

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, January 29, 2021

This is to certify that the certificate of incorporation of

SEBS NA, Inc.

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business.

Effective date: January 29, 2021



STATE CORPORATION COMMISSION

Attest:

A handwritten signature in cursive script, likely belonging to the Clerk of the Commission.

Clerk of the Commission

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, JANUARY 29, 2021

The State Corporation Commission has found the accompanying articles of incorporation submitted on behalf of

SEBS NA, Inc.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective January 29, 2021.

The corporation is granted the authority conferred on it by law in accordance with the articles of incorporation, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, appearing to read "Jehmal T. Hudson", followed by a horizontal line.

Jehmal T. Hudson
Commissioner

ARTICLES OF INCORPORATION
OF
SEBS NA, Inc.

The undersigned, pursuant to the Virginia Nonstock Corporation Act (Title 13.1 Chapter 10 of the Code of Virginia) (the “**Law**”), states as follows:

FIRST: The name of the nonstock corporation (which is hereinafter called the “**Organization**”) is: **SEBS NA, Inc.**

SECOND: The Organization shall have one or more classes of members with such designations, qualifications or rights as set forth in the bylaws of the Organization (the “**Bylaws**”). Any corporate action required or permitted by the Law to be taken at a meeting of members may be taken without a meeting and without prior notice, if the corporate action is taken by members who would be entitled to vote at a meeting of members having voting power to cast not fewer than the minimum of votes that would be necessary to authorize or take the corporate action at a meeting at which all members entitled to vote thereon were present and voted.

THIRD: The period of duration of the Organization is perpetual.

FOURTH: The purposes for which the Organization is formed and the business or object to be carried on and promoted by it are as follows:

4.1 To operate on a non-profit basis exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”).

4.2 To support and advance the interests of Budhanilkantha School and its alumni.

4.3 To preserve and strengthen the bonds of fellowship among Budhanilkantha School faculty, staff, students and alumni.

4.4 To promote the general welfare of the members of the Organization.

4.5 To have and exercise any and all powers and privileges now or hereafter conferred by the laws of the jurisdiction hereinabove referred to upon corporations formed under the Law or under any act amendatory thereof or supplemental thereto or in substitution therefore.

The foregoing enumeration of the purposes, objects, and operations of the Organization is made in furtherance and not in limitation of the powers conferred upon the

Organization by law, and it is not intended by the mention of any particular purpose, object, or operation in any manner to limit or restrict the generality of any other purpose, object, or operation mentioned or to limit or restrict any of the powers of the Organization, and the said Organization shall have, enjoy, and exercise all of the powers and rights now or hereafter conferred by statute upon corporations of a similar character, it being the intention that the purposes, objects, and powers specified in each of the paragraphs of this Article of the Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this or any other Article of these Articles of Incorporation or of any amendment thereto and shall each be regarded as independent and construed as powers as well as objects and purposes; provided, however, that nothing herein contained shall be deemed to authorize or permit the Organization to carry on any business or exercise any power or do any act which a corporation formed under the laws of the jurisdiction above referred to may not at the time lawfully carry on or do, or which is inconsistent with the operation of the Organization exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Code.

FIFTH: The internal affairs of the Organization shall be regulated in accordance with the following provisions:

5.1 The Organization shall not possess or exercise any power or authority, either expressly, by interpretation or by operation of law, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Code, contributions to which are deductible for federal income tax purposes; nor shall it engage directly or indirectly in any activity which might cause the loss of its qualification.

5.2 No part of the assets or net earnings of the Organization shall ever be used for, nor shall the Organization ever be organized or operated for, purposes that are not exclusively charitable or educational within the meaning of Section 501(c)(3) of the Code.

5.3 No part of the assets or net earnings of the Organization, current or accumulated, shall inure to the benefit of or be distributable as dividends or otherwise to the directors, officers or employees of the Organization or to other private persons, except that the Organization is authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions to further the purposes and objectives set forth in Article Fourth.

5.4 No director, officer, employee, member of a committee, person connected with the Organization, or any other private individual shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Organization. Upon dissolution or winding up of the affairs of the Organization, whether voluntary or involuntary, the assets of the Organization then remaining in the hands of the Board of Directors of the Organization (the "**Board**") shall, after paying or making provisions for payment of all of the liabilities of the Organization, be distributed, transferred, conveyed, delivered and paid over only to educational,

scientific, religious and charitable organizations that are exempt from federal income tax under Section 501(c)(3) of the Code and which are not private Organizations within the meaning of Section 509(a) of the Code, except that no distribution shall be made to organizations testing for public safety; the distribution shall be made on whatever terms and conditions and in whatever amounts the Board may determine, to be used by the institutions receiving them exclusively for educational, scientific, religious and charitable purposes.

5.5 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 in or intervene in (including the publication or distribution of statements) political campaigns on behalf of any candidate for public office, whether by publishing or distributing statements or otherwise.

5.6 At no time shall the Organization engage in any activities which are unlawful under the laws of the United States of America, the Commonwealth of Virginia or any other jurisdiction where its activities are carried on.

5.7 No solicitation of contributions to the Organization shall be made, and no gift, bequest or devise to the Organization shall be accepted, upon any condition or limitation which, in the opinion of the Organization, may cause the Organization to lose its exemption from payment of federal income taxes.

5.8 The Organization will carry on, other than as an insubstantial part of its activities, only activities that in themselves are in furtherance of charitable and educational purposes.

5.9 The Organization shall not be operated for the primary purpose of carrying on an unrelated trade or business for profit.

5.10 Notwithstanding any other provisions of these Articles, if the Organization shall, at any time after the filing of these Articles of Incorporation, be deemed to constitute a "private Organization" as that term is defined in Section 509(a) of the Code, then the Organization shall:

5.10(1) Distribute its income for each taxable year at a time and in a manner that will not subject the Organization to tax under Section 4942 of the Code;

5.10(2) Not engage in any act of self-dealing as defined in Section 4941 of the Code;

5.10(3) Not retain any excess business holdings as defined in Section 4943 of the Code;

5.10(4) Not make any investments in a manner that will subject the Organization to tax under Section 4944 of the Code; and

5.10(5) Not make any taxable expenditures as defined in Section 4945 of the Code.

5.11 No compensation shall be paid to any officer, director, trustee, creator, or organizer of the Organization or substantial contributor to it, except as a reasonable allowance for services actually rendered to or for the Organization.

5.12 The Organization shall not engage in any excess benefit transaction as defined in Section 4958 of the Code.

5.13 Other than as provided in these Articles of Incorporation, regulation of the internal affairs of the Organization shall be provided in the Organization's Bylaws as adopted by a majority of the initial Board and according to subsequent duly adopted amendments to the Bylaws.

5.14 The Organization shall indemnify every person who was or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal ("***Proceeding***"), by reason of the fact that he or she is or was a director, officer, employee or agent of the Organization, or who, while a director, officer, employee or agent of the Organization is or was serving at the request of the Organization as a director, officer, partner, employee, agent or trustee of another Organization, corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by and in accordance with Section 13.1-876 and 13.1-881 of the Law. Such indemnification may, in the discretion of the Board, include advances of expenses prior to final deposition of a Proceeding subject to Section 13.1-878 of the Law.

5.15 Any action required or permitted by the Law to be taken by the Board may be taken without a meeting by fewer than all of the directors, but not less than the greater of (i) a majority of the directors in office or (ii) a quorum of the directors as required by the Bylaws, if the requisite number of directors sign a consent describing the action to be taken and deliver it to the Organization, except such action shall not be permitted to be taken without a meeting if any director objects to the taking of such proposed action.

SIXTH: The name of the Organization's initial registered agent is Laxman Udas Pandey, a resident of Virginia and an initial director of the Organization.

SEVENTH: The Organization's initial registered office, which is identical to the business office of the registered agent, is located at: 3348 Conquistador Ct., Annandale, VA 22003, in the County of Fairfax.

EIGHTH: The Organization is not authorized to issue capital stock.

NINTH: The number of directors of the Organization shall be a minimum of one (1) and a maximum of (9), which number may be increased or decreased by amendment to the Bylaws approved by at least two-thirds vote of the members eligible to vote at a meeting of the members

at which a quorum is present. The directors shall be elected by a plurality of the votes cast by the members eligible to vote at the annual meeting of the members at which a quorum is present. The names and addresses of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Name	Address
Kamal Ranabhat	3023 N Branch Lane, Parkville, MD 21234
Sanju Mahato	6 Avalon Drive, Chillicothe, Ohio 45601
Laxman Udas Pandey	3348 Conquistador Ct, Annandale VA 22003
Anup Nepal	2201 Yager Creek Dr., Apt D, Charlotte, NC 28273
Bharat Kandel	1917 Crossbridge Ct, St. Charles, MO 63303
Rajan Nepal	14 Country Meadows Ct, St. Charles, MO 63303

The Board of Directors is expressly authorized to hold its meetings, to have one or more offices, and to keep the financial books of the Organization at such places as it may from time to time designate.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act on this 15th day of January 2021.



Laxman Pandey, Incorporator