized communities in developing countries. Gvu will help provide basic education to women in villages as well as give them vocational training so they can engage themselves in small businesses and spur local economies.

**Part V, Line 3a:**

<b><u>Name</u></b>	<b><u>Qualifications</u></b>	<b><u>Average Hours</u></b>	<b><u>Duties</u></b>
Joe Madiath	BA English Literature, University of Madras, India	10 hours per week	Duties of the President as provided in the Bylaws attached as Appendix B.
Michael A Pirson	University of St. Gallen, Switzerland (PhD Organizational Behavior)  University Erlangen-Nuernberg, Germany, and Indiana University, USA (M.B.A)  Institute of Political Sciences Strasbourg, France (M.P.A - Diplome de Sciences Po)  University Erlangen-	10 hours per week	Duties of the Vice President as provided in the Bylaws attached as Appendix B.

**GRAM VIKAS USA, INC.**

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**Appendix C**

**Attachment to Form 1023**

	Nuernberg, Germany (B.A. Economics)		
Vivek P Shankam	Fordham University, (MBA, Finance, 2011)  North Carolina State University, (Ph.D., Fiber and Polymer Science, Electrical Engineering, 2006)  North Carolina State University, (Master's in Textile Management and Technology, 2003)  Bangalore University, India, (B. Tech., Textile Technology, 2001)	10 hours per week	Duties of the Treasurer and Secretary as provided in the Bylaws attached as Appendix B.

**Part V, Line 5a:**

A true and correct copy of the conflict of interest policy is attached hereto as Appendix D. The conflict of interest policy was adopted by unanimous written consent of GVU's Board of Directors.

**Part V, Line 6a:**

GVU does not currently anticipate making any non-fixed payments such as discretionary bonuses or revenue based payments. However, it may make such payments in the future after assessing the feasibility and appropriateness of such payments. Any such decision will be made after following the criteria referenced in Part V, Line 4a through Line 4f.

**Part VI, Line 1a:**

See Part IV for a detailed description of the services that GVU will provide to rural, poor and marginalized communities in developing countries.

**Part VI, Line 1b:**



**GRAM VIKAS USA, INC.**

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**Appendix C**

**Attachment to Form 1023**

GVU will be a resource for all social service organizations to help rural, poor and marginalized communities in developing countries such as Africa (Tanzania, Gambia) and India.

See Part IV for a more detailed description of the services that GVU will provide to rural, poor and marginalized communities in developing countries such as Africa (Tanzania, Gambia) and India.

**Part VIII, Line 4a:**

**Fundraising and Administrative Activities**

Fundraising will be conducted by members of GVU's Board of Directors, office bearers, and other volunteers. There are no plans to hire paid fundraisers, and fundraising plans include solicitation for contributions from individuals, private foundations, government agencies and corporations. GVU anticipates that fundraising and other administrative responsibilities will constitute approximately 10% of its activities.

GVU will engage in the following fundraising programs: (1) mail solicitations; (2) email solicitations; (3) personal solicitations; (4) foundation grant solicitations; (5) phone solicitations; (6) accept donations on its website; (7) receive donations from other organizations' websites (8) government grant solicitations; or (9) Other – Events.

Mail, email, personal, phone, and grant solicitations will be made on a regular basis and will be directed towards elements of the community that may have a particular interest in the betterment of rural, poor and marginalized communities in developing countries, such as Tanzania, Gambia, and India. These elements include, without limitation, individuals or groups with an interest in social change, community initiatives to develop health, education, water and food security, and sanitation projects.

In addition to the solicitations described above, GVU plans to hold fundraising events at least annually beginning in the tax year 2012. These types of events include lunches, dinners and cocktail receptions.

**Part VIII, Line 4d:**

GVU currently plans to engage in fundraising activities in New York and the Tri-State area. Additionally, GVU plans to engage in online, mail, email, and phone solicitations which may result in contacts with persons in other jurisdictions. In the future, GVU may expand its fundraising activities to other jurisdictions. GVU does not plan to conduct fundraising for another organization.

**Part VIII, Line 4e:**

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GVU does not anticipate soliciting contributions where the donor has the right to advise how to use or distribute the funds. However, GVU will comply with and recognize special requests, notes, terms and conditions which are specified by contributors and will maintain a separate account for that specific donation. An example of this rule is foundation grants. There may be situations whereby GVU solicits a foundation grant for a specific purpose; (e.g. education) and in those cases the grant, if awarded, will probably have restrictions on the activities it can support. Honoring those terms is inherent in the grant application process.

**Part VIII, Line 6a:**

GVU's economic development programs are intended to stimulate economic development within the rural and marginalized communities in developing countries by bringing together human and natural resources with the tools for fostering livelihood, food security and natural resource management. These objectives will include involving village communities in planning and implementing sanitation and water supply systems, community infrastructure including schools, grain banks, roads, drainage and alternative energy production. GVU will help provide renewable energy to villages by causing them to adopt technologies such as solar and micro-hydro-electricity. GVU will also help train local talent to enable them to pursue the development of, and maintain, these resources.

**Part VIII, Line 6b:**

The economic development activities are aimed at rural, poor and marginalized communities of developing countries such as Africa (Tanzania, Gambia) and India. GVU is incorporated exclusively for charitable and educational purposes to support the development of projects and initiative in connection with access to clean water and sanitation, housing, renewable energy, health, education, livelihood opportunities, food security, agriculture, horticulture and related developments in these communities; to be a source of information for these communities; and to support charities and other initiatives sponsored by or for these communities. See "Part IV— Narrative Description of Your Activities" above.

**Part VIII, Line 12 b through 12d:**

GVU initially will operate in Tanzania, Gambia and India. Its operation in the African continent and India will further its exempt purpose as its operations in these regions will include developmental projects in the realm of water and sanitation, economic development and education as described in more detail in "Part IV— Narrative Description of Your Activities" above.

**Part VIII, Lines 13a through 13g:**

GVU does not anticipate making loans or grants to other organizations on a routine basis. However, from time to time, GVU may make contributions or donations to other established domestic 501(c)(3) organizations which carry on activities similar to GVU's activities and

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purpose, on an opportunistic basis. These contributions or donations will be made only upon decision of GVV's Board of Directors upon a determination that any such contribution or donation is necessary or advisable to fulfill GVV's mission and its duty to further its exempt status. For example, contributions or donations to other domestic 501(c)(3) organizations which are active in the field of water and sanitation, education and economic development in developing countries.

In making its determination to make a contribution or donation to a domestic 501(c)(3) organization, GVV will take into consideration the tax-exempt status, overall financial standing of the recipient organization and inquire about:

- a. the jurisdictions in which the recipient organization maintains a physical presence;
- b. any reasonably available historical information about the recipient organization that assures GVV of the recipient organization's identity and integrity;
- c. the available postal, email and website addresses and phone number of each place of business of the recipient organization;
- d. a statement of the principal purpose of the recipient organization, including a detailed report of the recipient organization's projects and goals;
- e. copies of any public filings or releases made by the recipient organization, including the most recent official registry documents, annual reports, and annual filings with the pertinent government, as applicable; and
- f. the recipient organization's sources of income, such as official grants, private endowments, and commercial activities.

If GVV decides to make such a contribution or donation, it will stipulate how the funds shall be used and will require the recipient organization to provide it with detailed records and financial proof of how the funds were utilized. GVV will maintain written records of any contribution or donation (including records of its approval by its Board of Directors), any proposal from the recipient organization, any written contract with the recipient organization, written materials related to the funding of the contribution or donation and reports and other written materials received from the recipient organization related to the contribution or donation and its use by the recipient organization.

GVV will establish procedures by which the recipient organization reports back to GVV regarding the use of the funds awarded. GVV has not yet developed the exact follow-up procedure it will use, but intends to have procedures that will require recipient organizations to prove the proper use of the funds. The frequency of reports may vary depending on the size or use of the grant. GVV will vigorously pursue the return of any funds discovered to have been misused by any recipient organization.

At this time, GVV has no relationship with any other domestic organization. Therefore, it cannot list any domestic organizations at this time. It is possible that GVV may establish a relationship with a domestic organization in the future but specific organizations and countries have not been

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identified at this time. Should there be any attempts to establish relationships in the future, GVU will act with due diligence and in full accordance of any laws and requirements governing it.

**Part VIII, Lines 14a through 14f**

GVU does not anticipate making loans or grants to other organizations on a routine basis. However, from time to time, GVU may make contributions or donations to other well-established foreign non-profit organizations which carry on activities similar to GVU's activities and purpose, on an opportunistic basis. These contributions or donations will be made only upon decision of GVU's Board of Directors upon a determination that any such contribution or donation is necessary or advisable to fulfill GVU's mission and its duty to further its exempt status. For example, contributions or donations to other well-established foreign non-profit organizations which are active in the field of water and sanitation, education and economic development in developing countries.

In making its determination to make a contribution or donation to a foreign non-profit organization, GVU will take into consideration the tax-exempt status, overall financial standing of the recipient organization and inquire about:

- a. the recipient organization's name in English, in the language of origin, and any acronym or other names used to identify the recipient;
- b. the jurisdictions in which the recipient organization maintains a physical presence;
- c. any reasonably available historical information about the recipient organization that assures GVU of the recipient organization's identity and integrity;
- d. the available postal, email and website addresses and phone number of each place of business of the recipient organization;
- e. a statement of the principal purpose of the recipient organization, including a detailed report of the recipient organization's projects and goals;
- f. copies of any public filings or releases made by the recipient organization, including the most recent official registry documents, annual reports, and annual filings with the pertinent government, as applicable; and
- g. the recipient organization's sources of income, such as official grants, private endowments, and commercial activities.

In addition, GVU will conduct any further due diligence that it deems necessary or advisable in connection with the recipient organization and the proposed contribution or donation to ensure compliance at all times with all applicable laws, confirm that the potential recipient organization has the ability to accomplish the charitable purpose and also to protect resources from being diverted to non-charitable purposes or misused by terrorist organizations or their support networks.

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If GVU decides to make such a contribution or donation, it will stipulate how the funds shall be used and will require the recipient organization to provide it with detailed records and financial proof of how the funds were utilized so as to maintain control and effective monitoring of any funds contributed or donated and ensure compliance with all applicable laws and GVU's exempt purpose. In particular, GVU will:

- a. conduct a reasonable search of publicly available information to determine whether the recipient organization is suspected of activity relating to terrorism, including terrorist financing or other support;
- b. confirm that the recipient organization does not appear on OFAC's master list of Specially Designated Nationals (the "SDN List"), maintained on OFAC's website at [www.treas.gov](http://www.treas.gov) and is not otherwise subject to OFAC sanctions;
- c. reduce the terms of the donation or contribution to a written agreement;
- d. with respect to key employees, members of the governing board, or other senior management at the recipient organization's principal place of business, and for key employees at the recipient organization's other business locations, to the extent practicable, obtain the full name in English, in the language of origin, and any acronym or other names used; nationality; citizenship; current country of residence; and place and date of birth;
- e. until such time as the contribution or donation amount is fully spent, monitor the activities funded under the contribution or donation;
- f. To the extent possible, correct any misuse of resources by the recipient organization and terminate the agreement if such misuse were to continue;
- g. require the recipient organization to certify that it is in compliance with all laws, statutes, and regulations restricting U.S. persons from dealing with any individuals, entities, or groups subject to OFAC sanctions;
- h. require periodic reports from the recipient organization on its operational activities and use of disbursed funds;
- i. require the recipient organization to take reasonable steps ensure that funds provided by GVU are neither distributed to terrorists or their support networks nor used for activities that support terrorism or terrorist organizations; and
- j. perform routine, on-site audits of the recipient organization to ensure that the recipient organization has taken adequate measures to protect its charitable resources from diversion to, or abuse or influence by, terrorists or their support networks

In addition, GVU will vigorously pursue the return of any funds discovered to have been misused by any recipient organization.

GVU will maintain written records of any contribution or donation (including records of its approval by its Board of Directors), any proposal from the recipient organization, any written

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contract with the recipient organization, written materials related to the funding of the contribution or donation and reports and other written materials received from the recipient organization related to the contribution or donation and its use by the recipient organization.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, the directors of Gvu intend to put to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Gvu will also comply and put to practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

**Part VIII, Line 14b**

Gvu intends to engage in collaborative activities with Gram Vikas, India in Africa and India. Gram Vikas India is a non-governmental, non-profit organization headquartered in India working for sustainable improvements in the quality of life of poor and marginalized communities in certain parts of India and Africa.

**Part VIII, Line 14d**

We will be very clear to our contributors how we operate, direct funds and the nature of our programs. The donation page of our website will list where the donations go and for what purpose. For contributions other than online contributions, we will have a donation form available which contributors will be required to fill which will specifically point out our mission, goals and functions.

**Part VIII, Line 15**

Joe Madiath is a member of the board of directors of Gram Vikas, India. See "Part VIII, Line 14b" above for more details on Gram Vikas India. Joe Madiath is also one of the three directors of Gvu. Both Gvu and Gram Vikas, India intend to conduct collaborative activities to further their respective exempt purposes in Africa and India.

**GRAM VIKAS USA, INC.**

**POLICY ON CONFLICTS OF INTEREST  
AND DISCLOSURE OF CERTAIN INTERESTS**

This Conflict of Interest Policy is designed to help directors, officers, members of committees with Board-delegated powers, and senior officers of Gram Vikas USA, Inc. (the "**Organization**") identify situations that present potential conflicts of interest and provide the Organization with a procedure which, if observed, will allow a transaction to be treated as valid and binding even though a director, officer, member of a committee with Board-delegated powers, or senior officer has or may have a Conflict of Interest with respect to the transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to non-profit and charitable organizations.

**I. DEFINITIONS**

- A. **Board**. Board means the Board of Directors of the Organization.
- B. **Compensation**. Compensation includes direct and indirect remuneration, as well as gifts, gratuities, entertainment, or other favors, that are not insubstantial.
- C. **Committee**. Committee means a committee with Board-delegated powers.
- D. **Conflict of Interest**. A Conflict of Interest may exist when the Financial Interest or Non-financial Interests of an Interested Person may be seen as competing with the interests or concerns of the Organization.
- E. **Family Member**. Family Member includes a spouse, domestic partner, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister of an Interested Person.
- F. **Financial Interest**. A person has a Financial Interest if the person has, directly or indirectly, through business, investment or family,
1. an ownership or investment interest in any entity with which the Organization has a transaction or arrangement, or
  2. a compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
  3. a potential ownership or investment interest, or compensation arrangement with any entity or individual with which the Organization is negotiating a transaction or arrangement.
- G. **Interested Person**. Interested Person means any director, officer, member of a committee with Board-delegated powers, or senior officer of the Organization, and his or her Family Members.
- H. **Non-financial Interest**. A person has a Non-financial Interest if the person has, directly or indirectly, a non-financial benefit or advantage that he or she would not have obtained absent his or her relationship with the Organization. For example,
1. an Interested Person seeks to obtain preferential treatment by the Organization or recognition for himself/herself or another Interested Person, or

2. an Interested Person seeks to make use of confidential information obtained from the Organization for his/her own benefit or for the benefit of another Interested Person, or
3. an Interested Person seeks to take advantage of an opportunity or enables another Interested Person or other organization to take advantage of an opportunity that he/she has reason to believe would be of interest to the Organization, or
4. the Organization adopts a policy that provides significant non-financial benefit to an Interested Person.

## II. PROCEDURES

A. Duty to Disclose. In connection with any potential Conflict of Interest, an Interested Person must disclose the existence of any Financial Interest and Non-financial Interest and must be given the opportunity to disclose all material facts to the Board, or, if applicable, the Committee considering the proposed transaction or arrangement. An Interested Person is under a continuing obligation to disclose any potential Conflict of Interest.

An Interested Person shall complete the attached Conflict of Interest Disclosure Form upon his/her association with the Organization and annually thereafter; provided that for purposes of the preceding sentence, "Interested Person" shall not include Family Members, and each director, officer, member of a committee with Board-delegated powers, or senior officer of the Organization shall complete the Disclosure Form on behalf of his/her Family Members.

B. Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and Non-financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the Board or Committee meeting while the determination of a Conflict of Interest is discussed and voted upon. The remaining Board or Committee members shall decide if a Conflict of Interest exists.

C. Procedures for Addressing the Conflict of Interest.

1. An Interested Person may make a presentation at the applicable Board or Committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible Conflict of Interest.
2. The chairperson of the Board or Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Board or Committee, as applicable, shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a Conflict of Interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a Conflict of Interest, the Board or Committee, as applicable, shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.



D. Violations of the Conflicts of Interest Policy. If the Board or Committee has reason to believe that an Interested Person has failed to disclose a potential Conflict of Interest, it shall inform the person of the basis for such belief and allow the person an opportunity to explain the alleged failure to disclose.

If the Board or Committee decides that the Interested Person has in fact failed to disclose a potential Conflict of Interest, the Board shall take such disciplinary and corrective action as the Board shall determine.

E. Confidentiality. Each Interested Person shall exercise care not to disclose confidential information acquired in connection with his or her position, the disclosure of which might be adverse to the interests of the Organization. Further, an Interested Person shall not disclose or use information relating to the Organization's business for the personal profit or advantage of the Interested Person or a Family Member.

F. Record of Proceedings. The minutes of the Board and all Committees shall contain:

1. The names of the persons who disclosed or otherwise were found to have a Financial Interest or Non-financial Interest in connection with a potential Conflict of Interest, the nature of the Financial Interest or Non-financial Interest, any action taken to determine whether a Conflict of Interest was present, and the Board's or Committee's decision as to whether a Conflict of Interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

G. Compensation; Prohibited Participation. A voting member of the Board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

1. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

2. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

H. Annual Affirmation of Compliance. An Interested Person shall upon association with the Organization and annually thereafter, sign an Affirmation of Compliance, in the form attached hereto, which affirms the following:

1. He or she has received and reviewed a copy of the Conflict of Interest Policy;
  2. He or she understands and agrees to comply with the Conflict of Interest Policy;
- and

3. He or she understands the Organization is a non-profit organization and in order to maintain its federal tax exemption must engage primarily in activities which accomplish one or more of its tax-exempt purposes without personal inurement.

For purposes of this Article H, "Interested Person" shall not include Family Members.

I. Annual Review. To ensure the Organization operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, annual reviews shall be conducted. The annual review shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**CONFLICT OF INTEREST DISCLOSURE FORM**  
**(COMPLETE ANNUALLY)**

Please complete this form indicating any potential conflicts of interest. If you answer "yes" to any of the questions, please provide a written description of the details of the specific action, policy or transaction.

**Financial Interests**

1. Has the Organization proposed to contract or contracted to purchase or lease goods, services, or property from you or from any of your family members or associates? \_\_ Yes \_\_ No
2. Has the Organization offered employment to you or to any of your family members or associates? \_\_ Yes \_\_ No
3. Have you or any of your family members or associates, been provided with a gift, gratuity or favor of a substantial nature from a person or entity that does business with the Organization? \_\_ Yes \_\_ No
4. Have you or any of your family members or associates been gratuitously provided use of the facilities, property or services of the Organization? \_\_ Yes \_\_ No
5. Have you, a family member or an associate been in a position to benefit financially from an action, policy or transaction made by the Organization? \_\_ Yes \_\_ No

**Other Interests**

1. Did you obtain preferential treatment, promotion, recognition or a non-salaried appointment as a consequence of your association with the Organization for yourself or for any of your family members or associates? \_\_ Yes \_\_ No
2. Did you make use of confidential information obtained from the Organization for your own benefit or for the benefit of a family member, associate or other organization? \_\_ Yes \_\_ No
3. Did you take advantage of an opportunity or enable a family member, associate or other organization to take advantage of an opportunity that you had reason to believe would be of interest to the Organization? \_\_ Yes \_\_ No
4. Have you, a family member or an associate been in a position to benefit in a non-financial way from an action, policy or transaction made by the Organization? \_\_ Yes \_\_ No

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**CONFLICT OF INTEREST – AFFIRMATION OF COMPLIANCE**  
**(COMPLETE ANNUALLY)**

I, \_\_\_\_\_, a duly elected or appointed \_\_\_\_\_  
[director, officer, committee member or senior officer] of \_\_\_\_\_ (the  
“Organization”), do hereby certify as follows:

1. I have received and reviewed the Conflict of Interest Policy of the Organization, and have considered not only the literal expression of the Conflict of Interest Policy, but also its intent.
2. By signing this Affirmation of Compliance, I hereby affirm that I understand and agree to comply with the Conflict of Interest Policy.
3. I further understand that the Organization is a non-profit organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes without personal inurement.
4. Except as otherwise indicated in the Disclosure Form, neither I, nor any Family Member or associate, have any Conflict of Interest.

IN WITNESS WHEREOF, I have executed this Affirmation of Compliance this \_\_\_\_ day  
of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Signature