

State of New Hampshire

Department of State

CERTIFICATE OF EXISTENCE

OF

BETTER LIFE SOCIAL ORGANIZATION USA

This is to certify that **BETTER LIFE SOCIAL ORGANIZATION USA** is registered in this office as a **New Hampshire Nonprofit Corporation** to transact business in New Hampshire on 2/9/2021 4:42:28 PM.

Business ID: **862671**



IN TESTIMONY WHEREOF,
I hereto set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 9th day of February A.D. 2021

A handwritten signature in cursive script, appearing to read "William M. Gardner".

William M. Gardner
Secretary of State

**BYLAWS
OF BETTER LIFE SOCIAL ORGANIZATION USA (“BLSO USA”)
NEW HAMPSHIRE**

ARTICLE I
Name

The name of this Corporation, a New Hampshire non-profit corporation, shall be **Better Life Social Organization USA** (“BLSO USA” or the "Corporation").

ARTICLE II
Location

Section 2.1. The principal office of the Corporation for the transaction of its business is located at **51 Mountain View Drive, Lebanon, New Hampshire 03766**.

Section 2.2. The Corporation may also have offices at such other places, within or without the State of New Hampshire, where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

ARTICLE III
Powers and Purposes

Section 3.1. Purpose. The purposes of the Corporation shall be to undertake charitable and educational activities, under Section 501(c)(3) of the Internal Revenue Code of 1986, to disadvantaged children with essential needs, such as healthy food, shelter, clothing, quality education, healthcare, and advocacy of children mainly in Nepal and worldwide.

Our focus is on community development as a whole: sustainable programs for health, education, agriculture, economic development, cross-cultural and languages understanding, skills transfer are all fall within the broad topic of “community development.”

Section 3.2. Powers. The Corporation shall have all the powers necessary to carry out the foregoing purposes and all the powers of non-profit corporations organized under the laws of the State of New Hampshire.

Section 3.3. Limitations.

(a) The Corporation shall be an equal opportunity employer, and it shall not discriminate on the basis of age, race, color, creed, sex, disabilities, financial status, or national origin (i) in the persons serviced, or in the manner of service; (ii) in the hiring, assignment, promotion, salary determination, or other conditions of staff employment; (iii) in the selection of members; or (iv) in the membership of its Board of Directors.

(b) The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c) of the Internal Revenue Code of 1986, or any successor provision.

(c) The Corporation is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer director of the Corporation, or any other individual, partnership or corporation, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

(d) On dissolution, after provision is made for payment of debts, all property of the Corporation, from whatever source arising, shall be distributed only to such organizations as are then exempt from tax by virtue of Section 501(c) of the Internal Revenue Code of 1986, or any successor provision, and as the Board of Directors of the Corporation shall determine, unless otherwise provided in the instrument from which the funds to be distributed derive.

(e) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE IV Members

The Corporation shall have no members.

ARTICLE V Directors

Section 5.1. Powers. The Directors shall supervise and control the business, property, and affairs of the Corporation, except as otherwise provided by law, the Articles of Agreement of the Corporation, or these Bylaws.

Section 5.2. Number. There shall be a Board of Directors of the Corporation of not less than five (5) persons and not more than thirteen (13) persons. The signers of the Articles of Agreement shall elect the initial Board of Directors of the Corporation, and thereafter the members of the Board of Directors shall be elected at the annual meeting of Directors.

Section 5.3. Selection of directors. Directors are chosen and vacant seats are filled by the sitting Board of Directors. When a seat becomes vacant, the Board may fill the seat for the unexpired balance of the term, or for a full three-year term. Sitting directors may be re-elected without limitation.

Section 5.4. Vacancies and Newly Created Directorships. Any newly created Directorships and any vacancies on the Board of Directors arising at any time and from any cause may be filled at any meeting of the Board of Directors by a majority of the Directors then in office. A Director elected to fill a vacancy shall be elected for the unexpired term of the member's predecessor in office.

Section 5.5. Removal. Any Director may at any time be removed from office for any cause deemed sufficient by the Board of Directors by the affirmative vote of two-thirds of the full number of Directors then in office acting at a meeting of the Board, the notice of which has

specified the proposed removal. In addition, three consecutive absences from regular meetings of the Board shall constitute an automatic resignation without any further action of the Board of Directors, unless the President of the Board has excused the absences.

Section 5.6. Compensation. Directors shall not receive salaries for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. The Corporation shall not provide personal loans to any Director.

ARTICLE VI Meetings of the Directors

Section 6.1. Annual Meeting. A regular annual meeting of the Board of Directors shall take place each year at such time, date and place as shall be designated by the Board of Directors. Directors may participate all meetings by telephone, video link, voice-over-Internet, or other remote means. Meetings may also be conducted via e-mail, if planned so in advance. The purpose of the annual meeting shall be to elect Directors and officers of the Corporation and to transact such other business as may properly come before the meeting.

Section 6.2. Regular Meetings. Regular meetings of the Board of Directors shall be held at least once per year upon call of the President.

Section 6.3. Special Meetings. Special meetings of the Board of Directors may be called by the President, or by any five (5) Directors, on five (5) days' notice to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 6.4. Notice of Meetings. The time, day, and place of any regular or special meeting of the Board of Directors shall be specified in the notice of the meeting, but no such specification is required in a waiver of notice of such meeting. Notice shall be given as provided in Section 7.1.

Section 6.5. Telephone Meetings. Any one or more Directors may participate in a meeting of the Board of Directors by conference telephone or other electronic means by which all persons participating in the meeting can communicate with each other. Participation by telephone shall be equivalent to presence in person at a meeting for purposes of determining if a quorum is present.

Section 6.6. Record of Meetings. The Secretary or, in the absence of the Secretary, one of the Directors designated by the Board of Directors and participating in the meeting, shall keep a record of the meeting.

Section 6.7. Quorum: Vote Required. A majority of Directors then in office shall constitute a quorum for the transaction of business at any meeting of Directors, and, unless otherwise provided for by law or these Bylaws, the act of the majority of the Directors present and voting at any meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Directors, the Directors present at the meeting may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum

shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 6.8. Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if: Consents in writing, setting forth the action so taken, shall be signed by all of the Directors, and filed by the Secretary with the minutes of the meetings of the Board of Directors. The consents may be executed in any number of counterparts, all of which when taken together shall constitute a single original consent.

- a. Consents by electronic mail, setting forth the action so taken, are submitted by all the Directors, received by the Corporation, and filed by the Secretary with the minutes of the meetings of the Board of Directors.

ARTICLE VII Notice

Section 7.1. General. Whenever under the provisions of law or these Bylaws, notice is required to be given to any person, such notice may be given via U.S. mail or overnight delivery service with postage prepaid, and shall be deemed given when deposited in the mail or the delivery service addressed to such person at such person's address as it appears on the records of the Corporation. Notice may also be given by electronic mail, facsimile, or hand delivery, and such notice will be deemed given when received.

Section 7.2. Waiver. Whenever any notice is required to be given by law or by these Bylaws, a waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated in these Bylaws, shall be deemed equivalent to the giving of such notice. Attendance at a meeting either in person, or if applicable, by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he or she attends solely for the purpose of objecting at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

ARTICLE VIII Officers and Agents

Section 8.1. Officers. The officers of the Corporation shall minimally consist of a President, a Vice-President, a Secretary, and a Treasurer. One person shall not hold two offices with the permissible exception of a Secretary-Treasurer.

Section 8.2. Other Officers and Agents. The Board of Directors:

- a. Shall retain a chief executive officer ("Executive Director"), who shall serve as staff to the Board.
- b. May appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 8.3. Election; Term of Officers; Resignation; Removal; Vacancies. The Board of Directors shall elect the officers of the Corporation at the annual meeting. The officers of the Corporation shall hold office for terms of two (2) years or until their successors are elected and qualified. Any officer may resign at any time by giving written notice to the President of the

Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately. Any officer may be removed from office at any time, with or without cause, by the affirmative vote of two-thirds of the Board of Directors at any regular or special meeting of the Board called expressly for that purpose. The Directors shall fill any vacancy occurring in any office of the Corporation for the unexpired term. No officer may serve more than two (2) two-year terms unless deemed necessary by reason of emergency by the Board of directors for one additional term. An officer whose term of office has not expired may continue in such office, and continue for such term as a Director, regardless of the Director term limitations in Section 5.3.

Section 8.4 President. The President of the Board shall preside at meetings of the Board of Directors and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 8.5. The Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 8.6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and perform all other duties usually incident to the office, and such other duties as may be assigned by the Board of Directors.

Section 8.7. Treasurer. The Treasurer shall cause regular books of account to be kept, and shall render to the Board of Directors, from time to time as may be required, an account of the financial condition of the Corporation, shall deliver an annual report at the annual meeting, and shall perform all other duties properly required of the Treasurer by the Board of Directors.

Section 8.8. Bonding of Officers. The Board of Directors may require any officer, or other person entrusted with the handling of funds or valuable property of the Corporation to give bond to the Corporation, with sufficient surety or sureties, conditioned upon the faithful performance of such person's duties.

ARTICLE IX Committees

The Board may designate one (1) or more standing committees, by a resolution(s) passed by a majority of the Board. Such committee(s) shall consist of two (2) or more Directors and shall have such powers and duties as the Board deems desirable.

ARTICLE X Conflict of Interest

Any possible conflict of interest on the part of any member of the Board, officer or employee of the Corporation shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also whenever the interest involves a specific issue before the Board. Where the transaction involving a board member or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars

(\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors and publication as required by RSA 292 is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself.

Every new member of the Board will be advised of the conflicts of interest policy upon entering the duties of his or her office, and shall sign a statement acknowledging an understanding of, and agreement to, this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

ARTICLE XI Contributions and Depositories

Section 11.1. Voluntary Contributions. The Corporation may accept gifts, grants, legacies, and contributions from any source including persons, corporations, trusts, charities, and governments and governmental agencies.

Section 11.2. Depositories. The Board of Directors shall determine what depositories shall be used by the Corporation as long as such depositories are located within the State of New Hampshire and are authorized to transact business by the State of New Hampshire and are federally insured. All checks and orders for the payment of money from said depository shall be signed such signatories as have been authorized and required in advance by the Board of Directors.

ARTICLE XII Dissolution

Section 12.1. Dissolution. Upon dissolution of the corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or a state or local government, for a public purpose.

ARTICLE XIII General

Section 13.1 Fiscal year. The Corporation shall operate on a fiscal year ending December 31st. Alteration of the fiscal year (by the Board of Directors) shall not require amendments of these Bylaws.

Section 13.2. Execution of Contracts and Documents. All contracts and evidence of debt may be executed only as directed by the Board of Directors.

ARTICLE XIV Indemnification

The Corporation may indemnify a person who is or was a Director, officer, employee or agent of the Corporation or who is or was serving in another capacity at the request of the Corporation, to the extent authorized by law, and will purchase and maintain insurance to protect itself and such persons against liability.

ARTICLE XV
Amendments

These Bylaws may be amended or repealed or new Bylaws adopted by the Directors at any meeting by the affirmative vote of not less than two-thirds of all the Directors of the Corporation, provided notice of the proposed change is given in the notice, which must be given not less than ten (10) days prior to such meeting.