

CERTIFICATE OF INCORPORATION

OF

GRAM VIKAS USA, INC.

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, a natural person of the age of eighteen years or over, acting as the incorporator of a corporation pursuant to the New York Not-for-Profit Corporation Law, hereby adopts the following certificate for this corporation:

FIRST: The name of the corporation is “Gram Vikas USA, Inc.” (the “Corporation”).

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: The Corporation is a Type B corporation as defined in Section 201 of the Not-for-Profit Corporation Law.

FOURTH: The purpose for which the Corporation is formed is to support and otherwise assist with the development of projects and initiatives serving rural, poor and marginalized communities in developing countries focused primarily on development and access to water and sanitation, housing, environmental, renewable energy, health, education, livelihood opportunities, food security, agriculture, horticulture and related developments (the “Corporate Purpose”). The Corporate Purpose includes funding other non-profit organizations that are pursuing one or several of the activities described in the Corporate Purpose above within one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws (the “Internal Revenue Code”). The Corporate Purpose also includes funding, sponsoring and otherwise developing or supporting research on the development projects described in the Corporate Purpose above.

Notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code and 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

(b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

In addition, nothing herein shall be construed as authorizing the Corporation to (a) operate or maintain a charter school, a nursery school, an elementary school, a secondary school, an institution of higher learning or an institution of any of the professions designated in Title VII of the Education Law, (b) engage in the practice of any profession, or use a professional title of any profession, required to be licensed by Title VII of the Education Law, (c) or engage in any operation described in Sections 404(a)-(w) of the Not-for-Profit Corporation Law or any operation described in Section 460-a of the Social Services Law.

FIFTH: In furtherance of the foregoing purposes, the Corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law and such other powers now or hereafter permitted by law for a corporation organized for the foregoing purposes, including the power to solicit grants and contributions for any corporate purpose.

SIXTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any trustee, director or officer of the Corporation or any other private person or entity, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in this Certificate of Incorporation.

SEVENTH: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent provided by Section 501(h) of the Internal Revenue Code or otherwise), and the Corporation shall not participate or intervene in (including the publication or distributions of statements) any political campaign on behalf of or in opposition to any candidate for public office.

EIGHTH: In the event of dissolution, all of the remaining assets and property of the Corporation shall after payment of necessary expenses and satisfaction of all liabilities thereof be distributed upon approval of a Justice of the Supreme Court of the State of New York for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

NINTH: In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code, and the Corporation shall not:

- (a) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
- (b) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- (c) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; or
- (d) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

TENTH: The office of the Corporation is to be located in the County of New York, State of New York.

ELEVENTH: The Corporation shall be operated by a board of directors, the number of which is to be no less than three.

TWELFTH: The names and post office addresses of the initial directors of the Corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Joe Madiath | Joe Madiath c/o Gram Vikas Mohuda village, Berhampur, Orissa 760002 India |
| Michael A. Pirson | Michael A. Pirson 255 Huguenot Street, Apt. 2410 New Rochelle, NY, 10801 USA |
| Vivek P. Shankam | Vivek Shankam 4132 44th St, Apt 4B Sunnyside, NY 11104 USA |

THIRTEENTH: The Secretary of State is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation served upon the Secretary is:

Gram Vikas USA, Inc.
3 East 54th Street, 14th Floor
New York, NY 10022

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF this Certificate of Incorporation has been signed and the statements made herein affirmed as true under the penalties of perjury this 18th day of May, 2012.

By:



Vivek P. Shankam
4132 44th St, Apt 4B
Sunnyside, NY 11104
USA