

ACS-34

CERTIFICATE OF INCORPORATION
OF
AMERICA-NEPAL MEDICAL FOUNDATION, INC.

(Under Section 402 of the Not-For-Profit Corporation Law)

The undersigned for the purpose of forming a corporation under Section 402 of the Not-For-Profit Corporation Law, hereby certify:

1. The name of the Corporation is "AMERICA-NEPAL MEDICAL FOUNDATION, INC.".

2. The corporation has not been formed for pecuniary profit or financial gain and no part of the assets, income or profit of the Corporation is distributable to, or en-ures to the benefit of, its member, directors, or officers except to the extent permitted under the Not-For-Profit Corporation Law.

3. The purpose for which the Corporation is to be formed are 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 US/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 the 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 for 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 (Ceyberspace 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.

4. The Corporation is type B corporation.

5. The principal office of the Corporation will be in the County of New York, State of New York.

6. The names and the addresses of the directors until the annual meeting are:

1. Vijay K. Sigdel	136 Division St. #8 New York, NY 10002
2. Gauri Shanker Adhikari	3177 N. Fox Ridge Court Ann Arbor, MI 48105
3. Donald C. Blair, MD	5180 Peck Hill Rd. Jamesville, NY 13078

7. No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the

Corporation, (except that reasonable corporation expenses affecting one or more of its purposes), and no member, trustee officer of the corporation shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

8. No part of the activities of corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication of distribution of statement), and political campaign on behalf of any candidate for public office.

9. In the event of dissolution, all of the remaining assets and property of the Corporation shall after necessary expenses thereof distributed to such organizations and shall qualify under Section 501 (C)3 of the Internal Revenue Code of the State of New York. This part is subject to approval of a justice of the Supreme Court of New York.


10. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954, as amended, and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941 (d) of the Code; (b) retain any excess business holding as defined in Section 4943 (c) of the Code; (c) make any investment in such manners as to subject the Corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditure as defined in Section 4945 of the Code.

11. Nothing herein shall authorize this Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-For-Profit Corporation Law, Section 404 (b-u)

12. The Secretary of the State, pursuant to Section 402 (a) (6) is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation served upon him is: Vijay K. Sigdel, 136 Division Street, #8
New York, NY 10002

13. The subscriber is of the age of eighteen years.

IN WITNESS WHEREOF, this certificate of has been signed by the subscriber on the 22nd day of November, 1996, who hereby affirms that the statements made herein are true under the penalties of perjury.



Vijay K. Sigdel
136 Division St., #8
New York, NY 10002

FILING RECEIPT

ENTITY NAME : AMERICA-NEPAL MEDICAL FOUNDATION, INC.

DOCUMENT TYPE : DOMESTIC (NOT-FOR-PROFIT) CORPORATIO TYPE: B COUNTY: NEWY

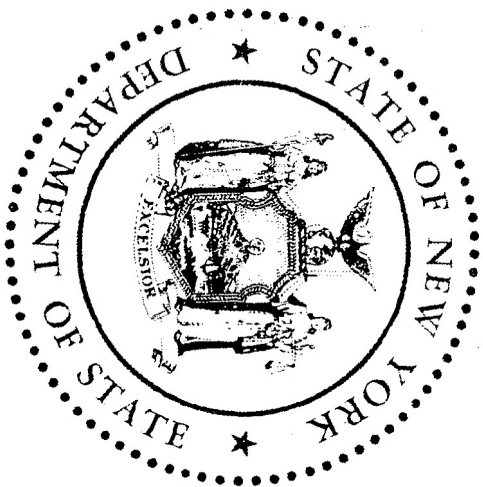
SERVICE COMPANY : ADVANCED CORPORATE SERVICES, INC. SERVICE CODE: 3A

FILED: 12/17/1996 DURATION: PERPETUAL CASH #: 961217000310 FILM #: 961217000286

ADDRESS FOR PROCESS
EXIST DATE
12/17/1996

VIJAY K. SIGDEL
136 DIVISION STREET, #8
NEW YORK, NY 10002

REGISTERED AGENT



FILER : CHEMETRY & ASSOCIATES, PC
363 SEVENTH AVENUE SUITE 1402
NEW YORK, NY 10001

FEES	PAYMENTS
FILING : 75.00	CASH : 0.00
TAX : 0.00	CHECK : 100.00
CERT : 0.00	BILLED: 0.00
COPIES : 0.00	
HANDLING: 25.00	
REFUND: 0.00	