

ARTICLES OF INCORPORATION OF NED SCHOLARS

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following articles:

ARTICLE I: NAME

The name of this corporation is NED Scholars.

ARTICLE II: PURPOSE

- A. NED Scholars is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.
- B. This organization is a nonprofit public benefit corporation and is not organized for the private gain of any person.
- C. The main purpose of NED Scholars is to promote Science Technology Engineering and Math (STEM) education in a global environment
- D. NED Scholars recognize that we are living in a world that is supposed to be "flat", thus providing equal opportunities to all to be successful. But in reality, the model fails and we witness huge gap and inequality based on class segregation and poverty. NED Scholars will help talented students/ academics stuck in these situations by providing need-cum-merit scholarships, research grants, nonprofit loans, and other similar financial means in STEM related fields.
- E. NED Scholars scholarships will be for Associate, Bachelors and Graduate degrees in STEM area.
- F. NED Scholars programs include sending out subject matter experts from industries to various academic institutions so as to raise their technical awareness about best practices in industries on a local and global level. It will use public venues as well as utilizing social media channels and the corporation's website to provide facts, statistics, and other related data on STEM issues, current efforts and solutions,
- G. NED Scholars will provide technology transfer through lectures/ workshops/ seminars/webinars and other means.
- H. NED Scholars will establish partnerships with industries and businesses to create internships and mentorship opportunities for talented students.
- I. NED Scholars will provide mentorships to young engineers/scientists/technologists
- J. NED Scholars will hold fundraising events in order to raise funds for its activities and to provide immediate relief and assistance to local and global talented students and academics personals on need-cum-merit basis, regardless of their race, ethnicity, or religion.
- K. To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes
- L. At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

ARTICLE III: ORGANIZATION

NED Scholars is organized upon non stock and directorship basis. It has no real property assets and personal property assets. NED Scholars will be financed through public donations

ARTICLE IV: REGISTERED OFFICE & RESIDENT AGENT

Resident Agent : Muhammad S Ahmed

Resident Agent Address and Mailing Address: 2224 Radcliffe Drive Troy MI 48085 USA

Registered Office Address and Mailing Address: 2224 Radcliffe Drive Troy MI 48085 USA

ARTICLE V: INCORPORATOR

The incorporators for NED Scholars are

Incorporator Name: Muhammad S Ahmed

Address and Mailing Address: 2224 Radcliffe Drive Troy MI 48085 USA

Incorporator Name: Naheed Akhter

Address and Mailing Address: 2224 Radcliffe Drive Troy MI 48085 USA

ARTICLE VI: BOARD OF DIRECTORS

Governance

NED Scholars shall be governed by its board of directors. The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of NED Scholars.

Initial Directors

The names and addresses and office held of the persons designated to act as the initial Board of Directors of this corporation are:

1. Muhammad Sohail Ahmed – 2224 Radcliffe Drive Troy MI 48085
2. Naheed Ahkter – 2224 Radcliffe Drive Troy MI 48085
3. Ubaid ur Rahman – 45253 Bartlett Dr Novi MI 48377
4. Syed Khusro Azmat - 1333 Ouellette Avn. Windsor ON N8X4V4

Members of the initial board of directors shall serve until the first board meeting, at which their successors will be duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VII: NON-PROFIT NATURE

- A. NED Scholars is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- B. No part of the net earnings of NED Scholars shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
- C. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

Prohibited Distributions

- D. No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

Restricted Activities

- E. No substantial part of the corporation's activities shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Prohibited Activities

- F. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII: PERSONAL LIABILITY

No director or volunteer officer of this corporation, or its members shall be personally liable for money damages for any action taken or any failure to take any action or the debts or obligations of NED Scholars of any nature whatsoever, nor shall any of the property or assets of the directors or volunteer officer be subject to the payment of the debts or obligations of this corporation except liability under Act pursuant to section 209(c) of the Nonprofit corporation Act as follows:

- i. The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled.
- ii. Intentional infliction of harm on the corporation, its shareholders or members.
- iii. A violation of section 551.

- iv. An intentional criminal act.
- v. A liability imposed under section 497(a).

ARTICLE IX: DURATION & DISSOLUTION

The duration of the corporate existence shall be perpetual until dissolution. Upon termination or dissolution of the NED Scholars any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving NED Scholars or and which is qualified to receive "qualified conservation contributions" within the meaning of Section 170(h) of said Code, or the corresponding provisions of any future statute of the United States. The organization to receive the assets of the NED Scholars hereunder shall be selected by the discretion of a simple majority of the Board of Directors.

In the event of a liquidation of this corporation, all corporate assets shall be disposed of in such a manner as may be directed by decree of the superior court for the county in which the corporation has its principal office, on petition therefore by the Attorney General or by any person concerned in the dissolution, in a proceeding to which the Attorney General is a party.

ARTICLE X: MEMBERSHIPS

NED Scholars shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE XI: AMENDMENTS

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE XII: ADDRESS OF THE CORPORATION

The physical address of the corporation is 2224 Radcliffe Drive Troy MI 48085 USA

The mailing address of the corporation is 2224 Radcliffe Drive Troy MI 48085 USA

IN WITNESS WHEREOF, the undersigned, being the Incorporators of [name of nonprofit] and the initial directors named in these Articles of Incorporation on _____, 20__.

INCORPORATORS

[Muhammad S Ahmed], Incorporator

[Naheed Akhter], Incorporator

Directors

[Muhammad S Ahmed], Director

[Naheed Akhter], Director

[Ubaid Ur Rehman], Director

[Syed Khusro Azmat], Director

DECLARATION

We are the persons whose names are subscribed below. We collectively are all of the incorporators of NED SCHOLARS and all of the initial directors named in the Articles of Incorporation, and we have executed these Articles of Incorporation. The foregoing Articles of Incorporation are out act and deed, joint and severally.

Executed on January 29th, 2015,

at Troy Michigan USA.

We, and each of us, declare that the foregoing is true and correct.

[Muhammad S Ahmed], Incorporator & Director

[Naheed Akhter], Incorporator & Director

[Ubaid Ur Rehman], Director

[Syed Azmat Khusro], Director