

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

America-Nepal Medical Foundation, Inc.
(Insert Name of Domestic Corporation)

Under Section 803 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is: America-Nepal Medical Foundation, Inc.

If the name of the corporation has been changed, the name under which it was formed is:

SECOND: The date of filing of the certificate of incorporation with the Department of State is:

December 17, 1996

THIRD: The law the corporation was formed under is: Section 402 of the Not-For Profit Corporation Law.

FOURTH: The corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law. The corporation is a Type B corporation. If the corporate purposes are being enlarged, limited or otherwise changed, the corporation shall be a Type B corporation.

FIFTH: (Set forth each amendment in a separate paragraph providing the subject matter and full text of each amended paragraph.) The amendment effected by this certificate of amendment is as follows:

Paragraph 3 of the Certificate of Incorporation relating to the purpose for which the Corporation is to be formed are as follows:

is hereby amended to read in its entirety as follows: _____

a. To provide educational resource materials, including but not limited to, professional journals, reference books, audiovisual & computer based learning resource materials.

b. To facilitate academic visits of North America based Nepali and U.S/Canadian experts in various clinical and public health disciplines to Nepal.

c. To promote and facilitate the continuing medical education in Nepal through various symposia, seminar and workshops in active collaboration with local partners and professional bodies.

d. To help strengthen the research capability of Nepali health professionals by fostering collaboration between the interested Nepali and North American researchers and academic, research & research supportive institutions.

e. To collect and deliver appropriate medical equipment (new or used) as needed by Nepal.

f. To explore, arrange and sponsor qualified Nepali medical professionals for short-term training in US/Canadian medical institutions in various specific clinical/scientific areas of relevance to Nepal.

g. To help establish appropriate infrastructure for and promote the accessibility to current world medical literature for Nepali medical/health professionals through the use of Internet and World Wide Web (Cyberspace Networking).

h. To provide/facilitate appropriate medical relief in the event of major natural disaster or public health emergencies in Nepal.

i. To raise necessary funds to accomplish the ANMF's overall objectives.

j. To support construction of facilities to promote the advancement of medical training and practice in Nepal.

k. To promote the advancement of medical training and practice in Nepal.

l. The Certificate of Incorporation is also being amended to change the name to America Nepal Medical Foundation (the hyphen between America Nepal is deleted and the Inc. is removed.)

Paragraph One of the Certificate of Incorporation relating to the name of the Corporation is being changed to read as follows:

The name of the Corporation is hereby amended to read as follows:

The name of the Corporation is AMERICA NEPAL MEDICAL FOUNDATION

The undersigned has no objection to the granting of Judicial approval

hereon and waives statutory notice.

ELIOT SPITZER
ATTORNEY GENERAL
STATE OF NEW YORK

THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE. SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

by:

by Laura Weiner
ASSISTANT ATTORNEY GENERAL DATE
May 17 2004

Date: _____

~~MARTIN SCHOENFELD~~
I, _____ a Justice of the Supreme Court of the State of
New York for the FIRST Judicial District do hereby approve of the foregoing
Certificate of Amendment of the Certificate of Incorporation of America - Nepal
Medical Foundation, Inc.

and consent that the same be filed.

MARTIN SCHOENFELD

Date: 2004 1 23

Martin Schoenfeld

J.S.C.

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The
University of the
Education  State of New York
Department

STATE OF NEW YORK:
:
COUNTY OF ALBANY :

In accordance with the provisions of section 216 of the Education Law and section 104, subdivision (e) of the Not-For-Profit Corporation Law, consent is hereby given to the change of purposes of **America-Nepal Medical Foundation**, contained in the annexed certificate of amendment of the certificate of incorporation.

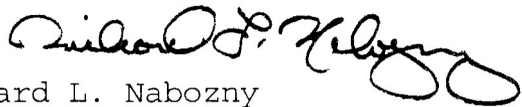
This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

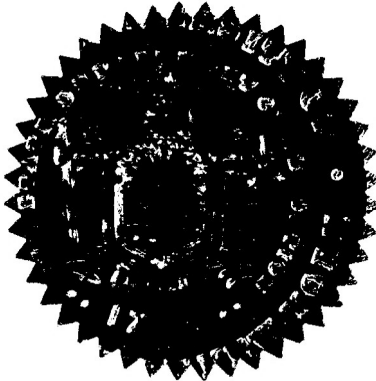
IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 28th day of May, 2003.

Richard P. Mills
Commissioner of Education

By:



Richard L. Nabozny
Senior Attorney



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This consent to filing is granted with the understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This consent to filing is granted with the further understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to operate or maintain a charter school, nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a business school in accordance with the provisions of section 5001 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents for the operation of a private school pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

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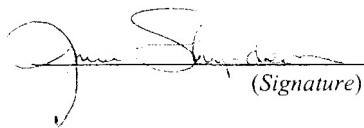
SIXTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is: America Nepal Medical Foundation

c/o Donald Blair, MD

5180 Peck Hill Road, Jamesville, New York, 13078

SEVENTH: The certificate of amendment was authorized by: [Check the appropriate box]

- The amendment was authorized by a vote of a majority of the members.
- The amendment was authorized by the unanimous written consent of the members entitled to vote thereon.
- The amendment was authorized by a vote of a majority of the entire board of directors. The corporation has no members.


(Signature)

May 12, 2004
(Date)

Julia Shepardson, Executive Director
(Name and Capacity of Signer)

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

America-Nepal Medical Foundation, Inc.

(Insert Name of Domestic Corporation)

Under Section 803 of the Not-for-Profit Corporation Law

Filer's Name America Nepal Medical Foundation

Address 4420 Alpine Road # 108

City, State and Zip Code Portola Valley, CA 94028

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED AUG 09 2004

TAX \$ BY: Emb
New York

NOTE: This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. **Please be sure to review Section 804 and Section 404 of the Not-for-Profit Corporation Law to determine if any consents or approvals are required to be attached to this certificate of amendment.** The certificate must be submitted with a \$30 filing fee.

For Office Use Only

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