

**AMENDED AND RESTATED
CERTIFICATE OF FORMATION OF
SRI SHIRDI SAI BABA TEMPLE OF DFW**

Pursuant to the provisions of the Texas Business Organizations Code, Sri Shirdi Sai Baba Temple of DFW (the "Corporation"), hereby adopts the following Amended and Restated Certificate of Formation.

ARTICLE 1

The name of the Corporation is Sri Shirdi Sai Baba Temple of DFW. The corporation hereby adopts this Amended and Restated Certificate of Formation, and all previous provisions and amendments thereto are hereby deleted in their entirety and amended and restated as set forth in the Amended and Restated Certificate of Formation, attached hereto as Exhibit A.

ARTICLE 2

This Amended and Restated Certificate of Formation amends the prior Articles of Incorporation of the corporation by formally adopting the Texas Business Organizations Code as the authority under which the Corporation is formed and updating its roster of Directors.

ARTICLE 3

Each new amendment to the Certificate of Formation has been made in accordance with the provisions of the Texas Business Organizations Code (the "Code"). The Amended and Restated Certificate of Formation has been approved in the manner required by the Code and by the governing documents of the Corporation. Specifically, the Amended and Restated Certificate of Formation was adopted at a duly called meeting of the Members of the Corporation held on 25th April, 2010, where a quorum of the Members entitled to vote was present, and where the amendment received a simple majority vote of the Members present during the meeting.

ARTICLE 4

The previous Articles of Incorporation and all amendments thereto are hereby superseded by the attached Amended and Restated Certificate of Formation, which accurately copies the entire text thereof including any previous amendments and as amended as set forth above.

IN WITNESS HEREOF, the Corporation has caused this Amended and Restated Certificate of Formation to be signed by a duly authorized officer thereof this 25th day of April, 2010.

By: Jayanth
Name: JAYANTH RAMANI
Title: Secretary

EXHIBIT "A"

**AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF
SRI SHIRDI SAI BABA TEMPLE OF DFW**

Sri Shirdi Sai Baba Temple of DFW (the "Corporation") hereby adopts the following Amended and Restated Certificate of Formation for such Corporation pursuant to the provisions of the Texas Business Organizations Code (the "Code").

The Corporation's original Articles of Incorporation and all subsequent amendments thereto, are hereby deleted in their entirety and amended and restated as follows:

**ARTICLE 1
NAME**

The name of the Corporation is Sri Shirdi Sai Baba Temple of DFW.

**ARTICLE 2
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Code and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code of 1986").

**ARTICLE 3
DURATION**

The period of the Corporation's duration is perpetual.

**ARTICLE 4
PURPOSES**

The Corporation is formed for any lawful purpose or purposes not expressly prohibited under the Code. The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable

activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Corporation are:

(a) To promote the worship of Sri Shirdi Sai Baba by any appropriate form of expression, within any available medium, and in any location, through the Corporation's combined or separate formation, of a temple, ministry, charity, school, or eleemosynary institution, without limitation.

(b) To provide a place of worship for the devotees of Sri Shirdi Sai Baba and to follow the spiritual teachings of Sri Shirdi Sai Baba through Sai Satchartira.

(c) To sponsor or support religious, cultural, educational, and charitable activities or organizations in the United States and around the world.

(d) To expand and build a larger temple in the Dallas-Fort Worth metroplex and to facilitate worship and services based on Shirdi Sai Baba Temple, Shirdi Maharashtra, India.

(e) To employ and discharge ordained priests of Sri Shirdi Sai Baba, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere.

(f) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Texas and elsewhere.

(g) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

(h) This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

ARTICLE 5 POWERS AND RESTRICTIONS

Except as otherwise provided in the Certificate of Formation or Bylaws of the Corporation, and in order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Code, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a) The Corporation shall not pay dividends and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its organizers, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in the Certificate of Formation or Bylaws of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Certificate of Formation, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE 6 DISSOLUTION

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any organization designated by the board of directors of the Corporation which is of like faith and order and is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States).

**ARTICLE 7
MEMBERSHIP**

The Temple shall have two classes of members: Annual Members and Life Members. The number, qualifications, and relative rights of each class shall be set forth in the Bylaws.

**ARTICLE 8
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 2109 West Parker Road, Suite 212, Plano, Texas 75023. The name of the registered agent at this office is _____.

**ARTICLE 9
BOARD OF DIRECTORS**

Plenary power to manage and govern the affairs of the Corporation is vested in the Board of Directors of the Corporation. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors shall consist of no fewer than three (3). Directors need not be residents of Texas. The current Board of Directors shall consist of the following persons at the following addresses:

<u>Name of Director</u>	<u>Street Address</u>
Anil Ramagiri	1429 Hollow Ridge Drive Carrollton, TX 75007
Jalaja Koteeswaran	8900 Independence Parkway #17102 Plano, TX 75025
Jayanth Ramani	729 Bella Vista Drive Coppell, TX 75019
Madhav Surapaneni	813 Cold Springs Court Murphy, TX 75094
Sangamesh Vinayagamurthy	9701 Asheboro Street Frisco, TX 75035
Srinivas Munagala	2600 E. Renner Road #1016 Richardson TX 75082
Srinivas Poosarla	801 Legacy Drive #823 Plano, TX 75023

Venkat Kancherla

9561 Nightfall Drive
Frisco, TX 75035

Vinay Thirunagari

7509 Danfield Court
Dallas, TX 75252

ARTICLE 10 LIMITATION ON LIABILITY OF DIRECTORS

A Director is not liable to the Corporation or members for monetary damages for an act or omission in the Director's capacity as Director except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE 11 INDEMNIFICATION

To the extent provided in the Bylaws, the Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Code governing indemnification.

ARTICLE 12 CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 13 ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of members, directors, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by fewer than all of the directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within sixty (60) days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign

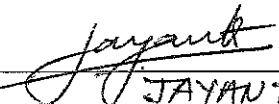
consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, electronic or similar transmission by a director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

**ARTICLE 14
AMENDMENT**

The Amended and Restated Certificate of Formation, as set forth above, have been approved by a simple majority vote of those present and voting at a duly called meeting of the Members of the Corporation.

IN WITNESS HEREOF, the below named authorized corporate officer executes these Amended and Restated Articles of Incorporation on the 25th day of April, 2010.

By: 
Name: JAYANTH RAMANI
Title: Secretary