

**AMENDED AND RESTATED BY-LAWS
OF
BLINKNOW FOUNDATION**

(the “Corporation”)

Adopted as of July 21, 2021

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 Corporation is organized for one or more of the purposes permitted by the New Jersey Nonprofit Corporation Act, specifically for charitable and educational purposes, including for the purpose of supporting a self-sustainable living community for vulnerable children and their families in the Federal Democratic Republic of Nepal by providing for their most basic needs and for the purpose of operating the Kopila Valley School, Children’s Home, Health Clinic, and Women’s Center. The Corporation will also contribute services to strengthen our families and our local community to meet the challenges of Nepal.

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 federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 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 future federal 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 federal tax code.

Upon the dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, all remaining 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 federal tax code, to an entity which has a similar purpose of the Corporation. 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 - TRUSTEES

1. MANAGEMENT OF THE CORPORATION.

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

2. ELECTION AND TERM OF TRUSTEES.

The Board shall determine the initial term of each Trustee, with such initial term not to exceed three (3) years. Following the initial term, the term of each Trustee shall be three (3) years. At each annual meeting of the Board, the Trustees shall elect Trustees to fill open Trustee offices. Each Trustee’s term in office may be renewed one (1) time, for a total of two (2) terms. Trustees may be elected for a third term if, in the sole and absolute discretion of the Board, the continued service of such Trustee is determined by the Board to be in the best interests of the Corporation. Each Trustee shall hold office until the expiration of the term for which they were elected or until their prior resignation or removal.

3. INCREASE OR DECREASE IN NUMBER OF TRUSTEES.

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

4. NEWLY CREATED TRUSTEESHIPS AND VACANCIES.

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

5. REMOVAL OF TRUSTEES.

Any or all of the Trustees may be removed by action of the Board. Trustees 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 Trustee shall be removed if such Trustee 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 Trustee 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 TRUSTEES.

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 Trustees present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Trustee present shall have one vote. Any or all Trustees 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 Trustees 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 Trustee 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 Trustee shall be required to attend at least two (2) Board meetings per year to remain a Trustee. Trustees may attend meetings in person or virtually via teleconference, videoconference or any other method authorized by the Board.

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 Kopila 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 Trustee 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 Trustee.

A majority of the Trustees 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 Trustees who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Trustees.

13. CHAIR AND VICE CHAIR.

The Board shall elect a Chair (the "Chair"), who shall preside at all meetings of the Board, notify Trustees of upcoming Board meetings and set the agenda for each Board meeting. The Chair shall also appoint the Trustees to each of the Board committees and shall appoint ad hoc committees as the Chair 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 (1) year and shall hold office until the expiration of the term for which they were elected or until their 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”). 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. OTHER COMMITTEES.

The Board may establish other committees to address business needs. Each committee shall have a committee charter and shall record its current task or charge at the annual meeting.

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 one (1) year. Each officer shall hold office for the term for which such officer is elected or appointed and until such officer’s 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”). The President 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. The President is an ex officio voting member of the Board and is not subject to term limits.

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 having care and custody of all the funds and securities of the Corporation. They shall keep or cause to be kept complete and accurate books and records in accordance with generally accepted accounting principles. The Treasurer is responsible for the accurate and timely preparation of the organization's financial statements, annual budget, and comparison of budget to actual results. In addition, they will ensure proper internal financial controls are in place for safeguarding of the organization's financial assets and ensure the organization complies with all regulatory reporting requirements. At the end of each fiscal year, the Treasurer shall have an audit performed of the accounts of the Corporation by an accredited third-party auditor approved by the Board.

6. SECRETARY.

The Secretary shall keep or cause to be kept the minutes of the Board. The Secretary shall also distribute or cause to be distributed the minutes of meetings as prescribed by the Chair. The Secretary 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. The Secretary 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; the Secretary shall attend to such correspondence as may be assigned to the Secretary, and perform all the duties incidental to the office of Secretary.

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 such officer's 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 such officer's hands.

ARTICLE V - INDEMNIFICATION

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

The Corporation shall indemnify, to the fullest extent permitted by applicable law, any Trustee 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 such person is or was a Trustee, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Trustee, 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 such person is or was a Trustee, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Trustee, 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. TRUSTEES AND OFFICERS INSURANCE.

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

2. CONFLICTS.

No officer or Trustee 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.

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual orientation, gender identity, mental or physical disability or any category protected by state or federal law.

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

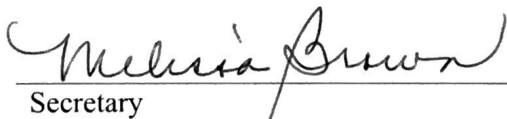
These by-laws may be adopted, amended or repealed by majority vote of the Board at a Board meeting or special meeting called by the Chair.

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

The foregoing Amended and Restated By-Laws were adopted by the Board of Trustees of BlinkNow Foundation on the 21st day of July, 2021.



President



Secretary



Treasurer