

State of Delaware
Secretary of State
Division of Corporations
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CERTIFICATE OF INCORPORATION

OF

KIRAN FOUNDATION-US

a Non-Profit Corporation

The undersigned person does hereby form and establish a non-profit corporation under the provisions of the General Corporation Law of the State of Delaware, and for that purpose does certify as follows:

ARTICLE I

The name of the corporation shall be:

KIRAN FOUNDATION-US

(hereinafter "the corporation").

ARTICLE II

The registered office of this corporation in the State of Delaware is Suite 201, 910 Foulk Rd., Wilmington, County of New Castle, DE 19803 and its registered agent at that address is Corporations and Companies, Inc.

ARTICLE III

The name and address of the incorporator is: Corporations & Companies, Inc., Suite 201, 910 Foulk Road, Wilmington, New Castle County, Delaware 19803.

ARTICLE IV

This corporation shall be a non-profit corporation and is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The mission of KIRAN FOUNDATION-US is to provide safe schools which empower the community through a mother and child holistic education program reaching the social, emotional and individual potential for the entire family of a student. It also envisions itself as a capacity building institute in the educational sector of Pakistan that mobilizes its team to reform government and sponsored schools (run by philanthropist, foundations, endowments and trust, including KF itself) to implement the Kiran system.

The purpose of this Corporation shall be:

(A) To help a child and his/her mother gain the strong foundation they need to gain admissions in high standard main stream schools on merit, and later to assist the child through Kiran's evening school system.

(B) To bridge the gap between the children and their family disparate socio economic bubbles through strong bonds of friendship between the children.

(C) To create ambassadors of education, tolerance, care for the environment and animals, good manners, acceptance of cultures and religions and women and children's rights, in their own neighborhood and eventually for other neglected parts of Pakistan.

(D) To give the child opportunities to socialize with a diverse group of people from all around the world helping him/her to be tolerant and open minded.

(E) Find ways to teach outside the book and the basic curriculum, to encourage creativity and self mastered skills.

(F) To educate the mother of the child in formal and informal ways, making it mandatory for the mother to take admission at Kiran with her child. The ultimate purpose is to convince more schools to do the same.

(G) To create a society of educated, tolerant, unbiased, kind, responsible and creative families.

(H) To give financial, emotional, intellectual and social support to students and their families until they feel confident to take the challenges of life on their own.

This Corporation may further engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware and shall have perpetual existence.

ARTICLE V

Notwithstanding any other provisions of this Certificate, this corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC 501(c)(3) or any corresponding provisions of the subsequent tax laws.

No part of the net earnings of this corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation.

No substantial part of the activities of this corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h)) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

In the event of dissolution, all of the remaining assets and property of this corporation shall after payment of necessary expenses thereof be distributed to such corporations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Delaware.

The corporation shall not have any capital stock and the conditions of membership shall be stated in the By-laws. The corporation shall expend all of its available resources in the furtherance of its benevolent goals, and has no intention to earn a profit for its members, directors or officers. This corporation shall be a non-profit corporation and will not issue stock, or distribute dividends or other shares of its income or earnings to any individual associated with the corporation.

This corporation is organized pursuant to Title 8, Chapter 1, et seq., and is intended to qualify as a tax exempt corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law ("Code"),

and it shall be operated exclusively for religious, charitable, and educational purposes. The results of all corporate activity shall be made available to the public on a non-discriminatory basis and shall not inure to the benefit of any shareholders, directors or officers of the corporation. In connection with the foregoing, the corporation may generally perform any act, which is incidental and necessary to the objects, and purposes set forth herein.

Without limitation of the foregoing, the corporation may own, lease, acquire (by deed, devise, bequest, gift purchase or otherwise), manage and dispose of real and personal property, hold and invest funds and intangible property, raise money by any appropriate activity, accept donations and make donations to other organizations that qualify as exempt organizations under Section 501(c) or 170(c)(2) of the Code whenever, in the opinion of the board, such donations will foster the purposes hereinabove set forth.

ARTICLE VI

The Corporation may also maintain offices, chapters, divisions, temples, orders, branches, study groups, spiritual academies, and religious schools at various places within the State of Delaware, and other locations outside of the State, as the Board of Directors may from time to time approve for the Corporation. This includes all states, territories, protectorates, etc., of the United States of America, and any other countries, nations, islands, or territories as determined by the Board of Directors, and as permitted and recognized by applicable law(s).

ARTICLE VII

The business, property and affairs of this corporation shall be managed by a Board of Directors. The Board of Directors shall be chosen by the members, but the Board will have the power to fill vacancies therein caused by death, resignation or otherwise, and to increase its own membership by electing additional directors to serve until the next meeting of the members. The Board of Directors, if the by-laws so provide, may designate two or more directors to be an Executive Committee, which committee shall, to the extent provided for in the resolution creating it, possess and exercise all the powers of the Board of Directors including the power to authorize the seal of the corporation to be affixed to documents and papers which may require it. The Board, at its discretion, may convey various advisory powers to help in reaching certain decisions.

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now prescribed by law or in any manner that hereafter may be prescribed by law, and all rights conferred on officers, directors, and members herein are granted subject to this reservation.

ARTICLE VIII

A board of directors shall exercise corporate powers and management. The number, classification, qualification, terms of office, manner of election, times and places of meetings and the powers and duties of the directors shall be fixed by the By-laws.

ARTICLE IX

A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of its fiduciary duty as a director except to the extent that such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended.

ARTICLE X

In furtherance and not in limitation of the powers conferred by statute and pursuant and

subject to the terms of this Certificate, the Board of Directors is expressly authorized to make, alter or repeal the by-laws of the Corporation.


ARTICLE XI

No director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except, to the extent provided by applicable law, for liability (i) for breach of the director's or officer's duty of loyalty to (his corporation or its shareholders, (ii) for acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for liability under Delaware General Corporation Law or (iv) for any transaction for which the director derived an improper personal benefit. If the Delaware General Corporation Law is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors and officers, then the liability of each director or officer of the Corporation shall be limited or eliminated to the fullest extent permitted by the Delaware General Corporation Law as so amended from time to time.

Neither the amendment nor repeal of this paragraph, nor the exception of any provision of this corporation's Certificate of Incorporation or Amended and Restated Certificate of Incorporation inconsistent with this paragraph, shall eliminate or reduce the effect of this paragraph, in respect of any manner occurring or any cause of action, suit or claim that, but for this paragraph, would accrue or arise prior to such amendment, repeal or adoption of an inconsistent provision.

The undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, acknowledging under the penalty of perjury, hereby declaring and certifying that this Instrument is the act and the facts herein are true, pursuant to 8 Del. C §103(b)(2) and accordingly have hereunto caused this Certificate to be executed by the incorporator, this 31st day of August, 2015.

CORPORATIONS & COMPANIES, INC.

BY: 

Gabriela Fajardo, Assistant Secretary
910 Foulk Road, Suite 201
New Castle County
Wilmington, Delaware 19803