Form 1023 Checklist

(Revised June 2006)

Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code

Note. Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.

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	Assemble the application and materials in this order: Form 1023 Checklist Form 2848, Power of Attorney and Declaration of Representative (if filing) Form 8821, Tax Information Authorization (if filing) Expedite request (if requesting) Application (Form 1023 and Schedules A through H, as required) Articles of organization Amendments to articles of organization in chronological order Bylaws or other rules of operation and amendments Documentation of nondiscriminatory policy for schools, as required by Schedule B Form 5768, Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation (if filing) All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
V	User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check of money order to your application. Instead, just place it in the envelope.
7	Employer Identification Number (EIN)
V	 Completed Parts I through XI of the application, including any requested information and any required Schedules A through H. You must provide specific details about your past, present, and planned activities. Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt. Describe your purposes and proposed activities in specific easily understood terms. Financial information should correspond with proposed activities.
П	· · · · · · · · · · · · · · · · · · ·
iI	Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below. Schedule A Yes No \(\frac{}{} \)
	Schedule C Yes No_ Schedule G Yes No_ Schedule G Yes No_ Schedule G Yes No_ Schedule G Yes No_ No_ Schedule G Yes
	Schedule D Yes No Schedule H Yes No V

√	An exact copy of your complete articles of organization (creating document). Absence of the prand dissolution clauses is the number one reason for delays in the issuance of determination le	oper purpose tters.
	• Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number)A	rticle IV
	Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number operation of state lawArticle VI	er) or by
V	Signature of an officer, director, trustee, or other official who is authorized to sign the application • Signature at Part XI of Form 1023.	n.
√	Your name on the application must be the same as your legal name as it appears in your article organization.	es of

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service P.O. Box 192 Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service 201 West Rivercenter Blvd. Attn: Extracting Stop 312 Covington, KY 41011

(Rev. June 2008) Department of the Treasury Internal Revenue Service

Power of Attorney

Power of Attorney and Declaration of Representative

► Type or print. ► See the separate instructions.

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			Only	_

Received by: Name

Telephone

Shiks 10286 Cupe hereby 2 R Name a Gene 425 M Name a to repress 3 Ta	axpayer information. Taxpayer(s) must sign and date this er name(s) and address ha Sankalp Inc. i North Portal Avenue rtino, CA 95014 appoint(s) the following representative(s) as attorney(s)-in-in- epresentative(s) must sign and date this form on page 2, and address Takagi arket St., Suite 2200, San Francisco, CA 94105 and address	Social security nur Daytime telephone r (408) 739-7 fact: Part II. CAF No. Telephone No. Fax No. Check if new: Address CAF No. Telephone No.	number 27 2675000 number Plan number (if applicable) 7637 None 415-977-0558
Shiks 10286 Cupe hereby 2 R Name a Gene 425 M Name a to repre 3 Ta	ha Sankalp Inc. North Portal Avenue rtino, CA 95014 appoint(s) the following representative(s) as attorney(s)-in-inepresentative(s) must sign and date this form on page 2, and address Takagi arket St., Suite 2200, San Francisco, CA 94105 Ind address	Daytime telephone r (408) 739-7 fact: Part II. CAF No. Telephone No. Fax No. Check if new: Address CAF No. Telephone No. Fax No. Telephone No. Fax No. Telephone No. Fax No.	27 2675000 None
hereby 2 R Name a Gene 425 M Name a	appoint(s) the following representative(s) as attorney(s)-in-in-in-in-in-in-in-in-in-in-in-in-in-	(408) 739-7	None 415-977-0558 415-704-3347 Telephone No.
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Name a to repre		Telephone No Fax No	
to repre	nd address	Check if new: Address	
to repre	nd address		Telephone No. 🗌 Fax No. 🔲
3 Ta			TOOPHONO.CD TAX NO. CD
3 Ta			
3 Ta		Fax No.	
3 Ta	sent the tayonyaria) before the Internal Devening Coming		Telephone No. Fax No.
	sent the taxpayer(s) before the Internal Revenue Service for x matters	or the following tax matters:	
Incom	Type of Tax (Income, Employment, Excise, etc.)	Tax Form Number	Year(s) or Period(s)
Incom	or Civil Penalty (see the instructions for line 3)	(1040, 941, 720, etc.)	(see the instructions for line 3)
	e Tax - Exemption Application - IRC 501(c)(3)	1023	Not Applicable
		· · · · · · · · · · · · · · · · · · ·	
4 Sp	ecific use not recorded on Centralized Authorization Fi eck this box. See the instructions for Line 4. Specific Use		r a specific use not recorded on CAF,
5 Ad l (v do or	ts authorized. The representatives are authorized to receive) can perform with respect to the tax matters described cuments. The authority does not include the power to receivadd additional representatives, the power to sign certain representation to a third party. See the line 5 instructions for more	ve and inspect confidential tax information line 3, for example, the authority to execute a confidential tax information line 3, for example, the property areas a require a require a require a require a require a require.	ation and to perform any and all acts that is sign any agreements, consents, or other
sed to	ceptions. An unenrolled return preparer cannot sign any de Unenrolled Return Preparer on page 1 of the instruction tion 10.3(d) of Treasury Department Circular No. 230 (Circular 10.3(e) of Circular 230. See student practitioner's (levels k and l) authority is limited (fo	ris. An enrolled actuary may only represent a common actuary may only represent plan actuary for restrictions for restrictions.	esent taxpayers to the extent provided in dministrator may only represent taxpayer
Lis	t any specific additions or deletions to the acts otherwise	authorized in this power of attorney:	

****	······································		

Name of representative to receive refund check(s) ▶

D	•
rage	4

Form	2848 (Rev. 6-2008)					<u> </u>
7	representative listed (nications. Original notices				_
а	If you also want the s	second representative liste	ed to receive a copy	of notices and commu	nications, check this bo	x
b	If you do not want an	ny notices or communicati	ons sent to your repr	resentative(s), check th	is box	
8	attorney on file with the	n of prior power(s) of at the Internal Revenue Servic or power of attorney, chec	k here	iallers and years or per	, , , , , , , , ,	▶ □
		CH A COPY OF ANY F				
9	otherwise, see the in- trustee on behalf of t	er(s). If a tax matter con structions. If signed by a he taxpayer, I certify that O AND DATED, THIS P	corporate oπicer, pai I have the authority	tner, guardian, tax ma to execute this form or	n behalf of the taxpaye	presentation is requested, receiver, administrator, or r.
		mad	C	1/08/2011	Treasurer	
		Claushwa		Date	Title	if applicable)
		Signature				, , ,
Sag	jheer Ahmad	. [Shiksha Sankalp		
	Print Nan		PIN Number	Print name of to	axpayer from line 1 i	f other than individual
	, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,					
		######################################			Title	(if applicable)
		Signature		Date	nue	(if applicable)
		٦				
	Print Nar	ne	PIN Number			
122-	rt II Declaration	on of Representative				
Und I acco I ab c c d e f g	am aware of regulation buntants, enrolled ager am authorized to represent one of the following Attorney—a member Certified Public According Enrolled Agent—enrolled Agent—enrolled Agent—enrolled Actuary—er Enrolled Actuary—er practice before the I Unenrolled Return P 10.7(c)(1)(viii). You meturn Preparer on Student Attorney—st 10.7(d) of Circular 23 Student CPA—stude 10.7(d) of Circular 23 Enrolled Retirement before the Internal Returnal Figure 25 Student CPA—stude 10.7(d) of Circular 23 Enrolled Retirement before the Internal Return authorized to represent the state of t	I declare that: suspension or disbarments contained in Circular 23 ats, enrolled actuaries, and sent the taxpayer(s) identifies: in good standing of the substant—duly qualified to colled as an agent under the officer of the taxpayer's community of the taxpayer's community of the taxpayer's community of the taxpayer's community of the taxpayer's concluded as an actuary by the taxpayer of the taxpayer. The authority to proper the authority to proper of the instructions tax of the receives permission and who receives permission and the receives permission actually and the receives permission and the receives permi	of (31 CFR, Part 10), dothers; and others; are of the highest compractice as a certifience requirements of Citary and the taxpayer. Immediate family (for the silmited by section 1 court in question and its in the practice before the Impact of the section of the	as amended, concernitax matter(s) specified art of the jurisdiction side public accountant in roular 230. The example, spouse, pare Enrollment of Actuari 10.3(d) of Circular 230), atternal Revenue Service, the return must be under the IRS by virtue of the IRS by virtue of the tunder the requirement.	there; and thown below. the jurisdiction shown the jurisdiction shown tent, child, brother, or s es under 29 U.S.C. 124 e is limited by Circular ter examination by the of their status as a law teir status as a CPA stuents of Circular 230 (the	below. ister). 12 (the authority to 230, section IRS. See Unenrolled student under section ident under section authority to practice
	BE RETURNED. esignation—Insert	See the Part II instructi Jurisdiction (state) or	ions.	Signature		Date
	above letter (a-r)	identification	1-	7.1.1:		1-11-1-
	a	California	Sine t	acoj		12/15/10

1023

(Rev. June 2006) Department of the Treasury Internal Revenue Service

Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code

OMB No. 1545-0056

Note: If exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at **www.irs.gov** for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Pa	t I Identification of Applicant							
1	Full name of organization (exactly as it appears in your organization)	zing document)	2 c/o Name (if	applica	ıble)			
Shi	ksha Sankalp Inc.		Sagheer Ahmad	t				
3	Mailing address (Number and street) (see instructions)	Room/Suite	4 Employer Identific	cation Nu	ımber (E	EIN)		
102	86 North Portal Avenue			27-267	75000			
P*v····································	City or town, state or country, and ZIP + 4		5 Month the annua	l account	ting peri	od en	ds (01 - 1	12)
Cup	ertino, CA 95014	•	December					
6	Primary contact (officer, director, trustee, or authorized rep	resentative)						
	a Name: Sagheer Ahmad (Director and Treasurer)		b Phone:	40	8-739	-7637	,	
		-	c Fax: (optional))				
7	Are you represented by an authorized representative, such a provide the authorized representative's name, and the name representative's firm. Include a completed Form 2848, <i>Powe Representative</i> , with your application if you would like us to	e and address of t er of Attornev and	he authorized Declaration of			Yes		No
8	Was a person who is not one of your officers, directors, trus representative listed in line 7, paid, or promised payment, to the structure or activities of your organization, or about your provide the person's name, the name and address of the personised to be paid, and describe that person's role.	o help plan, manag r financial or tax m	ge, or advise you natters? If "Yes."	about		Yes		No
9a	Organization's website: under construction - not yet availa	ible						
b	Organization's email: (optional) shikshasankalp@gmail.com	n						
10	Certain organizations are not required to file an information are granted tax-exemption, are you claiming to be excused "Yes," explain. See the instructions for a description of orga Form 990-EZ.	from filing Form 9	90 or Form 990-E	77 If		Yes	Z	No
11 .	Date incorporated if a corporation, or formed, if other than a	a corporation. (N	/M/DD/YYYY)	04 /	28	/	2010	
12	Were you formed under the laws of a foreign country? If "Yes," state the country.	•				Yes	Z	No
For F	aperwork Reduction Act Notice, see page 24 of the instructions	i. Cat.	No. 17133K		Form 1	1023	(Rev. 6-	2006)

Par	t II Organizational Struc	cture					
You i (See	must be a corporation (including instructions.) DO NOT file this	g a limited liability company), an ur form unless you can check "Yes	nincorporated association, or a trust on lines 1, 2, 3, or 4.	to be	tax exe		·
1	Are you a corporation? If "Yes of filing with the appropriate s be sure they also show state fi	tate agency. Include copies of any	incorporation showing certification amendments to your articles and	☑	Yes		No
2	certification of filing with the app	propriate state agency. Also, it you ac	f your articles of organization showing lopted an operating agreement, attach ire they show state filling certification. file its own exemption application.		Yes	Z	No
3	Are you an unincorporated as constitution, or other similar or Include signed and dated copi	sociation? If "Yes," attach a copy ganizing document that is dated ar es of any amendments.	of your articles of association, nd includes at least two signatures.		Yes		No
	and dated copies of any amen	ch a signed and dated copy of you dements.			Yes		No
		explain how you are formed without			Yes		No No
5	how your officers, directors, or	r trustees are selected.	ng date of adoption. If "No," explain	√	169	L!	
Par		s in Your Organizing Documer					
to me	eet the organizational test under se not meet the organizational test. I nal and amended organizing docur	ection 501(c)(3). Unless you can check DO NOT file this application until you ments (showing state filing certification	ation, your organizing document contain the boxes in both lines 1 and 2, your o u have amended your organizing docu if you are a corporation or an LLC) with	rganiz i ment i your	ng doct Submi applicat	l your ion.	sions
1	Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): Article II & IV					Z	
	for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.				Ø		
	Do not complete line 2c if you	checked box 2a. Atticle VI	ssolution clause (Page, Article, and F			<u> </u>	
2c	you rely on operation of state	law for your dissolution provision a	aw in your particular state. Check th and indicate the state:	18 002	<u> </u>		
		on of Your Activities					
this i	information in response to other pa ication for supporting details. You ils to this narrative. Remember tha pription of activities should be thore	arts of this application, you may summ may also attach representative copies it if this application is approved, it will ough and accurate. Refer to the Instru	narrative. If you believe that you have a sarize that information here and refer to of newsletters, brochures, or similar do be open for public inspection. Therefore ctions for information that must be included.	cumer , your ded in	nts for so narrativ your de	upport e	ing
Pa	Compensation and Employees, and Inc.	Other Financial Arrangements lependent Contractors	s With Your Officers, Directors,	Trus	stees,		
1a	List the names, titles, and mailir total annual compensation, or other position. Use actual figure	ng addresses of all of your officers, d	irectors, and trustees. For each persor ces to the organization, whether as an opensation is or will be paid. If additior what to include as compensation.	omçe	г, ешріс	yee, c	or ,
Name		Title	Mailing address		pensation ual actual		
Name Mik	cul Bhatía	Director / President	A-160 Vikas Puri New Delhi, 110018 India			N	lone
Sag	gheer Ahmad	Director / Treasurer	10286 North Portal Ave Cupertino, CA 95014			N	lone
	shali Mukherjee	Director / Secretary	504 Tower 4,RahejaTipco Height Mumbai 400097, India			N	lone
Del	borah Hughes Hallett	Director	2 Gorham Street Cambridge, MA 02138			N	lone
— Jar	nes R. Breiding	Director	Bahnhoffstrasse 80 Zurich, 8001 Switzerland		-	N	lone
			1 — ,				

FORTH 1023 (M	Name: Office Office Children	EIN: 21 - 20/3000	Page
Part V	Compensation and Other Financial Arrangements With	Your Officers, Directors, Trustees,	
	Employees, and Independent Contractors (Continued)	,	

b	receive compensation of more	e than \$50,000 per year. Use the a	highest compensated employees wotual figure, if available. Refer to the officers, directors, or trustees listed	instruc	ctions f	will or	
Name		Title	Mailing address		ensation al actual		
n/a						····	
						·	
	4						
				· · · · · · · · · · · · · · · · · · ·			
С	that receive or will receive cor	inesses, and mailing addresses of mpensation of more than \$50,000 p what to include as compensation.	your five highest compensated inder per year. Use the actual figure, if ava	oende: ilable.	nt cont Refer t	tracto o the	ors
Name		Title	Mailing address		ensation al actual		
n/a				-			
	•						
	:				,		
		,					
		,					
The f	ollowing "Yes" or "No" questions	relate to past, present, or planned related employees, and highest compensate	tionships, transactions, or agreements ved independent contractors listed in line	with you	ır office	rs,	
2a	Are any of your officers, direct	ors, or trustees related to each other of the individuals and explain the re	ner through family or business		Yes		No
	Do you have a business relation through their position as an of	onship with any of your officers, dir	ectors, or trustees other than identify the individuals and describe		Yes	Z	No
С	highest compensated indepen	ors, or trustees related to your high dent contractors listed on lines 1b the individuals and explain the rel	or 1c through family or business		Yes	Z	No
3a	For each of your officers, direct compensated independent conqualifications, average hours were seen as the control of the con	otors, trustees, highest compensate ntractors listed on lines 1a, 1b, or t worked, and duties.	ed employees, and highest c, attach a list showing their name,				
b	b Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through common control? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement.				Yes	V	No
4	employees, and highest compa	on for your officers, directors, trust ensated independent contractors li- nended, although they are not requ use.	sted on lines 1a, 1b, and 1c, the				
b	Do you or will you approve con	mpensation arrangements in advan	nts follow a conflict of interest policy? ce of paying compensation? proved compensation arrangements?	\mathbf{V}	Yes Yes Yes		No No No

Form 1	1023 (Rev. 6-2006) Name: SHIKSHA SANKALP, INC.	2675000	D	Pag	ge 4
	Compensation and Other Financial Arrangements With Your Officers, Director Employees, and Independent Contractors (Continued)	s, Trust	tees,		
d	Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements?	V	Yes		No
e	Do you or will you approve compensation arrangements based on information about compensation paid similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.	;	Yes		No
f	Do you or will you record in writing both the information on which you relied to base your decision and its source?	Z	Yes		No
g	If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that reasonable for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.	s 		.,	
5a	Have you adopted a conflict of interest policy consistent with the sample conflict of interest policin Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c.		Yes		No
b	What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?)			
. c	What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?	;			
	Note: A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.				
	Do you or will you compensate any of your officers, directors, trustees, highest compensated employees and highest compensated independent contractors listed in lines 1a, 1b, or 1c through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1e, for information on what to include as compensation.	, —	Yes	Z	No
b	Do you or will you compensate any of your employees, other than your officers, directors, trustees or your five highest compensated employees who receive or will receive compensation of more that \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or wiplace a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.	ırı S 	Yes		No
7a	Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine that you pay no more than fair market value. Attach copies of any written contracts or other agreements relating to such purchases.		Yes	V	No
b	Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make will make such sales, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales.	a, or	Yes	Z	No
8a	Do you or will you have any leases, contracts, loans, or other agreements with your officers, director trustees, highest compensated employees, or highest compensated independent contractors listed lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f.		Yes	V	No
c d e	Describe any written or oral arrangements that you made or intend to make. Identify with whom you have or will have such arrangements. Explain how the terms are or will be negotiated at arm's length. Explain how you determine you pay no more than fair market value or you are paid at least fair market value. Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements				
9a	Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f.		Yes	Ø	No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- **b** Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.

	The state of the s				
f	Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.				
Pa	rt VI Your Members and Other Individuals and Organizations That Receive Benefits F	rom	You		
The of yo	following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and o our activities. Your answers should pertain to past, present, and planned activities. (See instructions.)	rgani	zations	as pa	art
1a	In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals.		Yes	Z	No
b	In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations.	Z	Yes		No
2	Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program.		Yes	Ø	No
3	Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds.		Yes	☑	No
	t VII Your History				
The	following "Yes" or "No" questions relate to your history. (See instructions.)				
1	Are you a successor to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G.		Yes	Z	No
2	Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E.		Yes	Z	No
	t VIII Your Specific Activities				
The answ	following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropri vers should pertain to <i>past, present,</i> and <i>planned</i> activities. (See instructions.)	ate b	ox. Yo	ur	
1	Do you support or oppose candidates in political campaigns in any way? If "Yes," explain.		Yes	Z	No
2 a	Do you attempt to influence legislation? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a.		Yes	V	No
b	Have you made or are you making an election to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities.		Yes	Ø	No
3a	Do you or will you operate bingo or gaming activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data.	,	Yes	Z	No
	Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements.		Yes	V	No
С	List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.				

orm	1023 (Rev. 6-2006)	Name: SHIKSHA SANKALF	P, INC.	EIN: 27 – 20	675000	Page 6
ar	t VIII Your Specific	c Activities (Continued)				
4a	Do you or will you und conduct. (See instruct		s," check all the fundr	aising programs you do or will	☑ Yes	☐ No
		e, or similar donations	receive donati	ons on your website ons from another organization's	s website	
	foundation grant s		✓ Other			
		of each fundraising program.				· [7] N-
b	for you? If "Yes," descand state who conduct	ve written or oral contracts worther these activities. Includents them. Revenue and expeniencial Data. Also, attach a	e all revenue and expenses should be provi	ded for the time periods	∐ Yes	∠ No
	arrangements. Include of all contracts or agree	eements.	zations for which you	raise funds and attach copies	☐ Yes	☑ No
d	jurisdiction listed, spe	al jurisdictions in which you cify whether you fundraise f er organization fundraises fo	or your own organizat	For each state or local tion, you fundraise for another		
е	the right to advise on on the types of invest donor's contribution a	tments, distributions from the	nds? Answer "Yes" if e types of investment his program, including	the donor may provide advice s, or the distribution from the g the type of advice that may	☐ Yes	☑ No
5	Are you affiliated with	h a governmental unit? If "Yo	es," explain.		☐ Yes	☑ No
6a b	Do you or will you en Describe in full who b promote exempt purp	gage in economic develops penefits from your economic poses.	ment? if "Yes," descr development activitie	ibe your program. as and how the activities	☐ Yes	☑ No
7a	Do or will persons oth each facility, the role		usiness or family relat	our facilities? If "Yes," describe tionship(s) between the	☐ Yes	☑ No
b	"Yes," describe each	her than your employees or activity and facility, the role on the manager and your offi	of the manager, and	any business or family	☐ Yes	☑ No
С	directors or trustees.		lain the relationship, c	eveloper and your officers, describe how contracts are alue, and submit a copy of any		
8	treated as partnership	tter into joint ventures, incluos, in which you share profits? If "Yes," describe the act	s and losses with par	tners other than section	☐ Yes	☑ No
9a	Are you applying for a lines 9b through 9d. I	exemption as a childcare org	ganization under secti	on 501(k)? If "Yes," answer	☐ Yes	☑ No
b	Do you provide child	care so that parents or care	etakers of children you v you qualify as a chil	u care for can be gainfully dcare organization described	☐ Yes	□ No
С	enable their parents of	nom you provide child care, or caretakers to be gainfully lcare organization described	employed (see instruc	them cared for by you to ctions)? If "No," explain how	☐ Yes	□ No
d	whom your activities	ailable to the general public? are available. Also, see the n described in section 501(k	instructions and expla	specific group of people for ain how you qualify as a	☐ Yes	□ No
10	Do you or will you pu scientific discoveries, own any copyrights,	ıblish, own, or have rights in or other intellectual prope	music, literature, tap i rty ? If "Yes," explain. ither fees are or will b	Describe who owns or will e charged, how the fees are	Yes	☑ No

Form	1023 (Rev. 6-2006) Name: SHIKSHA SANKALP, INC.	675000	Page 7
Pa	rt VIII Your Specific Activities (Continued)		
11	Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution.	☐ Yes	☑ No
12a	Do you or will you operate in a foreign country or countries? If "Yes," answer lines 12b through 12d. If "No," go to line 13a.	☐ Yes	☑ No
b	Name the foreign countries and regions within the countries in which you operate. Describe your operations in each country and region in which you operate.		
	Describe how your operations in each country and region further your exempt purposes,		
	Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a.	☑ Yes	□ No
b	Describe how your grants, loans, or other distributions to organizations further your exempt purposes.		
C	Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract.	✓ Yes	□ No
	Identify each recipient organization and any relationship between you and the recipient organization.		
e •	Describe the records you keep with respect to the grants, loans, or other distributions you make. Describe your selection process, including whether you do any of the following:		
•	(i) Do you require an application form? If "Yes," attach a copy of the form.	☑ Yes	□ .
	(ii) Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused.	v res ☑ Yes	∐ No □ No
g	Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.		
1 4 a	Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15.	✓ Yes	☐ No
b	Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.		
C	Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries.	☑ Yes	□ No
ď	Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors.	☑ Yes	. 🗆 No
е	Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information.	☑ Yes	□ No

f Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately.

□ No

✓ Yes

Form	023 (Rev. 6-2006) Name: SHIKSHA SANKALP, INC. EIN: 27 - 2613	5000	Paç	ge O
Par	VIII Your Specific Activities (Continued)			
15	Do you have a close connection with any organizations? If "Yes," explain.	☐ Yes	V	No
16	Are you applying for exemption as a cooperative hospital service organization under section 501(e)? If "Yes," explain.	☐ Yes	√	No
17	Are you applying for exemption as a cooperative service organization of operating educational organizations under section 501(f)? If "Yes," explain.	☐ Yes	Z	
18	Are you applying for exemption as a charitable risk pool under section 501(n)? If "Yes," explain.	Yes	✓	No
19	Do you or will you operate a school? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity.	☐ Yes	Z	No
20	ls your main function to provide hospital or medical care? If "Yes," complete Schedule C.	☐ Yes	1	No
21	Do you or will you provide low-income housing or housing for the elderly or handicapped ? If "Yes," complete Schedule F.	☐ Yes	V	No
22	Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H.	☐ Yes	7	No
	Note: Private foundations may use Schedule H to request advance approval of individual grant procedures.			

Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

			A. Statement of	of Revenues and	Expenses		-
	_	Type of revenue or expense	Current tax year	3 prior tax	years or 2 succeedin	g tax years	
			(a) From 01/2011 To 12/2011	(b) From 01/2012 To 12/2012	(c) From 01/2013 To 12/2013	(d) From	(e) Provide Total for (a) through (d)
	1	Gifts, grants, and contributions received (do not include unusual grants)	24,000	30,000	93,000		147,000
	2	Membership fees received	2,500	5,000			17,500
	3	Gross investment income	0	0,000			0
	4	Net unrelated business income	0	0	0		0
	5	Taxes levied for your benefit	0	0	0	,	0
Revenues	6	Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	0	0	0		0
ě	7						<u>U</u>
о.	ľ	listed above or in lines 9–12 below (attach an itemized list)	0	0	0		0
	8	Total of lines 1 through 7	26,500	35,000	103,000		164,500
	9	Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	0	0	0		
	10	Total of lines 8 and 9	26,500	35,000	103,000		164,500
	11		0	0	. 0		104,500
	12	Unusual grants	Ö	0	0		- 0
		Total Revenue Add lines 10 through 12	26,500	35,000	103,000		164,500
	14	Fundraising expenses	200	1000	4,200		
	15	Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	4,100	19,900	83,000		
	16	Disbursements to or for the benefit of members (attach an	,			2	
es	17	Itemized list) Compensation of officers, directors, and trustees	0	0	0		
SUE	18	Other salaries and wages	0	0	0		
Expenses	19	Interest expense	0	0	0		
W		Occupancy (rent, utilities, etc.)	0	0	0		
	21	Depreciation and depletion	0	0	0		THE RESERVE OF THE REAL PROPERTY.
	22	Professional fees	14,000	9,000	6,000		
		Any expense not otherwise classified, such as program services (attach itemized list)		5,530	0,000	5 C C C C C C C C C C C C C C C C C C C	W. A. C. O. C. S.
	24	Total Expenses Add lines 14 through 23	18,300	35,000	93,200		

Pai	t IX Financial Data (Continued)		Voor En	d: 2010
	B. Balance Sheet (for your most recently completed tax year)	1		e dollars)
	Assets	1	(VVIIION	1250
1	Cash	2		
2	Accounts receivable, net	3		
3	Inventories	4		
4	Bonds and notes receivable (attach an itemized list)	5		
5	Corporate stocks (attach an itemized list)	6		
6	Loans receivable (attach an itemized list)	7		
7	Other investments (attach an itemized list)	8		
8	Depreciable and depletable assets (attach an itemized list)	9		
9	Land	10		0
10	Other assets (attach an itemized list)	11		
11	Liabilities			0
40	Accounts payable	12		0
12	Contributions, gifts, grants, etc. payable	13		
13	Mortgages and notes payable (attach an itemized list)	14		
14	Other liabilities (attach an itemized list)	15		
15 16	Total Liabilities (add lines 12 through 15)	16		0
10	Fund Balances or Net Assets			
17	Total fund balances or net assets	17	<u></u>	1250
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	18	J	1250
19	Have there been any substantial changes in your assets or liabilities since the end of the period		Yes	☑ No
	shown above? If "Yes," explain. t X Public Charity Status			
Pa	TX Public Charity Status X is designed to classify you as an organization that is either a private foundation or a public char	ity Pu	iblic cha	rity status
ie a	more favorable tax status than private foundation status. If you are a private foundation, Part X is degrmine whether you are a private operating foundation. (See instructions.)	signed	l to furth	ner
1a	Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed If you are unsure, see the instructions.	. [] Yes	☑ ·No
b	As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section is your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document Go to line 2.			
2	Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI.		Yes	□ No
. 3	Have you existed for one or more years? If "Yes," attach financial information showing that you are a privat operating foundation; go to the signature section of Part XI. If "No," continue to line 4.	e [Yes	□ No
4	Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion or opi	on [Yes	□ No
5	If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking You may check only one box.	one o	f the cho	oices below
	The organization is not a private foundation because it is:			
a	509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach	Sche	aule A.	
b	509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B.			
C	509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical roganization operated in conjunction with a hospital. Complete and attach Schedule C.	esearc	n	
c	509(a)(3)—an organization supporting either one or more organizations described in line 5a through or a publicly supported section 501(c)(4), (5), or (6) organization, Complete and attach Schedule D.	c, f, g	, or h	

orm	1 1023 (Rev. 6-2006) Name; SHIKSHA SANKALP, INC.	EIN:	27 _ 2	2675000	Page 11
Pa	rt X Public Charity Status (Continued)	***************************************			
	509(a)(4)—an organization organized and operated exclusively for testing for pu 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college operated by a governmental unit.		that i	s owned or	
g	509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of of contributions from publicly supported organizations, from a governmental un	its financial su it, or from the g	pport i genera	n the form I public.	Z
h	509(a)(2)—an organization that normally receives not more than one-third of its investment income and receives more than one-third of its financial support frees, and gross receipts from activities related to its exempt functions (subject)	om contribution	ns. me	mbership	
î	A publicly supported organization, but unsure if it is described in 5g or 5h. The decide the correct status.	organization w	ould lil	ke the IRS to	
6	If you checked box g, h, or i in question 5 above, you must request either an advan selecting one of the boxes below. Refer to the instructions to determine which type	i ce or a definition of ruling you are	/e rulir e eligib	ng by le to receive.	
а	Request for Advance Ruling: By checking this box and signing the consent, p the Code you request an advance ruling and agree to extend the statute of limitexcise tax under section 4940 of the Code. The tax will apply only if you do not at the end of the 5-year advance ruling period. The assessment period will be expears to 8 years, 4 months, and 15 days beyond the end of the first year. You have the extension to a mutually agreed-upon period of time or issue(s). Publication Assessment Period, provides a more detailed explanation of your rights and the you make. You may obtain Publication 1035 free of charge from the IRS web sit toll-free 1-800-829-3676. Signing this consent will not deprive you of any appear otherwise be entitled. If you decide not to extend the statute of limitations, you ruling.	tations on the attest testablish public testablish public tended for the nave the right to 1035, Extending consequences ite at www.irs.gal rights to whice	assess lic supple 5 adv o refus g the 7 s of the gov or le	ment of port status vance ruling se or limit Fax e choices by calling would	
	Consent Fixing Period of Limitations Upon Assessment of Tax Under Section	n 4940 of the	nterna	al Revenue Co	de
	(Signature of Officer, Director, Trustee, or other authorized official) (Type or print name of signer) (Type or print title or authority of s	ligner)	(Date	e)	 ·
	For IRS Use Only				
	IRS Director, Exempt Organizations		(Date	e)	- 4 - 8
b	Request for Definitive Ruling: Check this box if you have completed one tax y you are requesting a definitive ruling. To confirm your public support status, ans g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you answer both lines 6b(i) and (ii).	swer line 6b(i) it	f vou c	hecked box	Ø
	(i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and (b) Attach a list showing the name and amount contributed by each person,			3290	[7]
	gifts totaled more than the 2% amount. If the answer is "None," check the	nis box.	-		Z
	(ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Sta Expenses, attach a list showing the name of and amount received from answer is "None," check this box.	each disqualifi e	ed per	son. If the	
	(b) For each year amounts are included on line 9 of Part IX-A. Statement of a list showing the name of and amount received from each payer, other to payments were more than the larger of (1) 1% of line 10, Part IX-A. State Expenses, or (2) \$5,000. If the answer is "None," check this box.	than a disqualit	fied pe	rson, whose	
		<u> </u>			
7	Did you receive any unusual grants during any of the years shown on Part IX-A. Revenues and Expenses? If "Yes," attach a list including the name of the contribution of the grant, a brief description of the grant, and explain why it is unusual	outor, the date	and	☐ Yes	☑ No

FIN: 27 - 2675000

Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$750. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$300. See instructions for Part XI, for a definition of gross receipts over a 4-year period. Your check or money order must be made payable to the United States Treasury. User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.

mad Fee"	e payabl ' <i>in the k</i> i	e to the United Sta eyword box, or cal	ates Treasury, User fee Il Customer Account S	ervices at 1-877-829-5500 for current information.	is.gov and is	pc 030			
1	If "Yes,' If "No."	check the box on the check the box on the	line 2 and enclose a usi ine 3 and enclose a use	hey expected to average not more than \$10,000? er fee payment of \$300 (Subject to change—see above). r fee payment of \$750 (Subject to change—see above).	☐ Yes	☑ No			
2	Check t	ser fee payment of \$300 (Subject to change).							
3 Check the box if you have enclosed the user fee payment of \$750 (Subject to change).						✓			
applic	I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete. Please Sagheer Ahmad 01/10/2010								
Sign Her		(Signature of Officer,	Director, Trustee, or other	(Type or print name of signer)	(Date)				
пег	.	authorized official)		Director and Treasurer					
				(Type or print title or authority of signer)					

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.

Form 1023 (Rev. 6-2006)



State of California Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of this office.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 2 0 2010

DEBRA BOWEN

Secretary of State

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ENDORSED - FILED

in the Office of the Secretary of State

ARTICLES OF INCORPORATION

APR 2 8 2010

SHIKSHA SANKALP INC.

A Nonprofit Public Benefit Corporation

Pursuant to the provisions of the California Nonprofit Public Benefit Corporation Law, the undersigned hereby adopts the following Articles of Incorporation.

- I. The name of this corporation is Shiksha Sankalp Inc.
- II. A- This Corporation is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for: Charitable Purposes. The specific purpose of this corporation is: To provide outcome based assistance to economically weak families based on demonstrated academic performance of their school-going children, by leveraging support from donors all over the world, based on trust emanating from high degree of transparency and accountability, with the ultimate aim of alleviating poverty and achieving universal education.
- III. The name and address in the State of California of this corporation's initial agent for service of process is: Sagheer Ahmad, 10286 North Portal Ave, Cupertino, CA 95014.
- IV. A- This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3), Internal Revenue Code.
- V. No substantial part of the activities of this corporation shall consist or carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- VI. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer,

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or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

In witness thereof, the undersigned incorporator has executed these articles of incorporation this April 20th, 2010.

Nina Birnbach Incorporator



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ACTION OF SOLE INCORPORATOR OF

Shiksha Sankalp Inc.

NON PROFIT CORPORATION

The undersigned, being the sole incorporator of Shiksha Sankalp Inc., a California Non Profit Corporation (the "Corporation"), does hereby approve and adopt the following resolution in accordance with the State Corporation Code:

Election of Directors

RESOLVED, that the following person/s are hereby elected as the directors of Shiksha Sankalp Inc., to serve until their successors are duly elected and qualified:

Sagheer Ahmad, 10286 North Portal Ave, Cupertino, CA 95014 Mikul Bhatia, A-160, Vikas Puri, New Delhi, Delhi 110018 Baishali Mukherji, 4931, Garden Club Circle, Apt 306, Glen Allen, VA 23059 James Breiding, Bahnhoffstrasse 80, Zurich, 8001 Deb Hughes Hallett, 2 Gorham Street, Cambridge, MA 02138

The undersigned, upon completion of the Action of Incorporator, shall have no further responsibilities or obligations to the Corporation in his capacity as sole incorporator.

Dated: Jun 02, 2010

Nina Birnbach, Incorporator

SHIKSHA SANKALP INC

Date of this notice: 05-26-2010

Employer Identification Number: 27-2675000

Form: SS-4

Number of this notice: CP 575 E

10286 N PORTAL AVE
CUPERTINO, CA 95014
For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 27-2675000. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Assigning an EIN does not grant tax-exempt status to non-profit organizations. Publication 557, Tax Exempt Status for Your Organization, has details on the application process, as well as information on returns you may need to file. To apply for formal recognition of tax-exempt status, most organizations will need to complete either Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code, or Form 1024, Application for Recognition of Exemption Under Section 501(a). Submit the completed form, all applicable attachments, and the required user fee to:

Internal Revenue Service PO Box 192 Covington, KY 41012-0192

The Pension Protection Act of 2006 contains numerous changes to the tax law provisions affecting tax-exempt organizations, including an annual electronic notification requirement (Form 990-N) for organizations not required to file an annual information return (Form 990 or Form 990-EZ). Additionally, if you are required to file an annual information return, you may be required to file it electronically. Please refer to the Charities & Non-Profits page at www.irs.gov for the most current information on your filing requirements and on provisions of the Pension Protection Act of 2006 that may affect you.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at www.irs.gov. If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

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Annexure A

SHIKSHA SANKALP

(A California Non-Profit Public Benefit Corporation)

BYLAWS

Article I Name

The name of this corporation is *Shiksha Sankalp*. The name "Shiksha Sankalp" means "Resolve for Education" in Sanskrit language. (Shiksha = Education; Sankalp = Resolve)

Article II Purposes

Section 1. The purposes for which *Shiksha Sankalp* is formed are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, and shall include but shall not be limited to providing grants to other non-profit corporations to support education of children from underprivileged families in India and other developing countries. The purposes for which *Shiksha Sankalp* shall provide grants to other non-profit corporations shall include but shall not be limited to:

- a. Addressing the challenge of universal school education in developing countries by removing barriers that prevent effective education of children from underprivileged families.
- b. Increasing awareness among underprivileged families in India and other developing countries about the benefits of acquiring quality school education for their children.
- c. Facilitating school enrollment of children from underprivileged families, monitoring performance, providing remedial support and preventing drop-out from school
- d. Providing advice and guidance to students from underprivileged families to facilitate their educational choices
- e. Providing financial incentives to underprivileged families to encourage academic performance of their children
- f. Developing new and innovative models for furthering rapid expansion of effective school education of children from underprivileged families
- g. Engaging with reputed universities and institutions across the world for furthering research on approaches for rapid expansion of school education for children from underprivileged families
- h. Creating awareness among economically better-off people about the need for and challenge of universal school education by organizing campaigns, events and programs

- i. Mobilizing resources from individuals, philanthropic institutions, corporate institutions and other sources for supporting school education for children from underprivileged families
- j. Supporting efforts of other non-profit corporations working in the field of school education for children from underprivileged families
- k. Fostering performance measurement and accountability for learning outcomes for schools as well as students in economically backward areas
- 1. Instituting awards, certificates, stipends, medals, prizes, etc., to help encourage deserving students from underprivileged families and their teachers
- m. Facilitating development of market based mechanisms for provision of educational services and materials, as well as inducing peer-to-peer learning among students from underprivileged families
- n. Facilitating the emergence of market for provision of educational services such as private schools, coaching centers, tuitions, uniforms, libraries, books, book-banks etc in economically backward areas
- o. Organizing and operating counseling centers, libraries, book-banks, tuition centers and other such educational services as required for strengthening learning outcomes in economically backward areas.
- p. To do all that is necessary and incidental for the purpose of achieving the objectives listed above.

In addition, Shiksha Sankalp would also raise awareness in the USA about the problem of illiteracy and lack of education in India and other developing countries.

Section 2. Notwithstanding any other provision of these Bylaws, *Shiksha Sankalp* shall not carry on any activities not permitted to be carried on: (i) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code), or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code).

Article III Offices

Shiksha Sankalp shall maintain an office in a place determined by the Board, not required to be in the state of California. Shiksha Sankalp shall have a registered agent as required by law.

Article IV Membership

Section 1. Membership Strength: Total membership of Shiksha Sankalp shall be limited to twenty one (21) persons.

Section 2. Founder Members: Sagheer Ahmad, Mikul Bhatia, Baishali Mukherji, Deborah Hughes Hallett and R. James Breiding are the founder members of *Shiksha Sankalp*. The founder members shall be exempt from the membership criteria mentioned below.

Section 3. Membership Criteria: Anyone who fulfills the following membership criteria can be considered for membership:

- a. The person should be desirous of joining Shiksha Sankalp as a member.
- b. The person should be committed to the objectives and programs of Shiksha Sankalp.
- c. The person should have attained at least 18 years of the age.
- d. The person should have been working actively with *Shiksha Sankalp* for at least the last three months, as a donor, volunteer or officer.

Admission of new Members shall be subject to approval of the current membership with at least 2/3rds of the members voting in favor.

Section 4. Removal or Exit: Any Member of *Shiksha Sankalp*, may be removed from office at any time by the affirmative vote of two-thirds of the members of *Shiksha Sankalp*, whenever in their judgment the best interests of *Shiksha Sankalp* would be served thereby. Any Member of *Shiksha Sankalp* may exit from membership by submitting a letter to the Secretary to that effect.

Section 5. Annual Meeting: A membership meeting shall be held once each year at a time and place set by the Chairman.

Section 6. Voting: All members are entitled to vote at the annual membership meeting.

Section 7. Quorum: A presence of a majority of the Members shall constitute a quorum for the transaction of business at any meeting of the Membership. If a majority of the Membership is unable to attend, any decisions made at such meetings much be approved by a majority of the total Membership before said decisions become official.

Section 8. Manner of Acting: The act of a majority of members at a meeting at which a quorum is present shall be an act of the membership, except as otherwise provided by law or by these bylaws.

Section 9. Teleconferencing and Virtual-meeting: The Board may authorize members who are not present in person to participate by teleconference, conference call, virtual-meeting (through electronic mails) or other electronic means, as permitted by law. Votes of the members received in such manner shall have the same force and effect as votes at a meeting at which the members are physically congregated.

- a. If authorized by the Board in its sole discretion, and subject to the requirements of consent in California Corporations Code section 20(b) and guidelines and procedures the Board may adopt, members not physically present in person (or, if proxies are allowed, by proxy) at a meeting of members may, by electronic transmission by and to the corporation or by electronic video screen communication, participate in a meeting of members, be deemed present in person (or, if proxies are allowed, by proxy), and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the corporation or by electronic video screen communication, subject to the requirements of these Bylaws.
- b. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication (1) if the corporation implements reasonable measures to provide members in person (or, if

proxies are allowed, by proxy) a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the corporation. Any request by a corporation to a member pursuant to Corporations Code section 20(b) for consent to conduct a meeting of members by electronic transmission by and to the corporation shall include a notice that absent consent of the member pursuant to Corporations Code section 20(b), the meeting shall be held at a physical location in accordance with Section 5 of Article IV of these Bylaws.

Section 10. Action by Written Consent: Where permitted by law, any action required to be taken at a membership meeting or any action which may be taken at a membership meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved by a simple majority of the members entitled to vote with respect to the subject matter thereof.

Section 11. Notice: Notice of the annual membership meeting shall be sent to each member by either U.S. mail, overnight courier, facsimile, electronic mail or other mode of written transmittal, not less than ten (10) days before the time set for such meeting, and must include the time, date, and place of such meeting. The annual meeting will be held each year at a time and place set by the *Shiksha Sankalp* Board of Directors.

Article V Board of Directors

Section 1. Board of Directors: Unless the membership of Shiksha Sankalp resolves otherwise, the entire membership shall constitute the Board of Directors of Shiksha Sanklalp.

Section 2. General Powers: The property, affairs and business of *Shiksha Sankalp* shall be managed and controlled by its Board of Directors. The Board of Directors may, by general resolution, delegate to officers of *Shiksha Sankalp* and to committees such powers as provided for in these Bylaws.

Section 3. Responsibilities: The directors shall provide governance to the organization, represent it to the community and accept ultimate legal authority for it. The director's duties shall include the following:

A. Planning:

- i. Approving the corporation's mission and reviewing the organization's performance towards achieving it.
- ii. Assessing the environment and approving the corporation's strategy in relation to
- iii. Reviewing and approving the corporation's plans for funding its strategy.
- iv. Reviewing and approving the corporation's financial goals.
- v. Reviewing and approving the corporation's annual budget.

B. Organization:

- i. Filling vacancies on the Board as needed.
- ii. Appointing Board committees as needed.
- iii. Reviewing the Board's performance and taking steps to improve its performance.
- iv. Electing, monitoring, appraising, advising, supporting, rewarding, and, when necessary, changing top management.
- v. Approving appropriate compensation and benefit policies and practices.

C. Operations:

- i. Reviewing the corporation's results in relation to the organization's mission, goals and the performance of similar organizations.
- ii. Ensuring that the financial structure of the corporation is adequate for its current needs and long-range strategy.
- iii. Approving major actions of the corporation.

D. Audit:

- i. Assuring that the Board and its committees are adequately and currently informed of the condition of the corporation and its operations.
- ii. Assuring that published reports and government filings properly reflect the operating results and financial condition of the corporation.
- iii. Ascertaining that the corporation has established appropriate policies to define and identify conflicts of interest and is diligently administering and enforcing these policies.
- iv. Appointing independent auditors should it be required by law.
- v. Reviewing compliance with relevant material laws affecting the organization.

Section 4. Chairman: The Board of Directors shall elect from among themselves a Chairman to head the Board. The Chairman shall have a term of three (3) years co-incidental to the term of office of the rest of the Board. The Chairman may be removed from office at any time by the affirmative vote of two-thirds of the Directors, whenever in their judgment the best interests of *Shiksha Sankalp* would be served thereby. The Chairman may exit by submitting a letter to the President or the Secretary to that effect.

Section 5. Meetings: The Chairman shall call and chair Ordinary or Special meetings of the Board of Directors. If the Chairman is unable to call or chair the meetings, then President, and in the President's absence the Secretary, may call and chair the meetings of Board of Directors.

Section 6. Special Meetings: Special meetings of the Board of Directors may be called by the *Shiksha Sankalp* Chairman. The Chairman must call a special meeting if the same is sought by at least a third of the Directors.

Section 7. Notice: Notice of an Ordinary meeting of the Board of Directors shall be sent to each Director by either U.S. mail, overnight courier, facsimile, electronic mail or other mode of written transmittal, not less than ten (10) days before the time set for such a meeting, and must include the time, date, and place of such meeting. Notice of a Special meeting shall be sent to each Director by electronic mail, overnight courier or fascimile, and receipt confirmed over phone - not less than forty eight (48) hours before the time set for such a meeting, and must

include the reasons for calling the Special meeting, the urgent requirement, as well as the agenda, time, date, and place of such meeting.

- Section 8. Quorum: A presence of a majority of the voting members of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a majority of the Board of Directors is unable to attend, any decisions made at such board meetings much be approved by a majority of the total Board of Directors before said decisions become official.
- Section 9. Manner of Acting: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law or by these Bylaws.
- Section 10. Teleconferencing: Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Votes of the members of the Board of Directors received in such manner shall have the same force and effect as votes at a meeting at which the members of the Board of Directors are physically congregated.
- Section 11. Action by Unanimous Written Consent: Where permitted by law, any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved by a simple majority of the Directors entitled to vote with respect to the subject matter thereof.

<u>Article VI</u> <u>Officers</u>

- Section 1. Officers: The Officers of *Shiksha Sankalp* shall be the President, Secretary and Treasurer, and such other Officers as may be determined by the Board of Directors. The Board may elect such other Officers as it shall deem necessary and proper, such Officers to be vested with such authority and to be obligated to perform such duties as shall be prescribed by the Board of Directors.
- Section 2. Election and Term of Office: The Officers of Shiksha Sankalp shall be elected by the Board of Directors for a three-year term. Officers are limited to two consecutive three-year terms in any one office. Such election of officers shall be by the affirmative vote of a majority of the Directors in attendance. Incoming Officers shall be elected at the last board meeting of the outgoing officers and shall serve until their successors have been duly elected.
- **Section 3. Removal or Exit:** Any Officer may be removed from office at any time by the affirmative vote of two-thirds of the Directors, whenever in their judgment the best interests of *Shiksha Sankalp* would be served thereby. The officer may exit by submitting a letter to the President or the Secretary to that effect.
- Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion

of the term. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

Section 5. President: The President shall be the principal elected officer of *Shiksha Sankalp*. The President shall serve as a non-voting ex-officio member of all committees, and shall perform such other duties and functions as are necessary incident to the office or as may be prescribed by the Board of Directors. Only an elected member of Board of Directors can be appointed as the President.

Section 6. Treasurer: The Treasurer shall be responsible for all funds of *Shiksha Sankalp*. He/she shall be responsible for monitoring and reporting the financial activities of Shiksha Sankalp. The Treasurer shall ensure an annual audit of the financial records if determined necessary by law or by the Board of Directors. In general the Treasurer shall perform all the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors. Only an elected member of Board of Directors can be appointed as the Treasurer.

Section 7. Secretary: The Secretary shall keep the minutes of the meetings of the Board of Directors and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board of Directors. The Secretary shall be custodian of the corporate records. Only an elected member of Board of Directors can be appointed as the Secretary.

Article VII Committees

Section 1. Executive Committee: The Executive Committee shall be composed of the President, the Secretary and the Treasurer. The Executive Committee may exercise the powers of the Board of Directors when the board is not in session. For the purposes of a quorum, all voting members of the Executive Committee will constitute a quorum.

Section 2. Other Committees: The President, with the approval of the Board of Directors, may designate and appoint standing and ad hoc committees and task forces of *Shiksha Sankalp*.

Section 3. Quorum and Manner of Acting: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Article VIII Inurement

No part of the net earnings of *Shiksha Sankalp* shall inure to the benefit of, or be distributable to, its Directors, Officers, Committee Members, Employees, or other private persons, except that *Shiksha Sankalp* shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Article IX Finances

- **Section 1. Contracts:** The Board of Directors may authorize the officers of *Shiksha Sankalp* to enter into any contract, or execute and deliver any instrument in the name of, and on behalf of, *Shiksha Sankalp*, and such authority may be general or confined to specific instances.
- **Section 2. Checks:** All checks, drafts, all orders for the payment of money, notes or other evidence of indebtedness issued in the name of *Shiksha Sankalp* shall be signed by the Treasurer of *Shiksha Sankalp* and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- **Section 3. Deposits:** All funds of *Shiksha Sankalp* shall be deposited from time to time to the credit of *Shiksha Sankalp* in such banks, trust companies, or other depositors as the Board of Directors may select.
- Section 4. Funds: The Board of Directors may accept, on behalf of *Shiksha Sankalp*, any contribution, gifts, bequests or devise for any of the purposes set forth in the Articles of Incorporation or Bylaws of *Shiksha Sankalp*.

Article X Books and Records

- **Section 1. Records:** Shiksha Sankalp shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and of its Committees.
- **Section 2. Internal Controls:** The Board of Directors shall establish policies and procedures to ensure that proper and adequate controls of *Shiksha Sankalp's* financial affairs exist.

Article XI Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of the Act, Shiksha Sankalp's Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XII Indemnification

Section 1. Definitions: For the purposes of this Article XII, "agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor

corporation of this corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 4 or 5(b) of Article XII of these Bylaws.

Section 2. Indemnification in Actions by Third Parties: This corporation shall, to the maximum extent permissible under law, indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of this corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of this corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of this Corporation: This corporation shall, to the maximum extent permissible under law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of this corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of this corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

- (a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to this corporation in the performance of such person's duty to this corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

- (c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.
- Section 4. Indemnification Against Expenses: To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of Article XII of these Bylaws or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.
- Section 5. Required Determination: Except as provided in Section 4 of Article XII of these Bylaws, any indemnification under this Article XII shall be made by this corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of Article XII of these Bylaws by:
 - (a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or
 - (b) The court in which such proceeding is or was pending upon application made by this corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by this corporation.
- Section 6. Advance of Expenses: Expenses incurred by a person seeking indemnification under this Article XII in defending any proceeding covered by Article XII may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article XII.
- Section 7. Other Indemnification: No provision made by this corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, these Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article XII. Nothing contained in this Article XII shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.
- Section 8. Forms of Indemnification Not Permitted: No indemnification or advance shall be made under this Article XII, except as provided in Section 4 or 5(b) of Article XII of these Bylaws, in any circumstances where it appears:
 - (a) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
 - (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Insurance: This corporation shall have the power to purchase and maintain insurance on behalf of any agent of this corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this corporation would have the power to indemnify the agent against such liability under the provisions of this Article XII, provided, however, that this corporation shall have no power to purchase and maintain such insurance to indemnify any agent of this corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 10. Nonapplicability to Fiduciaries of Employee Benefit Plans: This Article XII does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of this corporation as defined in Section 1 of Article XII of these Bylaws. This corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

Article XIII Amendments to Bylaws

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the members of *Shiksha Sankalp*, present at any regular meeting or any special meeting, if at least fourteen (14) days written notice is given of attention to alter, amend, repeal or to adopt new Bylaws at such meeting.

Article XIV Electronic Communications

Section 1. Electronic Transmission by the Corporation. An electronic transmission by the corporation shall be valid only if:

- a. Delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation; (ii) posting on an electronic message board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (iii) other means of electronic communication;
- b. To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and
- c. That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing, an electronic transmission by the corporation to an individual member who is a natural person, and if an officer or director of the corporation, only if communicated to the recipient in that person's capacity as a member shall be authorized only if the consent to the transmission has been preceded by

or includes a clear written statement to the recipient as to (i) any right of the recipient to have the record provided or made available on paper or in nonelectronic form; (ii) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation; and (iii) the procedures the recipient must use to withdraw consent.

Section 2. Electronic Transmission to the Corporation. An electronic transmission to the corporation shall be valid only if:

- a. Delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the corporation has provided from time to time to members and directors for sending communications to the corporation, (ii) posting on an electronic message board or network which the corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (iii) other means of electronic communication;
- b. As to which the corporation has placed in effect reasonable measures to verify that the sender is the member (in person or by proxy) or director purporting to send the transmission; and
- c. That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Adopted this 2nd day of January, 2011.

Annexure B

SHIKSHA SANKALP

(A California Non-Profit Public Benefit Corporation)

CONFLICT OF INTEREST POLICY

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts

Shiksha Sankalp, Inc. EIN: 27-2675000

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Annexure C

SHIKSHA SANKALP

(A California Non-Profit Public Benefit Corporation)

GRANT RULES

Article-1

Purpose

The purpose of these Grant Rules is to lay down the requirements for and process of providing grants to other non-profit corporations/societies for promoting school education of children from underprivileged families in developing countries.

Article-2

Selection Committee

Section-1. Composition: The Selection Committee shall be composed of all the members of the Board of Directors of *Shiksha Sankalp*. In addition, the Board of Directors may decide to invite additional persons who have specific expertise relevant to the Selection Committee.

Section-2. Meetings: The meetings of the Selection Committee shall be called by the Secretary of *Shiksha Sankalp* to evaluate any pending proposals. The Selection Committee shall meet as and when a grant request is received but at least once every year.

<u>Article-3</u>

Grant Eligibility

Only grant proposals consistent with the purposes of *Shiksha Sankalp* as provided in its Bylaws shall be considered eligible for funding.

Page 2 of 5

<u>Article-4</u>

Criteria for Selection

The criteria for selection of grantee agencies and specific projects shall be initially as listed below, and may be revised by the Board of Directors from time to time:

- 1. **Geographic Location:** The Board of Directors of *Shiksha Sankalp* may decide to focus efforts on a particular developing country or a particular region within a developing country at any point in time. Only project proposals located within such locations shall be selected for award of grants.
- 2. Economic and Educational Status of Final Beneficiaries: Along with other criteria, preference shall be given to grant proposals where the average economic and educational status of the final beneficiaries (students and families) is worse within the same Geographic Location.
- 3. Quality of Grant Request Proposal: The quality of grant proposal particularly in terms of plausibility of information, absence of any significant gaps and consistency with the grant request proposal requirements decided by the Board of Directors of *Shiksha Sankalp* from time to time shall be considered in deciding whether to select a grant proposal.
- 4. Willingness to Adhere to Fiduciary and Other Requirements: Any selected grant proposal must fully adhere to the fiduciary requirements stipulated by the Board of Directors of *Shiksha Sankalp* from time to time. This includes the Expenditure Responsibility Requirements as specified in Article-11 of this document.
- 5. Availability of Funds: Approval of any grant requests would be subject to availability of funding with Shiksha Sankalp based on commitments from donors.

Article-5

Grant Request

Section-1. Grant Application Form: Requests for grant funding by *Shiksha Sankalp* shall be submitted using a Grant Application Form which shall be made available on the *Shiksha Sankalp* website. The Grant Application Form shall be prepared and revised from time to time by the Executive Committee, and presented to the Board of Directors of *Shiksha Sankalp*. The Grant Application Form shall be approved and adopted by the Board of Directors of *Shiksha Sankalp*.

Section-2. Target Area Assessment Report (TAAR): Prior to submitting a Grant Request to Shiksha Sankalp the grant requesting agency must get done a detailed survey of the proposed project area or group, based on which a Target Area Assessment Report shall be prepared. The TAAR may be completed by using information from reliable secondary sources if available.

The Executive Committee shall lay-down and revise from time to time the requirements for the TAAR which shall be used by grant requesting agencies for conducting the Target Area Assessment Surveys and submitting their TAAR to *Shiksha Sankalp* as a part of the Grant Request.

Article-6

Shiksha Sankalp Website

Section-1. Website: Shiksha Sankalp shall develop and maintain a website for obtaining necessary fiduciary, operational and impact information from grantee agencies.

Section-2. Purpose of the Website: The website shall be used to maintain fiduciary oversight and ensure that deployment of funds is consistent with the purposes for which *Shiksha Sankalp* has been formed. The website shall also be used to provide donors of *Shiksha Sankalp* information about how their funds have been utilized by grantee agencies.

<u>Article-7</u>

Information Requirements from Grantee Agency

The Grantee Agency shall be obligated to provide the following information to *Shiksha Sankalp* on a regular basis:

- **1. Module**¹ **Information**: The following information about the project module must be provided to *Shiksha Sankalp* at the beginning of the project:
 - 1. Information about Schools in the Module Area
 - 2. Information about Banks in the Module Area
 - 3. Information about Other NGOs active in the Module Area

Section-2. Student and Family Information: The following information about the beneficiary students/families must be provided to *Shiksha Sankalp* by the grantee agency when the beneficiary is enrolled in the project:

- 1. Student and family particulars
- 2. Proof of identity of either parent
- 3. Proof of address of parents

- 4. Photographs of the student and the family
- 5. Proof of school admission and grade promotion
- 6. Proof of mother's bank account

Section-3. School Performance Information: The following information about the beneficiary students must be uploaded on the *Shiksha Sankalp* website by the grantee agency on a periodic basis:

- 1. Performance at school with documentary proof
- 2. Performance in the Annual Standardized Academic Performance (ASAP) Test
- 3. In addition, infromation about attendance at school may be provided where feasible

Section-4. Financial Transaction Information: The following information about the beneficiary students must be uploaded on the *Shiksha Sankalp* website by the grantee agency on a periodic basis:

- 1. Incentive Amount for the student based on performance in the ASAP test
- 2. Record of Transfer of Incentive Amount

<u>Article-8</u>

Annual Standardized Academic Performance (ASAP) Test

Section-1. ASAP Test: The grade-appropriate learning achievement of the students supported through funding provided by *Shiksha Sankalp* shall be measured at least once every year but preferably twice every year through the Annual Standardized Academic Performance (ASAP) Test.

Section-2. ASAP Test Cost: The cost of taking the ASAP test must be limited to within ten percent (10%) of the total amount provided for grant funding.

Article-9

Independent Oversight

The Board of Directors of *Shiksha Sankalp* shall maintain independent oversight on the grant funded activities by organizing periodic site-visits to the modules, and by leveraging volunteers or employees living in the vicinity of the project areas.

Article-9

Grant Period

Grants shall be provided by *Shiksha Sankalp* for a period of two years typically. The Executive Committee of *Shiksha Sankalp* shall be empowered to decide on variations in the grant period.

Article-10

Grant Agreement

Shiksha Sankalp shall enter into a Grant Agreement with each Grantee entity, which shall specify the obligations of each party and the terms of provision of the Grant.

Article-11

Expenditure Responsibility Requirements

Shiksha Sankalp shall conduct pre-grant inquiry through Grant Application Form to determine whether the proposed grantee is reasonably likely to use the grant for the specified purposes. Shiksha Sankalp shall sign a written grant agreement with the Grantee with specific terms as required by law. The grantee must maintain the grant funds in a separate account on the grantee's books. In addition to providing information to Shiksha Sankalp thorugh the website, the Grantee shall provide an Annual Report to Shiksha Sankalp, explaining how it used the funds and describing its compliance with the grant terms and its progress toward the grant purposes. Shiksha Sankalp shall report each expenditure responsibility Grant on Form 990-PF.

Article-12

Termination of Grant

Grants may be terminated and monies sought back in cases of non-compliance with the stipulated eligibility or fiduciary requirements.

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ATTACHMENT TO APPLICATION FOR RECOGNITION OF EXEMPTION

(Under Section 501(c)(3) of the Internal Revenue Code)

NAME: Shiksha Sankalp, Inc.

EIN: 27-2675000

Part I, Line 7:

Gene Takagi 425 Market St., Suite 2200 San Francisco, CA 94105 415.977.0558 (office) 415.704.3347 (fax) gene@attorneyfornonprofits.com

<u>Part II, Line 1</u>: A copy of the certified Articles of Incorporation is attached. There are no amendments to the Articles so far.

Part II, Line 5: A copy of the Bylaws showing the date of adoption is attached.

Part IV:

MISSION: Shiksha Sankalp Inc. (also referenced herein as "Shiksha Sankalp" or "organization") ultimately aims to alleviate poverty and achieve universal education. It seeks to further its mission by providing assistance to economically weak families consistent with outcomes based on the academic performance of their school-going children.

BACKGROUND: Shiksha Sankalp Inc. recognizes and appreciates the significant state of illiteracy affecting the poor families population of India. Currently, India has the largest number of illiterate individuals of any country in the world and accounts for one-third of the world's illiterate population. Although 96% of India's children are enrolled in primary school, only one out of five children actually completes his or her schooling. As nearly 75% of Indians live on a very meager income, they find it difficult to spend the necessary funds on education for their children. The organization further recognizes that the lack of a quality education and the state of poverty are matters which are endemic in many other developing countries, especially in South Asia and Sub-Saharan Africa. Accordingly, the organization seeks to address the challenge of bringing quality education to children from underprivileged families in India and other developing families. To meet this challenge, the organization will support and promote the following objectives (the "Shiksha Sankalp Objectives"):

- 1. Create awareness about the urgent need to address lack of quality education for school-age children in developing countries, such as India.
- 2. Develop new and innovative models for rapid expansion of effective school education for children coming from underprivileged families.
- 3. Increase awareness among underprivileged families in developing countries about the benefits of acquiring quality school education for their children.

4. Furnish advice and guidance to students from underprivileged families as to their educational options.

5. Facilitate school enrollment of children from underprivileged families in developing countries, monitor their performance, provide remedial support, and

discourage dropping out from school.

6. Provide financial assistance to nonprofit and nongovernmental organizations ("NGOs") in developing countries which support the education of deserving students from underprivileged families.

7. Foster performance measurement and accountability criteria in respect to learning outcomes for schools and students in economically depressed areas of developing

countries.

8. Facilitate the provision and maintenance of libraries, book-banks, counseling centers, tuition centers and other such educational services in order to strengthen learning outcomes in economically depressed areas within developing countries.

ACTVITIES:

Past and Current Activities:

The organization has engaged in only planning and administrative activities related to its formation and application for exemption.

Planned Activities:

The organization plans to engage in the following activities in furtherance of its charitable mission:

- Grantmaking. The organization will make grants to NGOs in India and other developing countries in order to further the stated charitable purposes of this organization. Any grants made will be subject to compliance with all applicable laws and the internal Grant Rules of this organization (see attachment) at the discretion of the board of directors, and will be administered through a separate written Grant agreement. This organization will actively monitor the proper use of its grants which are to be deployed by the grantees. The ultimate purpose of monitoring the use of the grants is to ensure accountability by the grantee organizations in the use of funds for uses which are consistent with the stated mission and goals of this organization. Grantmaking will initially be used to support the *Learning Rewards Program* described in Part VI, Line 1(b). Roughly 60 percent of the organization's resources is expected to be expended on this activity during its first few years.
- 2. Awareness and Fundraising. The organization will engage in awareness effort in the United States (initially in California, Texas, Virginia and Massachusetts) to educate the public about the need to provide children from underprivileged families in developing countries with a quality education. Roughly 20 percent of the organization's resources may be expended on this activity during its first few years.

3. Infrastructure, Systems and Administration. The organization will develop web based tools for performance and impact monitoring. The organization will help develop educational materials and methodologies for other NGOs to use in conjunction with learning rewards models. Roughly 20 percent of the organization's resources may be expended on these activities, and administrative tasks during its first few years.

The above activities of the organization will be conducted by the directors, officers, and other volunteers of this organization. The grantmaking activities would be initiated gradually over a three-year period with an initial focus on NGOs in India. Thereafter, the organization intends to expand its grantmaking to projects outside of India.

Ultimately, through the organization's support of, and partnership with, domestic nonprofits and foreign NGOs, it endeavors to make education and learning more accessible to children of underprivileged families within India and other developing countries. The organization will seek to advance school enrollment, monitoring of the child's educational performance, the provision of guidance and counseling, the development of libraries, and the distribution of books - all with the intention of enhancing the quality of these children's education.

Part V, Line 3(a):

Mikul Bhatia: Mr. Bhatia is chairman of the board of directors and president of the organization. He has over 7 years of work experience in economic development. Mr. Bhatia obtained his Masters in Public Administration from Harvard University and Masters in Business Administration from the Indian Institute of Management, Ahmedabad. He also holds a bachelors degree in engineering from the Indian Institute of Technology, Delhi. Mr. Bhatia is overseeing and managing the affairs of the organization and serving the duties of president of the organization as reflected below. He devotes about 10 hours per week.

Sagheer Ahmad: Mr. Ahmad is a director and treasurer of the organization. He has a Master of Science (electrical engineering) degree from the University of Southern California and also a Bachelors of Technology from the Indian Institute of Technology, Delhi. He is managing the financial operational affairs of the organization and serving the duties of treasurer of the organization as reflected below. He devotes 10 hours per week.

Baishali Mukherjee: Ms. Mukherjee is a director and secretary of the organization. She has a Masters in Business Administration from the University of Richmond. As Secretary she is responsible for maintaining all records of the organization and serves the duties of secretary as reflected below. She devotes about 10 hours per week to the organization.

Deborah Hughes Hallett: Ms. Hallett is serving as a director at large. She obtained her M.A. in Mathematics at Harvard University and obtained her B.A. in Mathematics from the University of Cambridge. She is serving the normal functions of a director of the organization as reflected below. Ms. Hallett devotes about 5 hours per week to the organization.

James R. Breiding: Mr. Breiding is serving as a director at large of the organization. He received his B.A. from the University of Florida and MBA from a university in Germany. Mr. Breiding is an accountant. He serves the normal functions of a director as reflected below and devotes about 10 hours per week to the organization.

Part V, Line 5(a): Please see attached Conflict of Interest Policy adopted by the Board of Directors of Shiksha Sankalp on 2nd January, 2010.

Part VI, Line 1(b): The organization plans to provide grant funds to organizations in India and other developing countries whose objectives will be consistent with furthering the purposes of Shiksha Sankalp, as outlined under Part IV above. At this point, the organization plans to implement *The Learning Rewards Program*. The purpose of *The Learning Rewards Program* is to provide grant funds to organizations in developing countries for giving outcome based assistance (OBA) to students from underprivileged families in order to encourage their education and alleviate the negative effects of poverty. It is important to note that Shiksha Sankalp Inc. will NOT provide such assistance directly to individuals.

Grantee organizations would be selected by a committee appointed by the Board of Directors of Shiksha Sankalp based upon the criteria outlined in the Grant Rules (the Grant Rules are attached to this application). Grantee organizations will be prohibited from providing benefits of such outcome based assistance (OBA) to individuals from families who are related to directors or officers of Shiksha Sankalp Inc. or to governing or managing members of the grantee organizations.

Among other requirements, the grantee organizations receiving grant funds from Shiksha Sankalp Inc. under the *Learning Rewards Program* will be required to:

1. Identify underprivileged communities in developing countries with low income levels and poor educational achievement;

2. Conduct surveys to examine the extent of availability of educational resources and

infrastructure;

3. Demonstrate that specific barriers prevent children from achieving learning outcomes and that such barriers can be addressed through proposed outcome based assistance. Such barriers may include inability of parents to guide the children's learning efforts, absence of adequate learning infrastructure at home, absence of adequate after-school tuition support, inability to access education at better managed schools, and earning opportunities (such as rag-picking) that pull away from education;

4. Identify mechanisms for establishing identifying recipients, verifying their particulars regarding identity, address, school enrollment, school attendance, academic

performance, etc.;

5. Conduct tests of learning achievement and maintain systematic records;

6. Provide guidance to students and their families about their educational choices / options;

7. Provide learning rewards to students commensurate with the students' learning achievement, as measured through objective testing; and

8. Maintain necessary records of particulars of beneficiaries, learning achievements and learning rewards furnished to the recipient students.

Shiksha Sankalp would also provide necessary software tools to Grantee organizations for maintaining records and reporting necessary information to Shiksha Sankalp Inc. and its donors.

<u>Part VIII, Line 4(a):</u> The organization plans to engage in a fundraising program in order to raise funds to support the activities of the organization. The organization will use its board, staff, members and other volunteers who will be active in the organization to solicit contributions / donations from individuals and corporations.

The organization will seek contributions through mail, email, phone, personal contact and through its website. (The website has not yet been developed). The organization will also seek grants from private foundations and government sources. The following describes some of the fundraising activities that will be utilized by the organization:

- 1. *Mail-based fundraising*: The organization may send solicitation literature to the offices of other non-profit organizations and social associations, as well as corporate foundations, seeking financial support.
- 2. Email Reports: The organization will provide periodic reports via email to its donors with an update as to how their contributions have been applied towards the stated goals of Shiksha Sankalp, Inc. The organization will encourage these donors to share our email reports with their friends in the hope of raising additional funds to support the organization's activities.
- 3. Personal and Phone Solicitations: The organization will solicit funds from associations of people of Indian origin by making personal representations to them in an appropriate format. In these presentations, the organization would showcase the organization's model for promoting education for children from underprivileged families in India. The organization will personally solicit contributions from individuals and private foundations as well as seek contributions from such potential donors via telephone.
- 4. Foundation Grant Solicitations: Shiksha Sankalp will solicit funds from private foundations that might share the concern for providing better education to underprivileged students in India and other developing countries.
- 5. Website: Shiksha Sankalp, Inc. will also accept donations on its website (to be developed).

<u>Part VIII, Line 4(d):</u> The organization plans to conduct its fundraising program in states in which it is qualified to engage in such activities. Initially, the organization will limit its fundraising activities to the following states: California, Texas, Virginia and Massachusetts. In each of these states *Shiksha Sankalp* would raise funds for itself. Shiksha Sankalp will not raise funds for another organization, nor will any other organization raise funds for *Shiksha Sankalp*.

Part VIII, Line 13(b): Shiksha Sankalp, Inc. will make grants to organizations situated in India (and elsewhere) which are committed to fostering education for underprivileged children. The grants are directly related to furthering Shiksha Sankalp's stated charitable purpose to "provide grants to other non-profit corporations to support education of children from underprivileged families in India and other developing countries" (see attached Bylaws).

<u>Line 13(c)</u>: Grants to other organizations will be made pursuant to written contracts to ensure that the grantees expend the grant funds in furtherance of the grant purposes and consistent with Shiksha Sankalp's exempt purposes. The contracts will require reporting by the grantee and evidence of proper use of the grant funds. No contractual relationships have been formed at this time.

<u>Line 13(d):</u> Specific grant recipients have yet to be identified. Neither Shiksha Sankalp nor any of its officers or directors will have any relationship with any grantee.

<u>Line 13(e)</u>: As part of the organization's recordkeeping policies, Shiksha Sankalp will maintain grant agreements and grant reports. Additionally, Shiksha Sankalp intends to develop an internet-based tool for tracking the use of funds utilized by organizations receiving grants. The grantee organizations will be required to submit to Shiksha Sankalp documentary evidence in regards to usage and impact of the grants within a timely manner. Should the grantee organizations fail to timely provide sufficient documentary evidence as to use of grant funds to Shiksha Sankalp, said organizations may be subject to remedial action as imposed by the Board of Directors.

Line 13(f)(i) and (ii): Shiksha Sankalp will require proposed grantee organizations to submit an application form. The grant application form, which shall include the grant proposal, has yet to be developed. However, the organization expects to minimally require that the applicants submit the following information to Shiksha Sankalp in order to obtain a grant: (i) a description of the internal governance of the recipient organization, organizing documents, and a description of the mission of the recipient organization; (ii) a description of how grant funds would be used by the recipient organization to further the exempt purposes of Shiksha Sankalp; and (iii) a Target Area Assessment Report, which is a survey of the demographics of people living in a project area, including economic activity and levels of educational achievement. Once a recipient organization receives grant funds, it will be continually subject to oversight by the Board of Directors, as provided in the attached Grant Rules. Additionally, all potential grantees will be made aware of the form of grant agreement required, specifying the respective responsibilities of Shiksha Sankalp and the grantee, obligating the grantee to use the grant funds only for specified grant purposes, requiring a final report and an accounting of how the grant funds were used, and acknowledging Shiksha Sankalp's authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused.

<u>Line 13(g):</u> As noted under Line 13(e) above, Shiksha Sankalp will develop an internet-based tool to monitor the use of funds by grantee organizations. The recipient organizations will further be required to properly audit their grant fund accounts; they will be required to furnish an annual report and final report on the use of the funds granted to them; and Shiksha Sankalp will conduct periodic field visits to the projects which receive grants from the organization.

<u>Line 14(b):</u> No foreign organizations have yet been identified as potential recipients of grant funds. Shiksha Sankalp will not provide grant assistance to any organization which may be related to it in any way.

<u>Line 14(c)</u>: While Shiksha Sankalp has yet to make a grant to a foreign organization, a grantee nonprofit is likely to be local in character and would accept contributions for operations within that developing country only. Shiksha Sankalp will not make grants earmarked for a subgrantee without conducting its own diligence. Shiksha Sankalp does not anticipate making grants for a country under United States economic sanctions and/or embargoes and would not do so without getting proper authorization from OFAC and any other applicable regulatory body.

<u>Line 14(d):</u> Shiksha Sankalp intends to clearly and unequivocally state on its website (and on its fundraising communications) that the organization's Board shall have ultimate authority as to the use of any contributions. The Board will render grant-making decisions consistent with the organization's Grant Rules. The organization's process for determining use of funds will be expressed on the organization's website and in literature prepared by the organization. Shiksha Sankalp will not accept contributions earmarked for a specific foreign organization.

<u>Line 14(e)</u>: The organization will conduct pre-grant inquiries of prospective recipient organizations, including requiring verification of the organization's identity, its past history and experience, its tax-exempt status under the Internal Revenue Code, its management, its activities, its nonappearance on the OFAC SDN List, to assure that the grant recipient will use the grant in furtherance of the grant purposes consistent with Shiksha Sankalp's charitable purpose. The organization will make its inquiry also based upon the selection criteria provided in the organization's Grant Rules (see Article IV of the organization's Grant Rules for a description of the selection criteria).

<u>Line 14(f)</u>: In addition to a pre-grant inquiry, Shiksha Sankalp will make all grants pursuant to a written grant agreement with specific terms to help ensure the proper use of grant funds in furtherance of the stated charitable purposes and to protect against improper diversion of funds. The grantee will be required to maintain the grant funds in a separate account in grantee's books. Additionally, the grantee will be required to provide an annual and final report explaining how it used the funds and describing its compliance with the grant terms and its progress toward the grant purposes. Also, as described in Lines 13(e) and 13(g),

Shiksha Sankalp, Inc. EIN: 27-2675000

Shiksha Sankalp will develop an internet based tool to track the use and application of funds by recipient organizations. In certain cases, the recipients will be required to upload documentary evidence attesting to the use of funds.