

AMENDED AND RESTATED BY-LAWS

OF

BLINKNOW FOUNDATION

(the “Corporation”)

Adopted as of July 29, 2015

ARTICLE I - OFFICES

The principal office of the Corporation shall be in the City of Morristown in the County of Morris in the State of New Jersey.

The Corporation may also have offices at such other places within or without the State of New Jersey as the Board (as hereinafter defined) may from time to time determine or as the business of the Corporation may so require.

ARTICLE II - PURPOSES

The purposes for which this Corporation has been organized are as stated in the Certificate of Incorporation of the Corporation (the “Certificate of Incorporation”) which may be amended as required.

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (the “IRC”), or the corresponding section of any future United States federal tax code.

The Corporation will support a self-sustainable living community for destitute children in the Federal Democratic Republic of Nepal to provide for their most basic needs. The Corporation will also contribute to post-war recovery and peace.

The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 this Article II. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the IRC or

corresponding section of any United States future tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the IRC or corresponding section of any future United States federal tax code.

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the IRC or the corresponding section of any future United States federal tax code, or shall be distributed to the United States federal government, or state or local government for any public purpose. Any such asset not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III - DIRECTORS

1. MANAGEMENT OF THE CORPORATION.

The Corporation shall be managed by a board of directors (the “Board”) which shall consist at any one time of at least three (3), and no more than seventeen (17), directors (each, a “Director”). Each Director shall be at least eighteen years of age.

2. ELECTION AND TERM OF DIRECTORS.

The Board shall determine the initial term of each Director. Following the initial term, the term of each Director shall be three (3) years. At each annual meeting of Directors, the Directors shall elect Directors to fill open Director offices. Each Director’s term in office may be renewed one (1) time, for a total of two (2) terms. Directors may be elected for a third term if, in the sole and absolute discretion of the Board, the continued service of such Director is determined by the Board to be in the best interests of the Corporation. Each Director shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and shall have qualified, or until his or her prior resignation or removal.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS.

Subject to Section 1 of this Article III, the number of Directors may be increased or decreased by a vote of a majority of all of the Directors. No decrease in number of Directors shall shorten the term of any incumbent Director.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of Directors, or resulting from vacancies occurring in the Board for any reason except the removal of Directors without cause, may be filled by a vote of the majority of the Directors then in office, although less than a quorum exists, unless otherwise provided in the Certificate of Incorporation. A Director elected to fill a vacancy caused by resignation, death or removal for cause shall be elected to hold office for the unexpired term of his or her predecessor.

5. REMOVAL OF DIRECTORS.

Any or all of the Directors may be removed by action of the Board. Directors may be removed due to nonfulfillment of duties required by the Board, failure to perform duties to an acceptable standard (as the Board may determine in its sole and absolute discretion), misconduct, theft and misrepresentation of the Corporation, in each case by a majority vote of the Board. A Director shall be removed if he or she fails to attend at least two (2) meetings of the Board per year, unless such requirement is waived by a majority of the Board.

6. RESIGNATION.

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise expressly specified in the notice, the resignation shall be deemed effective for all purposes upon receipt thereof by the Board or such officer. A formal or informal acceptance of such resignation by the Board, such officer or the Corporation shall not be necessary for the effectiveness thereof.

7. QUORUM OF DIRECTORS.

Unless otherwise provided in the Certificate of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or any specified item of business.

8. ACTION OF THE BOARD, VOTING.

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote. Any or all Directors may participate in a meeting of the Board by means of teleconference or any means of communication by which all persons participating and entitled to vote in the meeting are able to hear each other, and participation in a meeting pursuant to this Section 8 shall constitute presence in person at such meeting.

The Board may also act by electronic voting. The Chair (as hereinafter defined) shall establish a time frame for an electronic vote (an “e-vote”) of no shorter than forty-eight (48) hours. An e-vote shall be held upon not less than twenty-four (24) hours’ notice if given orally (either telephonically or in person); upon not less than forty-eight (48) hours’ notice if given by electronic mail; upon not less than three (3) days’ notice if given by reputable overnight courier service; or upon not less than five (5) days’ notice if given by United States certified mail, return receipt requested. The notice of an e-vote shall specify the time frame and subject matter of the e-vote and provide any documentation relevant to the e-vote. The Board shall prescribe such other rules for conducting an e-vote as the Board deems necessary in its sole and absolute discretion.

The e-vote of a majority of the Directors entitled to vote shall be the act of the Board. The result of an e-vote shall be filed in the Corporation’s minute book.

9. ACTION WITHOUT MEETINGS.

The Board may act without a meeting if, prior or subsequent to the action, each Director consents in writing to the action. The written consents shall be filed in the Corporation's minute book.

10. PLACE AND TIME OF BOARD MEETINGS.

The Board may hold its meetings at the office of the Corporation or at such other places, either within or without the State of New Jersey, as it may from time to time determine. The Board shall hold at least four (4) meetings per year. Each Director shall be required to attend at least two (2) Board meetings per year to remain a Director.

11. REGULAR ANNUAL MEETING.

A regular annual meeting of the Board shall be held. The Chair shall determine the date of the regular annual meeting. The agenda of the regular annual meeting shall include, but is not limited to, (i) the Treasurer's report on the audited financial statements for the previous fiscal year, (ii) the appointment of the auditor for the ensuing year, (iii) the review of the Corporation's Form 990, (iv) the proposed budget for the Kopilla Valley Home and School for the ensuing year and (v) committee reports by all committee chairs. The Board in its discretion may conduct such business at another meeting of the Board.

12. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

Regular meetings of the Board (including the regular annual meeting) may be held without notice, provided that the Board previously adopted a schedule for such meetings. Special meetings of the Board shall be held upon not less than twenty-four (24) hours' notice if given orally (either telephonically or in person); upon not less than forty-eight (48) hours' notice if given by electronic mail; upon not less than three (3) days' notice if given by reputable overnight courier service; or upon not less than five (5) days' notice if given by United States certified mail, return receipt requested. The notice of the special meeting shall specify the time and place, and may, but need not, specify the purposes of the meeting. Notice of any meeting need not be given to any Director who signs a waiver of notice, whether before or after the meeting. The attendance at a meeting without protesting the lack of notice of the meeting prior to the conclusion of the meeting shall constitute a waiver of notice for all purposes by that Director.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

13. CHAIR AND VICE CHAIR.

The Board shall elect a Chair (the "Chair"), who shall preside at all meetings of the Board, notify members of upcoming Board meetings and set the agenda for each Board meeting. The Chair shall also appoint all members of the Board committees and shall appoint ad hoc committees as he or she deems necessary. The Board shall also elect a Vice Chair (the "Vice Chair"), who shall

preside at meetings and act in place of the Chair in the Chair's absence or inability to perform the duties of the Chair. The Chair and Vice Chair shall each be elected for a term of three (3) years, or such other term as the Board may determine in its sole and absolute discretion, and shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and shall have qualified, or until his or her prior resignation or removal. The Board may elect a new Chair or Vice Chair upon the resignation or removal of the Chair or Vice Chair, as applicable. In the case of a vacancy in the office of Chair or Vice Chair, the President or Secretary shall perform or cause to be performed the duties of Chair or Vice Chair, as applicable.

14. EXECUTIVE COMMITTEE.

The Board shall establish an executive committee (the "Executive Committee") consisting of the Chief Executive Officer (as hereinafter defined), Chair, Vice Chair and Treasurer (as hereinafter defined). The Executive Committee shall be responsible for carrying on the business of the Board between meetings of the Board. The Executive Committee shall have the same authority as the Board to act on behalf of the Corporation.

15. EDUCATION COMMITTEE.

The Board may establish an education committee (the "Education Committee"), which shall be responsible for supporting the educational and educational development activities of the Kopilla Valley School. The Board shall appoint a chair of the Education Committee.

16. MEDICAL COMMITTEE.

The Board may establish a medical committee (the "Medical Committee"), which shall be responsible for supporting the medical needs of the Kopilla Valley School, Kopilla Valley Home and the Kopilla Valley community. The Board shall appoint a chair of the Medical Committee.

17. DEVELOPMENT COMMITTEE.

The Board may establish a development committee (the "Development Committee"), which shall be responsible for, among other things, (i) reviewing and developing plans associated with fundraising, donor development and follow-up, (ii) maintaining records of all donors and (iii) insuring appropriate acknowledgment and follow-up to develop ongoing support. The Chair or the Board may assign the Development Committee additional responsibilities. The Board shall appoint a chair of the Development Committee.

18. FINANCE AND AUDIT COMMITTEE.

The Board may establish a finance and audit committee (the "Finance and Audit Committee"), which shall be responsible for, among other things, (i) recommending to the Board the appointment of an independent auditor, (ii) evaluating the effectiveness of accounting procedures and internal controls, (iii) reviewing and recommending annual budgets to the Board and (iv) developing investment recommendations. The Treasurer shall serve as Chair of the Finance and Audit Committee.

ARTICLE IV - OFFICERS

1. OFFICES, ELECTION, TERM.

Unless otherwise provided for in the Certificate of Incorporation, the Board may elect or appoint a president (the "President"), one or more vice-presidents ("Vice-President"), a secretary (the "Secretary") and a treasurer (the "Treasurer") of the Corporation, and such other officers of the Corporation as the Board may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office for a term of two (2) years. Each officer shall hold office for the term for which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified.

2. REMOVAL OR RESIGNATION.

Any officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president and secretary.

3. PRESIDENT.

The President shall be the chief executive officer of the Corporation (the "Chief Executive Officer"); he or she shall have the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

4. VICE-PRESIDENTS.

During the absence or disability of the President, the Vice-President, or if there are more than one, the Executive Vice-President, shall have all the powers and functions of the President. Each Vice-President shall perform such other duties as the Board shall prescribe.

5. TREASURER.

The Treasurer shall act under supervision of the Board and have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the Board may elect; he or she shall, when duly authorized by the Board, sign and execute all contracts in the name of the Corporation, when countersigned by the President; he or she shall also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the Board and shall be countersigned by the President; he or she shall be responsible for all funds of the Corporation and shall keep or cause to be kept all records of assets and liabilities and transactions of the Corporation and at all reasonable times exhibit his or her books and accounts to any Director or member of the Corporation upon application at the office of the Corporation during ordinary business hours. At the end of each corporate year, he or she shall have an audit of the accounts of the Corporation made by a committee appointed by the President, and shall present such audit in writing at the annual meeting of the Board, at which time he or she shall also present an annual report setting forth in full the financial conditions of the Corporation. The Treasurer shall also insure that the Corporation maintains an adequate amount (as determined by the Board) of directors and officers

liability insurance and such insurance shall cover each Director and officer of the Corporation. The Treasurer shall serve as the chair of the Financial and Audit Committee.

6. SECRETARY.

The Secretary shall keep or cause to be kept the minutes of the Board and also the minutes of the members. The Secretary shall also distribute or cause to be distributed the minutes of meetings as prescribed by the Chair. He or she shall have the custody of the seal of the Corporation and shall affix and attest the same to documents executed on behalf of the Corporation as authorized by the Board. He or she shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the Board may direct; he or she shall attend to such correspondence as may be assigned to him or her, and perform all the duties incidental to his or her office.

7. SURETIES AND BONDS.

In case the Board shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his or her duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his or her hands.

ARTICLE V - INDEMNIFICATION

To the fullest extent permitted by law a Director or officer (or former Director or officer) of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a Director or officer.

The Corporation shall indemnify, to the fullest extent permitted by applicable law, any Director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Corporation shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

The Corporation shall have the power to indemnify, to the extent permitted by applicable law, any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses

(including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article V, nor the adoption of any provision of the Certificate of Incorporation inconsistent with this Article V, shall eliminate or reduce the effect of this Article V in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article V, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VI - MISCELLANEOUS

1. DIRECTORS AND OFFICERS INSURANCE.

The Corporation shall provide directors and officers liability insurance in such adequate amounts as determined by the Board. Such insurance shall cover each Director and officer of the Corporation.

2. CONFLICTS.

No officer or Director shall engage in any transaction, business, etc., that is in material conflict with the Corporation or the interests of the Corporation. The Board shall determine in its sole and absolute discretion whether a material conflict exists.

3. NON-DISCRIMINATION.

The Board has a policy of non-discrimination in regard to race, religion, national origin, age and sex. Such policy is applicable to employment and Board membership with the Corporation.

ARTICLE VII - FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE VIII - CORPORATE SEAL

The corporate seal shall be in such form as the Board shall prescribe.

ARTICLE IX - CONSTRUCTION

If there is any conflict between the provisions of the Certificate of Incorporation and these by-laws, the provisions of the Certificate of Incorporation shall govern. In the event any provision of these by-laws is found to be prohibited by law, regulation or otherwise, such prohibition shall not be deemed to nullify the remainder of these by-laws and the effect shall be solely confined to the prohibited provision.

ARTICLE X - AMENDMENTS

These by-laws may be adopted, amended or repealed by majority vote of the Board at a Board meeting or special meeting called by the Chair.

If any by-law regulating an impending election of Directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of all Board members for the election of Directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

ARTICLE XI - CONDUCT

Due to the Corporation's strong commitment to high moral standards based on traditional values, the Corporation reserves the right to expect all of its officers and Directors to maintain high moral standards and social values that do not conflict with traditional spiritual morals.

The foregoing Amended and Restated By-Laws were adopted by the Board of Directors of BlinkNow Foundation on the 29th day of July, 2015.