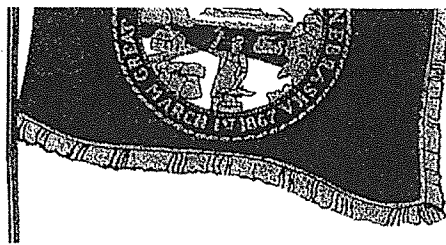


United States of America,
State of Nebraska

} ss.



Department of State

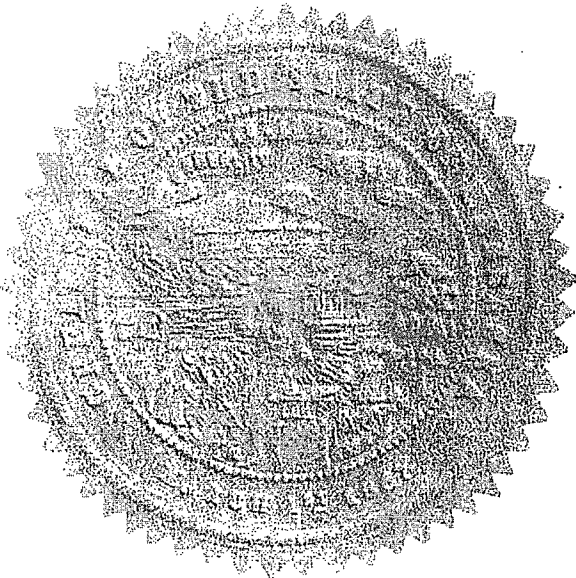
I, Allen J. Beermann, Secretary of State of the
State of Nebraska do hereby certify that

IIT FOUNDATION

filed Articles of Incorporation with its
registered office located in Omaha,
Nebraska, in this office as a nonprofit
corporation on May 1, 1991.

I further certify that said corporation
is in good standing as of this date.

In Testimony Whereof,



I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska.

Done at Lincoln this

first

day of May
in the year of our Lord, one thou-
sand nine hundred and ninety-one.

Allen J. Beermann

SECRETARY OF STATE

DEPUTY

The undersigned, for the purpose of incorporating and organizing a not-for-profit corporation under the Nebraska Nonprofit Corporation Act, do hereby certify and adopt the following Articles of Incorporation:

ARTICLE I.
Name

The name of the Foundation shall be the IIT FOUNDATION.

ARTICLE II.
Duration

The Corporation shall have perpetual existence.

ARTICLE III.
Purposes

The Corporation is organized under §21-19,107 of the Nebraska Nonprofit Corporation Act and shall be exclusively operated for charitable and educational purposes under Section 501(c)(3) of the internal Revenue Code, as amended, or corresponding provisions of any future internal revenue laws. Solely in furtherance thereof, the Corporation may expend and disburse funds to support educational programs at Indian Institute of Technology in Kharagpur, India and elsewhere, including the establishment of endowed chairs, the establishment of faculty and student exchange programs, the sponsorship of lectures, debates and programs, the support of fellowships and scholarships, and other programs as will enrich the cultural, scientific and literary heritage of the Institute.

ARTICLE IV.
Powers

The Corporation shall have and exercise all powers and rights conferred upon corporations by the Nebraska Nonprofit Corporation Act and any enlargement of such powers conferred by subsequent legislative acts including, without limitation thereof, the power to receive gifts, devises, bequests and

25-00

otherwise denied not-for-profit corporations by the laws of the State of Nebraska as are necessary, suitable, proper, convenient or expedient to the attainment of the purposes set forth in Article III.

ARTICLE V. Limitations

A. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director, officer of the Corporation, or private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution 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.

B. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by §4942 of the Internal Revenue Code of 1986, or corresponding provisions of any future internal revenue laws.

C. The Corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future internal revenue laws.

D. The Corporation shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any future internal revenue laws.

E. The Corporation shall not make any investment in a manner as to subject the Corporation to tax under §4944 of the Internal Revenue Code of 1986, or corresponding provisions of any future internal revenue laws.

F. The Corporation shall not make any taxable expenditure as defined in §4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future internal revenue laws.

they may be amended, or by an organization, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986, or corresponding provisions of any future internal revenue laws.

ARTICLE VI. Dissolution

Upon the dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the lawful debts and liabilities of the Corporation, dispose of all of the property of the Corporation by distributing such property exclusively for one or more charitable purposes in such manner as shall at the time qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and as other than a private foundation under Section 509(a) of the Internal Revenue Code of 1986, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the court which has general jurisdiction for the county in which the principal office of the Corporation shall then be located, exclusively for such charitable purposes or to such charitable organization or organizations described in the preceding sentence of this Article VI, as said court shall select.

ARTICLE VII. Directors

The affairs of the Corporation shall be managed by the Board of Directors which shall have and shall exercise all the powers of the Corporation. Directors need not be residents of the State of Nebraska. The number of Directors who constitute the Board of Directors shall be fixed in the Bylaws, but in no case shall the number of duly serving Directors be less than three. The names and addresses of the initial directors until the first annual meeting of the Corporation are:

<u>Name</u>	<u>Address</u>
B. K. GOSWAMI	Director General Tourism Transport House New Delhi, 110001, India

Vinod Gupta

5711 South 86th Circle
P. O. Box 27347
Omaha, NE 68127

G. S. Sanyal

Executive Director STEP
Indian Institute of Technology
Kharagpur 721 302, India

Pradeep Vaish

5513 Elmbank Road
Ranchos Palos Verdes, CA 90274

Directors shall be elected or appointed in the manner provided in the Bylaws.

ARTICLE VIII.

Indemnification of Officers and Directors

The Corporation may indemnify any person (and the heirs and legal representatives of such person) who is or was a director, officer, employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise which he or she serves or served as such at the request of the Corporation, to the extent currently allowed by the Nebraska Nonprofit Corporation Act, or by enlargement thereof conferred by subsequent legislative acts, by specifically providing therefor in the Bylaws of the Corporation.

ARTICLE IX.

Bylaws

The initial Bylaws of the Corporation shall be adopted by the directors appointed in these Articles. Thereafter, the Bylaws may be adopted, amended or repealed by the Directors at any regular or special meeting.

ARTICLE X.

Registered Agent

The place in the State of Nebraska where the principal office of the Corporation is to be located is the City of Omaha, County of Douglas. The street address of the initial registered office of this Corporation is 10050 Regency Circle, Omaha, Nebraska 68114, and the name of the initial registered agent at such address is Thomas R. Pansing, Jr.

Vinod Gupta

5711 South 86th Circle
P. O. Box 27347
Omaha, NE 68127

G. S. Sanyal

Executive Director STEP
Indian Institute of Technology
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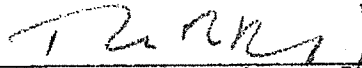
Thomas R. Pansing, Jr.

10050 Regency Circle, Suite 200
Omaha, Nebraska 68114

DATED: April 16, 1991.



Vinod Gupta, Incorporator



Thomas R. Pansing, Jr.,
Incorporator

Amendment to Articles of Incorporation Not-for-profit Corporation (Domestic)

Submit in Duplicate

John A. Gale, Secretary of State
Room 1301 State Capitol, P.O.Box 94608
Lincoln, NE 68509
(402) 471-4079
<http://www.sos.ne.gov>

1. **The Board of Directors duly adopted a resolution proposing to amend the Articles of Incorporation:** at a meeting held on June 7, 2016, at which a quorum of such Board was present.
2. **Approval of Members was not Required:** The Amendment(s) were approved by a sufficient vote of the Board of Directors and approval of members was not required. The Amendment was adopted on June 7, 2016.
3. **Name of Corporation:**

IIT Foundation

4. **The Articles have been amended as follows:**

The name of the Company is hereby changed to: IITKGP Foundation

5. **Previous Registered Agent:** Agent Resigned
6. **New Registered Agent:** Vinod Gupta
7. **Registered Office:** 11218 John Galt Blvd., Suite 201, Omaha, NE 68137, or
P.O. Box 27183, Omaha, NE 68127

Effective Date: June 7, 2016



Signature

Vinod Gupta, Chairman of the Board
Printed Name/Title