

## DESI AMERICAN WOMAN NETWORK

### PLAN OF CONVERSION

For Office Use Only

**-FILED-**

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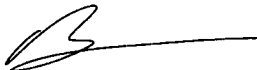
WHEREAS, DESI American Woman Network, an Idaho unincorporated nonprofit association (hereinafter referred to as "Company") formed under Section 30-21-102(11) of the Idaho Uniform Unincorporated Nonprofit Association Act, plans to convert from an unincorporated nonprofit association into an Idaho nonprofit corporation, subject to approval by the governing body of the Company, and the filing of the Statement of Conversion with the Idaho Secretary of State; and

WHEREAS, the Idaho Model Entity Transactions Act requires a converting entity as defined in Section 30-21-102(11) including an Idaho unincorporated nonprofit association to adopt a Plan of Conversion which is filed with the Idaho Secretary of State;

NOW, THEREFORE, DESI American Woman Network, hereby sets forth the details for such conversion into DAWN Foundation, Inc., an Idaho nonprofit corporation in this Plan of Conversion:

1. DESI American Woman Network has agreed to convert the Company, an Idaho unincorporated nonprofit association, to an Idaho nonprofit corporation (the "Conversion") to be known as DAWN Foundation, Inc. and to perform such acts and execute such documents as may be necessary and/or convenient to effect the Conversion.
2. *Conversion.* Upon the filing of the Plan of Conversion with the Idaho Secretary of State, DESI American Woman Network shall be converted into the DAWN Foundation, Inc. pursuant to, and in accordance with the requirements of Title 30 Chapter 22 Section 402(3) of the Idaho Code.
3. *Creation of Sole Member.* DESI American Woman Network does not currently have any members with voting rights but upon Conversion, the DAWN Foundation, Inc. will have a single member as described in its new attached Articles of Incorporation which are attached hereto as Exhibit A.
4. *Employer Identification Number.* The Company's employer identification number will continue to be the employer identification number of the DAWN Foundation, Inc. following Conversion.

IN WITNESS WHEREOF, the Company has approved this Plan of Conversion in accordance with Title 30 Chapter 22 Section 402(3) of the Idaho Code and the undersigned has executed this Plan of Conversion as of September 12, 2024.



Beenish Mannan, Manager

**EXHIBIT A**  
**ARTICLES OF INCORPORATION**  
**OF**  
**DAWN FOUNDATION, INC.**

The undersigned, for the purpose of organizing a corporation under the provisions of the Idaho Nonprofit Corporation Act (the "Idaho Act"), adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of this corporation is "DAWN Foundation, Inc."

**ARTICLE II**  
**PURPOSES AND POWERS**

This corporation is organized and shall at all times be operated exclusively for charitable and educational purposes, all within the meaning of, and as contemplated and permitted by Sections 170(c)(2), 501(c)(3), 509(a)(3), and 2055(a) of the Code.

For such purposes, and not otherwise, this corporation shall have and may exercise all powers that are afforded to this corporation by the Idaho Act and by any future laws amendatory thereof and supplementary thereto; provided, however, that this corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code or by a corporation that is described in, and contributions to which are deductible for federal income and estate tax purposes under, Sections 170(c) and 2055(a) of the Code.

All references in these Articles of Incorporation to a particular section of the Code shall include the corresponding provisions of any future federal tax law.

**ARTICLE III**  
**REGISTERED OFFICE AND AGENT**

The registered office of this corporation is located at 2850 Summit Drive, Pocatello, Idaho 83201-8004, and its registered agent at that address is Beenish Mannan.

**ARTICLE IV**  
**INCORPORATOR**

The name and address of the incorporator, who is an adult natural person, is:

Claire H. Topp  
50 South Sixth Street, Suite 1500  
Minneapolis, Minnesota 55402

## **ARTICLE V SOLE MEMBER**

DESI American Woman Network, Inc., an Idaho nonprofit corporation, shall be the sole member.

## **DIRECTORS**

The management and direction of the business and affairs of this corporation shall be vested in a Board of Directors. The number, qualifications, terms of office, method of selection or election, powers, authority, and duties of the directors of this corporation, the time, place and manner of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in or prescribed pursuant to the Bylaws of this corporation.

The names and addresses of the Board of Directors are;

Luna Banuri  
44 West Broadway  
Apt. 1608  
Salt Lake City, UT 84101

Ekta Patel  
718 Highland Park  
Norman, OK 73069

Mubeen Siddiqui  
330 East 38<sup>th</sup> Street  
Apt 51 MNO  
New York, NY 10016

Bhavisha Patel  
377 Spoon Drive  
Pocatello, ID 83204

## ARTICLE VI NO LIABILITY

Neither the directors, officers, committee members, employees or agents of this corporation shall be personally liable for the payment of any debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of any of the directors, officers, committee members, employees or agents be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

## ARTICLE VII PROHIBITED ACTIVITIES

No part of the net income or earnings of this corporation shall, directly or indirectly, inure to the benefit of any person having a personal and private interest in the activities of this corporation, but this corporation may pay reasonable compensation for services rendered to this corporation in furtherance of its purposes set forth in Article II hereof. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, except pursuant to an election under, and as permitted by, Section 501(h) of the Code, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Except as permitted by applicable law, this corporation shall not lend money to, or guarantee the obligation of, any director or officer of this corporation.

## ARTICLE VIII DISSOLUTION

This corporation may be dissolved in accordance with the laws of the State of Idaho. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets 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 purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

## ARTICLE IX ACTION WITHOUT A MEETING

Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting as described in the Bylaws.

Claire H. Topp  
Claire H. Topp, Incorporator