

**State of California**  
**Secretary of State**



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

That the attached transcript of 7 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



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

NOV 8 2007

*Debra Bowen*

DEBRA BOWEN  
Secretary of State

2726053

**FILED**  
In the office of the Secretary of State  
of the State of California

JAN 24 2005

*Kevin Shelley*  
KEVIN SHELLEY, SECRETARY OF STATE

ARTICLES OF INCORPORATION OF  
SPAANDANB, INC.  
A CALIFORNIA PUBLIC BENEFIT CORPORATION

One: The name of this corporation is SpaandanB, Inc.

Two: This corporation is a nonprofit public benefit corporation and it 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 purposes for which this corporation is organized are: (a) provide financial assistance and guidance to students and teachers in rural areas in Bangladesh through stipends, scholarships and school supplies; (b) make basic health services available to rural poor specially children of needy families providing medicines and supplies, and (c) generate economic opportunities for economically disadvantaged people by financing fisheries, meat and poultry projects on so on.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is Sultana Begum, 2595 Britt Way, San Jose, CA 95148 USA.

FOUR: (a) This corporation is organized and operated exclusively for educational purposes within the meaning of Section 501©(3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501©(3) of the Internal Revenue Code or (2) by a corporation contributions which are deductible under Section 170©(2) of the Internal Revenue Code.

© No substantial part of the activities of this corporation shall consist of 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, or in opposition to, any candidate for public office.

FIVE: The names and addresses of the persons appointed to act as the initial Directors of this corporation are:

Name	Address
Sultana Begum	2595 Britt Way, San Jose, CA 95148
Rahima Mohammed	3297 Montecito Dr., San Jose CA 95135 USA
Sharif M Rahman	914 Arrowtail Terrace, Fremont, CA 94536 USA

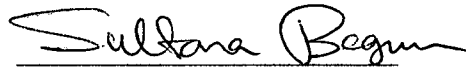
A H M Kamal

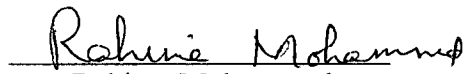
3351 Tracy Dr., Santa Clara, CA 95051 USA

SIX: The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

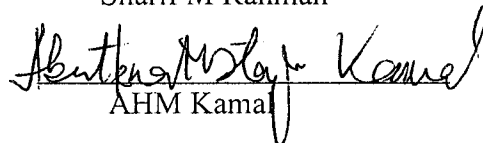
On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision of payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes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

Date:


  
Sultana Begum

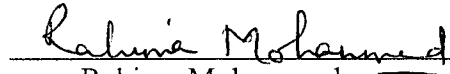
  
Rahima Mohammed

  
Sharif M Rahman

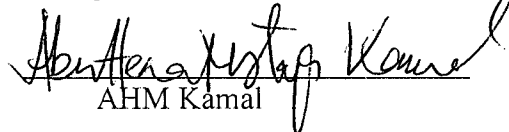
  
AHM Kamal

We, the above-mentioned initial directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

  
Sultana Begum

  
Rahima Mohammed

  
Sharif M Rahman

  
AHM Kamal