

BYLAWS
OF
SOUTH FLORIDA HINDU TEMPLE, INC.

ARTICLE I

Name

1.1 The name of this organization shall be the South Florida Hindu Temple, Inc. It may also be referred to in these Bylaws as "SFHT" or "Corporation."

ARTICLE II

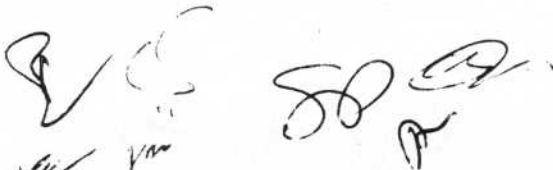
Definitions, Purposes and Powers

2.1 DEFINITIONS. The terms set forth below shall have the following meaning unless otherwise required by the context in which they may be used:

Articles of Incorporation. The term "Articles of Incorporation" shall mean the Articles of Incorporation of the corporation filed with the Secretary of State of Florida, and any amendments thereto.

Active Members. The term "Active Members" shall mean all the members in good standing who are current with their membership dues.

Benefactors. The term "Benefactors" shall apply to the individuals or families who have made a minimum cumulative contribution of \$150,000.00



Bylaws. The term "Bylaws" shall mean these bylaws of the Corporation except where reference is specifically made to the bylaws of another entity.

Chairperson. The term "chairperson" shall mean the chairperson of the Governing Board. For purpose of transacting the business chairperson shall also be called the president of the corporation.

Corporation. The term "Corporation" shall mean South Florida Hindu Temple, Inc., a Florida not for profit corporation.

Executive Board. The term "Executive Board" shall mean the committee elected by the General Body to implement the policies of the Corporation as set by the Governing Board and to be in charge of the general operations of the SFHT. The Executive Board may also be referred to as the Board of Directors

Ex-officio Member. The term "Ex-officio Member" shall mean a person automatically serving as a member of a body by virtue of holding another specified position.

Founding Trustees Members. The term " Founding Trustee Member" shall apply to the Trustee members who established SFHT and made/assigned a minimum contribution of \$10,000 at the founding of SFHT.

General Body. The term "General Body" shall mean all the active Life Members of the SFHT as set forth in Article III.

General Assembly. The term "General Assembly" shall mean the body comprised of all the active members (life members, associate, and annual members) of the SFHT.

Governing Board. The term "Governing Board" shall mean the apex body responsible for the overall governance of the SFHT corporation. This body may also be referred to as the Board of Governors.

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Governing Council. The term "Governing Council" shall mean the body comprised of the Governing Board and the Executive Board Members.

Life Members. The term "Life Members" shall apply to any member having made a minimum, cumulative membership contribution of \$3,000.00.

Majority. The term "Majority" shall mean greater than fifty percent (50%) of the applicable total number. For this or any other purpose, while conducting the business of the corporation, if the percentage does not calculate to a round number; the number shall be rounded to the next higher round number.

Officer. The term "Officer" shall mean one or more of the designated positions on the Governing Board or the Executive Board.

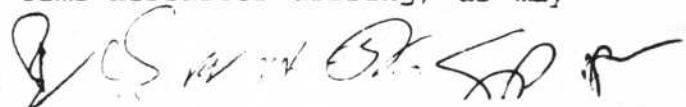
President. The term "President" shall mean the chairperson of the Governing Board, for purpose of conducting business of the corporation.

State. The term "State" shall mean the State of Florida unless otherwise specifically indicated.

Temple. The term "Temple" or "Hindu Temple" shall mean the temple of the SFHT and any other religious or cultural facilities now or hereafter owned and/or operated by the Corporation.

2.2 STATEMENT OF PURPOSE. The purpose of the Corporation shall be:

2.2.1 To promote religious, charitable, educational and cultural purposes and to operate such facilities in furtherance of such religious, charitable, educational and cultural purposes, causes and objects, now, or at any time hereafter arising, as may

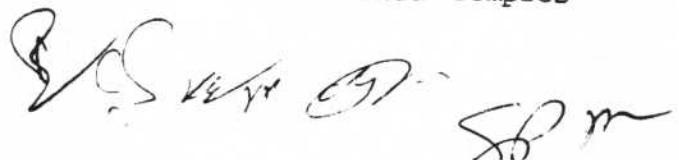


be purpose of the South Florida Hindu Temple Inc. including but not limited to those purposes outlined in the Articles of Incorporation. Notwithstanding anything else contained in this article or in these bylaws, this corporation is expressly prohibited and proscribed from engaging, otherwise than as an insubstantial part of its activities, in activities which are not in furtherance of charitable, religious, spiritual, cultural, and educational purposes to maintain, promote, and propagate, Hindu religion (Sanathan Dharma).

2.2.2 Temple Open To The Public. Any person who professes Hindu faith and wishes to worship and offer his prayers and services to God may do so in the Temple with or without becoming a member or making any financial contribution to the SFHT. Notwithstanding the foregoing, the SFHT has been organized to provide a place for worship and cultural activities for all mainstream Hindus. The Temple shall also be open to individuals of other Hindu sects (i.e. Buddhists, Jains, Sikhs, etc.); however, the Corporation will not undertake or be obligated to provide segregated facilities or accommodations for sectarian worship or functions. The Temple will also be open to any individual who professes to be a well-wisher of Hinduism. The Governing Board, however, will have the sole and exclusive right to determine rights and privileges for any and all individuals in connection with the use of the Temple.

2.2.3 To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes.

2.2.4 In furtherance of Article III, Sections 3, 4, 5 and 6 of the Articles of Incorporation, the SFHT shall establish close liaison with other sectarian or community Hindu temples and take a leadership role in the creation of a South Florida Hindu temples

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consortium whose primary purpose shall be the coordinated development of a Hindu cultural/educational center for the benefit of the Hindu community of South Florida.

ARTICLE III
Membership and Dues

There shall be the following categories of membership:

3.1 Annual Members. Annual Membership shall consist of members admitted to the SFHT on an annual basis after payment of the minimal annual membership dues.

3.1.2 Associate Members. Associate Membership shall consist of members who have made a minimal, cumulative contribution of \$1000.00 to the SFHT.

3.2 Life Members. Life Membership shall consist of members who have made a minimum cumulative membership contribution of \$3,000.00 to the SFHT, and been approved per article 3.4.4. Following categories of Life membership will be recognized as follows:

3.2a Patron Members. Patron Membership shall consist of members who have made a minimum cumulative contribution of \$5,000.00 to the SFHT.

3.2b Trustee Members. Trustee Membership shall consist of members who have made minimum cumulative membership contribution of \$10,000.00 to the SFHT.

3.2c Benefactors. Benefactors are individuals or families with cumulative contributions exceeding \$150,000.00 to SFHT.

3.3 Benefits of Membership. The concept of membership in a temple has become necessary because of the sustained financial support needed for the operation, maintenance and growth of Hindu



temples. The benefits of each class of membership shall be as follows:

3.3.1 Annual Members: Annual Members, provided they are members in financial good standing, are eligible to (i) participate in all activities of the SFHT; (ii) be placed on the SFHT mailing list to receive the news letter and other publications, as published; (iii) be included in the Temple Directory, as published;

3.3.2 Associate Members : Associate Members will have all the benefits of the Annual Members and also be appointed as members and officers of various committees appointed by the Governing or the Executive Board.

3.3.3 Life Members. Life Members shall enjoy a lifetime benefit of all the benefits available to Annual Members and are also eligible to (i) vote and elect members of the Executive Board; (ii) be nominated and elected to serve on the Executive Board. (iii) receive a certificate to recognize them as Life Members; (iv) attend certain SFHT member function at no charge; (v) have their name placed in the permanent records of the SFHT and on a wall mounted scroll board or other suitable display; and (vi) be especially recognized, as appropriate and time permitting, at major SFHT events and functions.

3.3.4 Patron Members. Patron Members shall enjoy all the benefits of Life Members and be recognized as Patron Members by receiving a plaque at an appropriate ceremony organized to recognize one or more Patron members. Patron Members will be eligible to be nominated and elected to be the Vice- Chairperson of the Executive Board per Article 6.14b.

3.3.5 Trustee Members. Trustee Members shall enjoy all the benefits available to Patron Life Members and also be eligible to vote and elect and be nominated and elected to the Executive Board.

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Trustee Members will be eligible to be nominated and elected as chairperson and vice chairperson of the Executive Board per Article 6.14b. Trustee Members would also be eligible to be nominated for the Governing Board per article 5.10a

3.3.6 Honorary Members. Other than the right to vote, Honorary Members will have the same benefits and privileges as available to other members in that category during the term of their honorary membership. Each Honorary membership shall be considered by the Governing Council for renewal at the end of each term.

3.3.7 Benefactors. Benefactors will enjoy all the benefits of Trustee Membership. In addition, if a position is available on the Governing Board per article 5.2 and 5.3, benefactor himself or his nominee/designee would be entitled to a permanent position on the Governing Board, upon approval by the Governing Board and the Executive Board per article 3.4.4. Nominee/designee of the benefactor would forfeit his privilege to serve on the Governing Board, upon withdrawal of his support by the benefactor. Benefactor must inform the Governing Board, in writing, as to who in his family he wishes to confer the privilege of being a benefactor upon his/her death/permanent disability.

3.4 General Guidelines.

3.4.1 Families. For purposes of determining who is a Member, each family (husband, wife and children) shall be considered a single member; however, spouses and adult children of any family may apply for individual membership. Each Life Member shall be entitled to a single vote, and each family shall designate their representative at the time of acquiring membership into SFHT.

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Voting Rights are non-transferable to other representatives of the family unless approved by the Executive Board and by the Governing Board .

3.4.2 Contributions. For purposes of determining membership contributions, contributions made towards special functions, special banquets, special dedications and "pujas" will not be counted towards cumulative membership dues, except in the case of Benefactors where the special dedications will be counted towards the cumulative donation of \$150,000.00

3.4.3 Voting Members. The voting membership shall consist of all of the Life Members of the SFHT.

3.4.4 Applications. All applicants for Life membership shall submit a written application, along with the dues, to the Executive Board who shall approve or reject all applicants at the next regularly scheduled meeting of the Board. The Executive Board shall keep an up-to-date list of members in good standing. New Life Members shall be eligible to vote ninety (90) days from the date of admission by the Executive Board. All applicants for Life membership or for change in category shall submit an application to the Executive Board for approval. In addition to the minimum contributions required, admission will also require the majority vote of all the members of the Executive Board and the approval of the Governing Board. All applications for membership or change in membership status shall be considered at the next regularly scheduled meeting of the Executive Board. It will be the responsibility of the Member to ensure that the Board of Directors is advised of any address changes. For Benefactors, application will have to be made to the Governing Board and in addition to the minimum contribution will require approval by 3/4 of all of the

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Governing Board members and approval by the majority of all of the Executive Board members per article 5.10c.

3.4.5 Annual Members: Annual Dues/Removal From Membership. Minimum annual dues for Annual membership shall be \$101.00. Any annual member who fails to pay his/her annual dues by December 31st shall be removed from the membership list for the upcoming fiscal year. Upon removal, any individual who wishes to be reinstated may do so by bringing his dues current. Dues of Annual Members shall be assessed annually by the Executive Board for the following fiscal year.

3.4.6 Life Members : Annual Dues. Life Members may enjoy a lifetime of privileges without any membership dues. However, Governing Board may, with the approval of the Governing Council, annually assess Life Members to raise the funds based on the fiscal needs of the organization. ✓

3.4.7 Election of Honorary Members. Individuals for admission to Honorary Membership may be nominated by any two members of the Governing Council. After consideration at a special meeting of the Governing Council, nominees shall be admitted upon the affirmative vote of 2/3rd of the members of the Governing Council.

3.4.8 Change of Membership. Any Member can apply to upgrade his membership status by paying the difference between membership dues paid to date and the minimum necessary contribution for that category of membership and upon approval of his application by the Board as set forth in paragraph 3.4.4 above.

3.4.9 Compensation. Members of the Governing Council and various committee members are not entitled to compensation from the corporations for the services rendered to it or to the temple, but may be reimbursed for the expenses properly incurred.

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3.4.10 Minimum Contribution. Minimum Contribution for various categories of membership may be raised by the Governing Board if ratified by the 2/3rd majority of the Governing Council. Complimentary Life Membership may be bestowed by the Governing Board to such individuals who have made significant contribution to the SFHT. Policies for this will be outlined by the Governing Board as deemed pertinent.

3.4.11 Membership Responsibilities. Each member shall be required to pay the current membership dues as assessed by the Governing Board at the time of acceptance, and consent to conform to all of the organization's rules, bylaws, and articles which are in effect, amended, or added to from time to time.

3.4.12 Removal of Member. Any annual member of the Corporation may be removed with or without cause by a majority vote of the Executive Board. The Governing Board may directly or upon recommendation of the Executive Board, initiate proceeding to remove any Life Member. Such proceedings may be with or without cause, however, decision to remove a member must be ratified by the 2/3 majority vote of the Governing Council.

3.4.13 Transitional Membership. All individuals who were associated with the Hindu Temple of South Florida, Inc. and who have prior to August 30, 1993 designated that their contributions (or a portion of their contributions) be allocated to the South Florida Hindu Temple, Inc. shall receive credit towards their membership dues in the SFHT and shall become vested members of the SFHT in such membership class as if they would have been entitled to had they made the contributions they have designated directly to the SFHT. All donations assigned to SFHT will be irrevocable and non-transferable unless approved by the board of SFHT prior to DEC 1, 1993.

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ARTICLE IV

Meetings of the Members

4.1 Annual Meeting. There shall be an annual meeting of the Life Members to be held on the first Sunday of October of each year or as soon as possible thereafter as determined by the Executive Board. The business of this meeting shall be to receive reports of the various committees, to elect the Executive Board members whose terms have expired, and to transact other business as may properly come before the meeting. The Chairperson of the Executive Board shall preside over this meeting except during the elections.

An election officer, appointed annually by the Governing Board ("Election Officer"), will preside during the election portion of the meeting. All elections may be conducted by closed ballots at the discretion of the Election Officer. Proxies will be permitted after proper verification by the Election Officer. One member, however, is allowed to carry only one proxy.

4.2 Special Meetings. Special meetings of the members may be called to discuss specific issues. These meetings may be called by the Executive Board, the Governing Board, or by a petition signed by thirty percent 30% of all Life Members. The Chairperson of the Executive Board or the Governing Board shall issue the notice calling the special meeting for the sole purpose having been petitioned, and the meeting shall be held no less than thirty (30) days after receipt of the resolution or petition. The Chairperson of the Governing Board or his designated representative shall be the presiding officer at such meeting.

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4.3 Standing to Vote. Only Life Members in good standing, as defined in Article III, shall have the privilege of voting at meetings of the Life Members.

4.4 Notices. Notice or Announcement (e.g. via newsletter) of the annual meeting and any special meeting shall be given in writing to each Member, of record, by mail, postmarked not less than ten days prior to such meeting. Such notice shall state the time, place and agenda for the meeting.

4.5 Quorum, Rescheduled Meetings. At least thirty percent (30%) of the Life Members, including properly verified proxies shall constitute a quorum necessary at any meeting of the General Body. For special meetings of the members, the quorum requirement shall be fifty percent (50%) of the membership. If the quorum is not achieved within one and a half hour of the time of the meeting, members present may fix a time at a later date, not earlier than fifteen days from that date, to which the meeting shall stand adjourned. Notice of such rescheduled meeting must be sent to all members within five days from the day of adjournment. If quorum is not achieved at regular or special meeting of the members after two consecutive notices thereof, the members present at the rescheduled meeting including absentee ballots, may vote on such matters as might come before the meeting. In such event the action passed by the majority of such members present must also be ratified by a two-third (2/3rd) majority of all the Governing Council members. The Governing Council must convene within (30) days to consider the matter having been passed by the members.

4.6 Votes Required. Except as otherwise set forth herein, all business which may properly come before any meeting of the Members shall be decided by a simple majority vote of Members

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present and voting including absentee ballots. In points of procedure, Robert's Rules of Order shall govern.

ARTICLE V
Governing Board

5.1 Purpose of Board The Governing Board may also be referred to as the Board of Governors, in these bylaws. The purpose of this board will be to oversee the activities of the SFHT and set the policies to further the objectives and goals of SFHT as set in the charter of this organization. The Board shall be also responsible for the fiscal stability, fund raising, and smooth administration of the organization. The Governing Board shall be the apex body of the SFHT.

5.2 Governing Board The Governing Board, initially, shall consist of seven (7) members and Chairperson of the Executive Board may serve as an ex-Officio member at the discretion of the Governing Board. The Governing Board may decide from time to time to change the number of Trustees based on the needs of the Corporation. For such a change an affirmative vote of 3/4ths of all the members of the Governing Board shall be required.

5.3 Composition of the Governing Board . Initially, the Governing Board shall be comprised of five founding Trustee Members nominated by the existing Board of Trustees and ratified by the General body. Two positions will be reserved for the representatives of Benefactors. Additional Trustees may be incorporated as per article 5.2, however, at no time will the Benefactors or their representatives comprise more than 25% of the total membership of the Governing Board. Trustees Members who had

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made a minimum cumulative contribution of \$10,000.00 at the Founding of the SFHT are defined as the Founding Trustee Members.

5.4 Term of Office. The Governing Board members once properly appointed as per these bylaws would serve continuously unless removed or replaced per article 5.9 and 5.10.

5.5. Meetings of the Governing Board. The Governing Board shall conduct regular meetings every other month or as deemed appropriate by the Chairperson. The Governing Board may hold special meetings called by the Chairperson or by petition signed by majority of all Governing Board members. Except for an amendment to the bylaws, and other matters requiring a super majority vote as mentioned in these bylaws, the other matters coming before the Governing Board may be decided by a majority vote of the Governing Board Members present.

5.6 Telephonic Meetings. One or more members of the Governing Board may participate in a meeting of the Board, by means of conference telephone which permits all persons participating in the meeting to hear each other, and all persons so participating shall be deemed present at the meeting.

5.7 Attendance. Each Governing Board member shall be required to attend (i.e. in person or by telephone), unless excused by the Chairperson, at least fifty (50%) percent of all Governing Board meetings which are duly convened each year. The Chairperson may excuse absence at a meeting for good cause shown. The Chairperson shall make a proper record of all meetings missed by each member.

5.8 Notices of Meetings. Notice of each meeting of the Governing Board shall be given in writing at least seven (7) days before the time scheduled for the meeting, either by mail or facsimile or telegram at the address supplied by the Governing

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Board members. The notice shall specify the time, place and agenda for the meeting to be conducted .

5.9 Resignation and Removal. Any Governing Board member may resign at any time by giving written notice of his resignation to the Chairperson or Secretary. The Governing Board by a 75% majority vote of all Governing Board members can initiate proceedings to remove a Governing Board member. Such proceedings may be with or without cause, however, must be ratified by the 2/3rd majority vote of the Governing Council.

5.10 Vacancy and Replacement. Vacancy may be created by a Governing Board Member's death, sickness, non-availability or resignation. Such vacancy may be filled at the discretion of the Governing Board by following the below mentioned process.

5.10a Governing Board , by a majority vote will nominate an eligible person and present him to the Governing Council . Criteria for eligibility would be as follows

I) Nominee must be a founding Trustee Member, or a trustee member in good standing, who has served on the Executive Board or standing committee for at least six years and/or served as an officer on the Executive Board for at least three years.

II) Nominee must be willing to dedicate sufficient time to the organizational activities .

III) Nominee must present credentials to support his nomination to the Governing Board.

5.10b For a nominee to be appointed he must be approved by the 3/4th vote of all the Governing Council Members.

5.10c Vacancy created by the absence of a benefactor will be replaced by a representative of the benefactor family provided he/she is approved by the majority of all the Governing Board and also the majority of all the Executive Board members. Appointment

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to fill a vacancy for a newly created Benefactor position, approval by the 3/4th majority of the Governing Board and also the majority of the Executive Board would be required.

5.11 Quorum and Majority. Except as mentioned in these bylaws, a majority of the Governing Board members then in office shall constitute a quorum for the transaction of business, except that an action involving an addition to/or disposition of the Corporation's assets in excess of Ten thousand dollars (\$10,000) or the sale, lease, conveyance or encumbrance of its real property, or the borrowing of funds, (other than loans with terms less than one (1) year and less than ten thousand dollars (\$10,000)). Such actions shall require the affirmative approval of the majority of the Governing Board members. Except as otherwise provided by law or by these Bylaws, the acts of majority of the Board members present at a meeting at which a quorum is present shall be the acts of the Governing Board. If a quorum is not present at a meeting of the Governing Board, the Board members present may adjourn the meeting from time to time until a quorum is present.

5.12 Action by Consent. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Board members and filed with the Secretary of the Board.

5.13 Reversal of Actions. To initiate the reversal of any decision of the Governing Board a petition signed by 30% of the General Body members shall be presented to the Governing Board. The Governing Board must consider such petition within 30 days after proper verification of signed petition at a meeting duly convened. If the Governing Board agrees to reverse the decision, no further action is necessary. In case the Governing Board does not agree with the petition, the matter will be referred to the General

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Body within 30 days of receipt of such petition or resolution. Any action of the Governing Board is reversed if resolution is adopted by at least 2/3rd membership of the general body. This may be determined by the mail ballot if necessary. If the percentage does not calculate to a round number, the number shall be rounded to next higher round number.

5.14 Officers.

a. Officers of the Governing Board. The officers of the Governing Board shall be a Chairperson of the Governing Board, Vice Chairperson, a Secretary, and a Treasurer. The Governing Board may have such additional officers as the Governing Board deems necessary. One person may hold two or more offices, except that one person may not hold both the offices of Chairperson and Secretary.

b. Election and Tenure. Officers shall be elected by the Governing Board at the meeting in the October of each year or soon thereafter. Each Officer shall hold office from the date of his election until his successor has been elected, unless he shall sooner resign or be removed.

c. Resignation and Removal. Any officer may resign at any time by giving written notice to the Chairperson, or the Secretary, and, unless otherwise specified herein, the acceptance of such resignation shall be necessary to make it effective. Any Officer may be removed for cause by a majority vote of the full Governing Board.

d. Vacancies. If a vacancy shall occur in any office, such vacancy may be filled by the Governing Board for the unexpired portion of the term of such office.

e. Chairperson. The Chairperson shall also be the President of the corporation. The chairperson shall call and preside at all meetings of the Governing Board. The Chairperson

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may execute on behalf of the Corporation all instruments and documents which the Governing Board has authorized. The Chairperson shall have such powers and perform such duties as may be prescribed herein or otherwise assigned to him by the Governing Board. The Chairperson will not vote on any issues at meetings unless necessary to break a tie.

f. Vice Chairperson. In the event of the absence of the Chairperson or in the event of the death, resignation or removal of the Chairperson, the Vice Chairperson shall have the authority and perform the duties of the Chairperson until the Chairperson is no longer absent or until Chairperson's successor is elected. The Vice Chairperson shall have such duties as from time to time may be assigned by the Chairperson or the Governing Board.

g. Secretary. The Secretary shall keep and properly record the minutes of the meetings of the Governing Board and distribute and make available for review such minutes to all members of the Governing Board. The Secretary shall notify the officers of their election and the members of committees of their appointment; give notice of all meetings of the Governing Board; have custody of the corporate seal and all books and papers pertaining to his office and generally perform all duties required of an officer in like position.

h. Treasurer. The Treasurer shall be the custodian of all funds and property donated to the Temple. Such funds shall be retained in a commercial federally insured bank or similar institution. The Treasurer with the Chairperson shall sign all of the Corporation's checks in excess of \$5,000.00.

i. Assistant Treasurer/Assistant Secretary. If appointed, the Assistant Treasurer and Assistant Secretary shall

perform such duties as shall be assigned to them respectively by the Secretary or Treasurer, or by the Chairperson.

ARTICLE VI
Executive Board

6.1 Purpose of Executive Board. The Executive Board shall conduct the day to day affairs of the Corporation and the temple, organize regular and special events, in keeping with the Articles of Incorporation and Bylaws and policy guidelines approved by the Governing Board.

6.2 Executive Board. The Executive Board shall consist of twelve (12) members elected by the Members at the annual Members meeting. The Executive Board shall be responsible to the Governing Board. Transactions exceeding \$5,000.00 or a higher amount as specified by the Governing Board or policy decisions, will require Board approval prior to execution.

6.3 Composition of the Executive Board. Initially, the Executive Board shall be comprised of six Trustee Members and six non-Trustee Members. The Governing Council may from time to time change the number or the composition of the Executive Board based on the needs of the Corporation. Such a change will require approval by the 2/3rd majority of the Governing Board and 2/3rd majority of the Executive Board. Chairperson of the Governing Board will be an Ex-Officio Member of the Executive Board.

6.4 Term of Office. The twelve Executive Board members shall serve in staggered terms of three years. Initially on the Executive Board four members shall serve a three year term, four members shall serve a two year term, and four members shall serve a one year term. The term for which each elected Executive Board



member on the initial board will serve shall be determined by a lot.

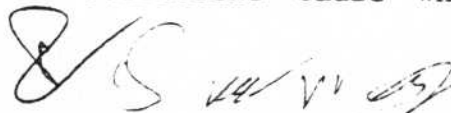
6.5 Meetings. The Executive Board shall hold regular meetings once a month on 1st Sunday of each month or soon there after. Majority of the Executive Board members shall constitute a quorum at any regular or special meeting of the Executive Board. Except as otherwise set forth herein, business at a regular meeting may be conducted by a majority vote of the members present.

6.6 Telephonic Meetings. One or more members of the Executive Board may participate in a meeting of the Executive Board, by means of conference telephone which permits all persons participating in the meeting to hear each other, and all persons so participating shall be deemed present at the meeting.

6.7 Attendance. Each Executive Board member shall be required to attend (i.e. in person or telephonically), unless excused by the Chairperson, at least fifty (50%) percent of all Executive Board meetings which are duly convened each year. The Chairperson may excuse absence at a meeting for good cause shown.

6.8 Notices of Meetings. Notice of each meeting of the Executive Board shall be given at least seven (7) days before the time scheduled for the meeting, either by mail or facsimile or telegram at the address supplied by the Executive Board members. The notice shall specify the date, hour, place of meeting, and the nature of the business to be conducted at the meeting.

6.9 Resignation and Removal. Any Executive Board member may resign at any time by giving written notice of his resignation to the President or Secretary. The Governing Board by a 75% majority vote of all Governing Board members can initiate proceedings to remove one or more Executive Board members. Such proceedings may be with or without cause. It shall be sufficient cause when any



member, who has not been otherwise excused by the Chairperson of the Executive Board, misses two (2) or more consecutive Executive Board meetings.

6.10 Quorum and Majority. Except in the case of the removal of a Executive Board member, at all meetings of the Executive Board, a majority of the Executive Board members then in office shall constitute a quorum for the transaction of business, and except that an action involving an addition to/or disposition of the Corporation's assets in excess of five thousand dollars (\$5,000) or the sale, lease, conveyance or encumbrance of its real property, or the borrowing of funds, (other than loans with terms less than one (1) year and less than ten thousand dollars (\$10,000) such actions shall require the affirmative approval of the majority of all the Executive Board members and ratification by the Governing Board. Except as otherwise provided by law or by these Bylaws, the acts of majority of the Executive Board members present at a meeting at which a quorum is present shall be the acts of the Executive Board. If a quorum is not present at a meeting of the Executive Board, the Executive Board members present may adjourn the meeting from time to time until a quorum is present.

6.11 Action by Consent. Any action which may be taken at a meeting of the Executive Board may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Executive Board members and filed with the Secretary of the Executive Board.

6.12 Reversal of Action. Upon the affirmative vote of the 3/4ths majority of all the members of the Governing Board, any Executive Board action shall be reversed.

6.13 Vacancy. A vacancy on the Executive Board created by death, sickness, disability, resignation or removal may be

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temporarily filled by the Governing Board until the next scheduled election. Any Executive Board member/members appointed to fill a vacancy shall hold such office until the next scheduled election, at which time the position will be filled by the proper election process.

6.14 Officers.

a. Officers of the Executive Board. The officers of the Executive Board shall be a Chairperson, Vice Chairperson, a Secretary, and a Chief Financial Officer. The Executive Board may have such additional officers as the Executive Board deems necessary. One person may hold two or more offices, except that one person may not hold both the offices of the Chairperson and Secretary.

b. Election and Tenure. Officers shall be elected annually by a majority vote of all the Governing Board members convened following the election of the Members of the Executive Board. Chairperson shall be a Trustee Member and Vice Chairperson shall be a Trustee or a Patron Member. Governing Board by a 3/4th vote of all its members may override this stipulation in selecting an exceptional candidate. Each Officer shall hold office from the date of his election until his successor shall have been elected, unless he shall sooner resign or be removed.

c. Resignation and Removal. Any officer may resign at any time by giving written notice to the Chairperson, or the Secretary, and, unless otherwise specified herein, the acceptance of such resignation shall be necessary to make it effective. Any Officer may be removed for cause by a majority vote of the full Executive Board. In such cases, the Governing Board by a majority vote will elect a replacement from amongst the other elected Executive Board members.



d. Vacancies. If a vacancy shall occur in any office, such vacancy may be filled by the Governing Board for the unexpired portion of the term of such office by an election process in the usual manner.

e. Chairperson. The Chairperson shall call and preside at all meetings of the Executive Board. The Chairperson may execute on behalf of the Corporation all instruments and documents which the Governing or the Executive Board has authorized. The Chairperson shall have such powers and perform such duties as may be prescribed herein or otherwise assigned to him by the Executive Board. The Chairperson will not vote on any issue at meetings unless necessary to break a tie. Same person may not serve as Chairperson for more than two consecutive terms

f. Vice Chairperson. In the event of the absence of the Chairperson or in the event of the death, resignation or removal of the Chairperson, the Vice Chairperson shall have the authority and perform the duties of the Chairperson until the Chairperson is no longer absent or until Chairperson's successor is elected. The Vice Chairperson shall have such duties as from time to time may be assigned by the Chairperson or the Executive Board.

g. Secretary. The Secretary shall keep and properly record the minutes of the meetings of the Executive Board and distribute and make available for review such minutes to all members of the Executive Board. The Secretary shall notify the officers of their election and the members of committees of their appointment; give notice of all meetings of the Executive Board; have custody of the corporate seal and all books and papers pertaining to his office and generally perform all duties required of an officer in like position. In general, perform all duties

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incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chairperson.

h. Chief Financial Officer. The Chief Financial Officer shall be responsible for preparing and presenting the Budget and Quarterly Reports of the SFHT.

ARTICLE VII

Standing Committees

7.1 Standing Committees. The Corporation shall have the following Standing Committees in addition to the other committees that may be required: Building and Development Committee, Cultural Committee, Fund Raising Committee, Membership Committee, Publications Committee, and Religious Committee. A Chairperson for each Committee shall be selected by the concurrence of the Chairperson of the Governing Board and Chairperson of the Executive Board.

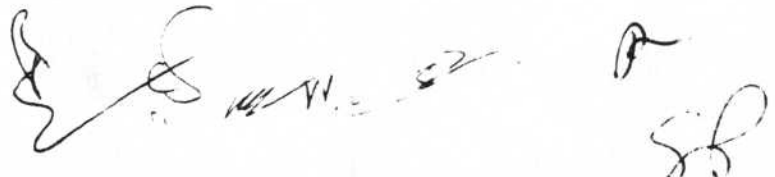
7.2 General Responsibilities of the Standing Committees.

(a) Each standing committee designated in Section 7.1 above shall:

- (i) hold a minimum of three (3) meetings a year;
- (ii) file an annual report with the Board of Directors on its activities on or before annual meeting of the members.

(b) Each standing committee shall prepare a program and a budget for its activities and submit the same to the Board as soon as possible but not later than Last Sunday in February of each year. Any expenditure by a standing committee in excess of \$250 must be approved by the Executive Board.

7.3 Building and Development Committee. The Building and Development Committee shall assist:

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- (i) in the maintenance of the Temple and its surroundings, and any other property of the Corporation;
- (ii) leasing of the Temple hall for religious and related activities at rents to be established by the Executive Board;
- (iii) report the need for any major repairs or construction to the Executive Board. All repairs, landscaping and construction shall be approved in advance by the Board.

7.4 Cultural/Educational Committee. The Cultural/Educational Committee shall:

- (i) conduct all music and dance and other cultural events and classes, which reflect the cultural heritage of Hindus;
- (ii) hold a minimum of three (3) such events in a year;
- (iii) provide information with regard to the cultural events to the Publication Committee.

7.5 Fund Raising Committee. The Fund Raising Committee shall be responsible for organizing special drives for augmenting the regular membership income and shall coordinate its activities with the Cultural Committee, and Membership Committee.

7.6 Membership Committee. The Membership Committee with the Secretary of the Executive Board shall be responsible for maintaining and updating the list of Members. It must establish liaisons with any new Hindu family arriving in the community. It must draw up a program to reach such families, inform them of the activities of the Temple, invite them to the Temple and seek their involvement in the Temple activities.

7.7 Publications Committee. The Publication Committee shall:

- (i) edit and publish the newsletter of the Corporation;
- (ii) publish all approved communications related to Temple functions, procure advertisement and monthly bulletins;

(iii) publish Annual Temple directory or other publications, as necessary.

7.8 Religious Committee. The Religious Committee shall:

- (i) assist the Temple in the planning of religious events;
- (ii) provide information to the Publications Committee of religious events and functions;
- (iii) assist the temple in procuring religious and ritual articles;
- (iv) provide the necessary organization to assist religious participants during special religious events;
- (v) arrange for the conduct of weekly puja and coordinate the arrangements for sponsored puja an prasadam
- (vi) organize bhajans and religious discourses
- (vii) oversee and coordinate priest services.

7.9 Ad Hoc Committees. The chairperson of the Governing and Executive Boards may jointly appoint Ad hoc Committees in addition to the Standing committees, as necessary.

7.10 Mailing List Committee. The Mailing List Committee shall maintain and update the mailing list for circulation of the Newsletter and other notices and communication to be issued by the Hindu Temple. It shall be responsible for making available the Mailing List to any organization or commercial party according to the guidelines established by the Board and at rates approved by the Board.

7.11 Nominating Committee. Nominating Committee for the Executive Board members shall be appointed by the Chairperson of the Governing Board in August of each year and shall consist of three Members in good standing. Members of the Nominating Committee shall not be eligible to run for election.

7.12 Audit Committee. An audit Committee consisting of three members, one of whom must have Accounting background, must be appointed each year. The Audit Committee shall:

- (i) Audit the Temple's accounts yearly and report the findings to the Board;
- (ii) review accounting procedures;
- (iii) review receipts and disbursements;
- (iv) review disbursement authorization procedures.

7.13 Youth Committee. The Youth Committee shall be responsible for coordinating youth activities at the Temple including debates, plays, games etc.

ARTICLE VIII
Governing Council

8.1 Purpose of Governing Council. The Governing Council shall be a combined body of the Governing Board and the Executive Board Members for the purpose of coordinating the administrative functions of the organization. The Chairperson of the Board of Governors will be the head of the Governing Council.

8.2 Meetings. The Governing Council shall meet periodically, preferably, once every quarter to coordinate the temple activities. Reports by the coordinators of the various subcommittees would be presented at such meetings. The Chairperson of the Board of Governors will preside over these meetings.

8.3 Quorum and Voting. The usual requirements for quorum and voting will apply to the Governing Council Meetings.

ARTICLE IX

Elections

9.1 Executive Board Members. Executive Board members will be elected at the annual meeting of the Members. A slate of candidates must be presented by the Nominating Committee with notice of the meeting given to every Member. Additional Nominations may be made from the floor at the annual meeting of the Members.

9.2 Supervision of Elections. All elections shall be conducted by closed ballot which must be supervised by the Election Officer nominated by the chairperson of the Governing Board.

9.3 Election Appeals. The decisions of the Election Officer shall be final unless appealed, in which case they will be subject to review by an ad hoc election review committee appointed by the Governing Board. Any appeals shall be submitted in writing to the Board of Governors, within one week after the announcement of the election results.

9.4 Insufficient Nominees. If any Executive Board position is not filled at an election, same shall be filled by the Governing Council by a 2/3rd majority vote.

ARTICLE X

Finances

10.1 Accounts. Accounts shall be maintained for a fiscal year from January 1st through December 31st. The accounts of the Corporation shall be audited each year for the previous year's transactions by a qualified individual appointed by the Board of Governors.

10.2 Annual Budget. The Executive Board, shall prepare a budget and the Chief Financial Officer shall present the budget to the Board of Governors for their approval. No expenditure in any account shall exceed the budgeted amount for such account by more than 10% without approval of the Board of Governors.

10.3 Quarterly Reports. The Chief Financial Officer shall quarterly submit to the Board of Governors at their meetings, the previous quarter's financial report which shall include, but is not limited to, a statement of income and expense including a breakdown of the expenses.

10.4 Annual Financial Report. The audited annual financial report in substantially the same form as the previous year's budget and financial report, including a listing of all assets and liabilities as of December 31 of each year and including a breakdown of incoming expenditures of that same year, shall be published by March 1.

10.5 Ownership of Properties. The Board of Governors shall administer, manage, and hold titles in the name of the Corporation to real estate, securities, and trust funds. An officer of the corporation, shall not engage directly or through a third party, in a profit making business transaction with the corporation.

10.6 Execution of Contracts. The Chairperson of the Executive Board may sign and enter into contracts on behalf of the Corporation when approved by the Board of Governors.

10.7 Signatures on Checks. All checks and drafts shall require the signature of at least two any of the following individuals; Chairperson of the Board of Governors, Chairperson of the Executive Board, Treasurer, and Chief Financial Officer of the Board. Specific procedures for signing checks or drafts would be



adopted by Governing Board to be followed for all Corporate transactions.

ARTICLE XI

Amendment

11.1 These bylaws shall be revised, updated and amended as necessary. The bylaw changes may be initiated by the written petition of at least 25% of the General Body Membership or by majority vote of Executive Board or Board of Trustees. Bylaws amendment will require affirmative vote of 3/4 of all the Governing Board Members provided such amendment is ratified by the General Body at a duly convened meeting for which notice of amendment has been properly served as an agenda item to the General Body Members.

ARTICLE XII

Special Circumstances

12.1 Under special circumstances, when administrative or financial problems/crisis compromise and or threaten the stability of the organization, the Governing Board by 75% majority vote may take actions, including but not limited to, the suspension of the Executive Board and other measures necessary to restore the stability of the organization. Normal administrative mechanisms as outlined in these bylaws, including re-election of the Executive Board if necessary, must be reinstated as soon as feasible.

Reaffirmation by 75% majority vote of the Governing Board would be required every 120 days to continue to operate under these special circumstances. To function under the provisions of this article for a period longer than 360 days would require the

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ratification by the General Body at a special meeting scheduled for this purpose.

ARTICLE XIII

Access to and Storage of Records

13.1 Every general body member shall have the right to examine, in person, or by agent or attorney, at any reasonable time or times for a reasonable purpose, the membership register, the books or records of account and of inventory, and minutes and/or records of the proceedings of all meetings of the members, Board of Governors and Committees and make extracts therefrom. The Archives, including all past records and data not deemed necessary to the current year's operation of the Corporation shall be kept together and located in a designated place at the Corporation.

ARTICLE XIV

Impeachment

14.1 In addition to what is outlined in article 5.9, proceedings to impeach a Governing Board member, not acting in the best interest of the organization, may be initiated for cause by 3/4th majority vote of the Executive Board. Ratification by the 2/3rd majority vote of the General Body and majority vote of the Governing Board would be necessary for such impeachment to take place.

ARTICLE XV

Indemnification of Officers, Directors, and Employees

15.1 Scope of Indemnification. The Corporation shall indemnify and hold harmless each of its officers, directors, and employees to the fullest extent permitted under Florida law provided the act giving rise to a claim for damages by a third party does not constitute violation of Florida Statute 617.0834.

ARTICLE XVI

Policies and Procedures

16.1 Governing Board may adopt any policies and procedures necessary for the optimal functioning of the organization as long as such policies do not contradict the letter and the spirit of these by-laws and are meant for the sole purpose of furthering the goals and purposes of this corporation.

ARTICLE XVII

17.1 No liquor, alcoholic beverages or meat shall be consumed on the premises. No smoking shall be permitted in the Temple building.

(30)

AMENDMENT TO THE BYLAWS
OF
SOUTH FLORIDA HINDU TEMPLE, INC.

This Amendment (this "Amendment") to the Bylaws (the "Bylaws") of **SOUTH FLORIDA HINDU TEMPLE, INC.**, a Florida not-for-profit corporation (the "Corporation"), is dated and shall be deemed effective as of the 2nd day of November, 2007. Unless the context otherwise requires, any capitalized term defined but used herein shall have the meaning given to such word or words in the Bylaws. *In the event of any conflicts or contradictions between the original bylaws and the approved amendments the amendments shall prevail without exception and be applied as dictated by the amendment.*

NOW, THEREFORE, in consideration of the premises and by virtue of the authority of the General Body, the Bylaws are hereby amended as follows:

AMENDMENT NO. 1

Executive Board. Each reference in the Bylaws to The term "*Executive Board*" is hereby amended to be a reference to the term "*Executive Committee*" throughout the Bylaws.

AMENDMENT NO. 2 Term of office

Section 5.4 of the Bylaws is deleted in it's entirety and replaced with the following.

5.4 *Term of Office Except for the immediate past Chairperson and the current Chairperson of the Executive Committee, who shall serve as ex-officio members, a Governing Board member shall serve a staggered terms of three (3) years, commencing on January 1st of each year immediately following the date of the annual meeting at which such member is elected by the General Body. The member's term shall expire on December 31st one day prior to the third anniversary of the appointment.*

Commencing in 2008, the initial term for each member shall be staggered and determined by lot of either one, two or three years. Thereafter, the Board Member elected to fill the positions in subsequent elections will serve the full three year term.

AMENDMENT NO.3 Elections

2

Sections 9.1 and 9.4 of Article IX of the Bylaws are hereby deleted in their entirety and replaced with the following:

9.1 Executive Committee Members and Governing Board Members. The Executive Committee members and The Governing Board shall be elected at the annual meeting of the Life Members to fill expired positions in aforementioned bodies vacant due to the completion of the applicable term for such positions or to fill any other vacancy that has not been filled by the respective bodies in accordance with these Bylaws. A slate of candidates shall be presented by the Nominating Committee with notice of the meeting given to every Life Member. The Nominating Committee shall nominate a slate of candidates for the applicable number of positions on the Governing Board or the Executive Committee, which will then be voted on by the Life Members. Additional nominations may be made from the floor at the annual meeting of the Life Members.

9.4 Insufficient Nominees. If any Governing Board positions or Executive Committee positions are not filled at an election, the same shall be filled by the Governing Board as per sections, 5.10 and 6.13 respectively.

AMENDMENT 4: Eligibility Criteria to serve on the Governing Board.

Sections 5.10 a,b & c of the bylaws will be deleted in it's entirety and replaced with the following.

5.10a To be eligible to serve on the Governing Board
b. the nominee must be:

- (a) A Founding Trustee Member of South Florida Hindu Temple OR
- (b) A Benefactor Member of South Florida Hindu Temple, OR
- (c) A Trustee/Patron/Life Member with the following service criteria:
 - (i) Having served on a Temple Committee or Executive Committee for an aggregate of 6 years or
 - (ii) Served as an officer of the Executive Committee for 3 years, OR
- (d) A Trustee Member with a cumulative donation of more than \$50,000 and having served on any temple committee for an aggregate for 3 years

II) Nominee must be willing to dedicate sufficient time to the organization activities.
III) Nominee must present credentials to support his nomination to the Governing Board/ Nominating Committee.

AMENDMENT NO.5 5.15 Member Participation

5.15 Benefactors & Founding Trustee Members will be able to participate in all Governing Board proceedings as non voting members.

Additionally, any active member of the General Body may attend the Governing Board Meetings in the observer capacity unless Chairperson of the Governing Board at his her discretion needs to conduct the meeting in an Executive session.

Amendment No 6- Composition of the Governing Board

Sections 5.2& 5.3, in the Bylaws will be deleted in it's entirety and replaced with the following .

5.2 The Governing Board shall consist of nine elected member. The current Chairperson of Executive Committee and Immediate Past Chairperson of Executive Committee shall serve as ex-officio members.

5.3 Governing Board: The Governing Board shall consist of (a) three Benefactor Members or Founding Trustee members, (b) three Trustee Members, & (c) three Patron or Life Members, (d) one Immediate past Chairperson of the Executive Committee, and (f) one Current Chairperson of the Executive Committee, for a total of nine elected members and two ex-officio members.. The Governing Board may by resolution from time to time change the number of its members but in no event shall the number of members of the Governing Board be less than four (4). For any change in the number of members of the Governing Board, an affirmative vote of 2/3rds of all the members of the Governing Board in office shall be required.

Amendment No. 7 Vacancy and Replacement

Section 5.10 of the current bylaws will be deleted in its entirety and replaced with the following.

5.10 Vacancy and Replacement. A vacancy on the Governing Board may be created by either a Governing Board member's death, disability, resignation or removal. A vacancy may also result from an increase in the number of members on the Governing Board or a failure to elect a member to fill the position of a member whose term has expired. Such vacancy may be filled either:

(i) at the election that is held at the annual meeting of the Life Members that follows the date on which such vacancy is created, in accordance with the procedures for nominating and electing members of the Governing Board as set forth in Article IX of these Bylaws, or

(ii) at the discretion of the Governing Board, by the remaining members of the Governing Board prior to any such annual meeting by following the procedures set forth in Section 5.10.1, Section 5.10.2 and Section 5.10.3, below.

5.10.1 By the Governing Board. In the event that the Governing Board determines that it will fill a vacancy on the Governing Board prior to the annual meeting of the members as permitted under Section 5.10 above, the Governing Board, by a majority vote, shall nominate an eligible person to fill the vacancy. Subject to the provisions of Section 5.10.2 below, a nominee to fill a vacancy must satisfy the applicable class and eligibility qualifications as well as requirements for the vacant position to be filled, as set forth in Section 5.10 of these Bylaws. By way of example and not limitation, subject to the provisions of Section 5.10.2, any person who is nominated to fill a vacancy that is created in the Trustee Board Member class shall satisfy the eligibility qualifications and requirements that are set forth in Section 5.10 of these Bylaws.

5.10.2 Alternative Candidates. Notwithstanding the provisions of Section 5.10.1 hereof, in the event that the Governing Board or the Nominating Committee, as applicable, is unable to nominate a candidate that satisfies the applicable class and eligibility qualifications and requirements for the vacant position, then the Governing Board or the Nominating Committee, as applicable, may nominate a nominee that satisfies the qualifications and requirements for a member of any of the other class of the Governing Board. By way of example and not limitation, in the event that a vacancy is for a Trustee Board Member position, and no candidates are available that satisfy the eligibility qualifications and requirements for such position that are set forth in Section 5.10 of the Bylaws, then such vacancy may be filled by a candidate that meets the eligibility qualifications and requirements for a Life Board Member position that are set forth in Section 5.10 of the Bylaws.

5.10.3 Term of Office for Person Elected to Fill Vacancy. Any person who is elected or appointed by the Life Members or the Governing Board, as applicable, to fill a vacancy shall serve a term commencing on the date that such person is so elected or appointed and expiring on the date that the original term of the person who had

previously occupied such position would have expired had such person continued in such office through the end of such person's term.

Except as otherwise expressly set forth herein the Bylaws are hereby reaffirmed and approved.

The undersigned, hereby certifies that this Amendment was adopted on the 30th day of November, 2007.

Smeeta Patel
President

[Signature]
Vice President

Prati Maheshwari
Secretary

[Signature]
CFO

STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 30 day of November 2007.



Notary: [Signature]
Print Name: Elizabeth Matos
Notary Public, State of Florida
My commission expires: January 28, 2008