GOSUMEC FOUNDATION USA

Bylaws

AMENDED AND RESTATED

Consolidated Reference Edition

Charitable contributions and scholarship support for students pursuing careers in medicine and related fields

Adopted by unanimous vote of the Board of Directors, effective May 3, 2025

As amended by Addendum No. 1 — Article X

Certified by the Secretary on September 2, 2026

CORPORATE RECORD

Document Particulars

CORPORATION	GOSUMEC Foundation USA
ENTITY TYPE	California nonprofit public benefit corporation
FEDERAL EIN	92-1826702
TAX STATUS	Organized and operated exclusively for charitable and educational purposes described in Section 501(c)(3) of the Internal Revenue Code
PRINCIPAL OFFICE	177 Telles Lane, Fremont, California 94539
PURPOSE	Charitable contributions and scholarship support for students pursuing careers in medicine and related fields
GOVERNING LAW	California Nonprofit Public Benefit Corporation Law [Corp. Code §§ 5110 et seq.]
AUTHORITY TO AMEND	Section 6.4 — Board of Directors
MOTTO	*Non sibi sed omnibus* — not for oneself, but for all

CORPORATE RECORD

Record of Adoption and Amendment

Date	Action	Authority and certification
May 3, 2025	Amended Bylaws adopted in their entirety, Articles I through X.	Unanimous vote of the Directors at a regularly called meeting; certified by Anil Sheth, MD, Treasurer and President-elect.
September 2, 2026	Addendum No. 1 — Article X amended and restated as "Dissolution and Distribution of Charitable Assets."	Board of Directors acting under Section 6.4 at the regular Q3 meeting; certified by Rohit Shahani, MD, Secretary, at the Certificate of Secretary herein.
September 2, 2026	Section 4.9 amended to add a fourth regular meeting in December, on a date fixed in advance by the Board.	Board of Directors acting under Section 6.4 at the regular Q3 meeting.
September 2, 2026	Consolidated Reference Edition issued, integrating Addendum No. 1 into the body of the Bylaws.	Entered in the Book of Minutes with the original Bylaws pursuant to Section 6.5.

This edition reproduces the Bylaws as adopted, with Article X presented as amended and restated by Addendum No. 1; the Addendum is reproduced in full at Appendix A. Should this reference edition differ in any respect from the instruments entered in the Book of Minutes, the instruments of record govern.

Custody of the Record

The Secretary keeps the corporation's Articles and Bylaws, as amended to date, together with the Book of Minutes at the principal office in the State of California (Section 5.8). Every amendment or new Bylaw is copied into the Book of Minutes with the original Bylaws (Section 6.5). The Bylaws as amended, certified by the Secretary, are open to inspection by the Directors at all reasonable times during office hours (Section 9.3), and every Director has the absolute right at any reasonable time to inspect the books, records, and documents of the corporation (Sections 4.17 and 9.2).

Resolution of Approval

RESOLVED, that the Consolidated Reference Edition of the Bylaws of GOSUMEC Foundation USA dated September 2, 2026, incorporating Addendum No. 1 and non-substantive conforming corrections, is approved as the Bylaws of the corporation; and further **RESOLVED**, that the Secretary is directed to enter this Edition in the Book of Minutes together with the original Bylaws in accordance with Section 6.5.

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ARTICLE I

Location of Offices

I

The name of this corporation is GOSUMEC Foundation USA. It is a California nonprofit public benefit corporation with principal offices at 177 Telles Lane, Fremont, California 94539.

ARTICLE II

Purpose

II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purposes of this corporation are to provide charitable contributions to needy students pursuing careers in medicine and related fields; using its income and principal to carry on activities or programs which support or benefit the corporation; and to engage in any other lawful activities permitted under the California Nonprofit Public Benefit Corporation Law. The recital of these purposes as contained in this paragraph is intended to be exclusive of any and all other purposes, this corporation being formed for such public and charitable purposes only.

ARTICLE III

Membership

III

3.1 Members

The corporation shall have no members. Any action that would otherwise require approval by a majority of all members shall only require approval of the Board of Directors ("Board"). All rights that would otherwise vest in the members shall vest in the Board.

3.2 Associates

Nothing contained in Section 3.1 of these Bylaws shall be construed to limit the right of the corporation to refer to persons associated with the corporation as “members” even though these persons are not corporate members, and no such reference in or outside of these Bylaws shall constitute anyone being a member, within the meaning of Corp. Code § 5056. The corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law [Corp. Code §§ 5000 et seq.], on any person or persons who do not have the right to vote for the election of Directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation’s Articles or Bylaws, but no such person shall be a member within the meaning of Corp. Code § 5056.

ARTICLE IV

Directors

IV

4.1 Powers

Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the California Corporations Code, all the activities and affairs of the corporation shall be exercised by or under the direction of the Board of Directors. Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) to select and remove all the officers, agents and employees of the corporation, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation, and in their discretion require from them security for faithful service;

(b) to make disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as are more fully set out in the Articles of Incorporation and generally to conduct, manage, and control the activities and affairs of the corporation and to make rules and regulations not inconsistent with law, with the Articles of Incorporation, or with these Bylaws, as they may deem best;

(c) to adopt, make, and use a corporate seal and to alter the form of the seal from time to time as they may deem best;

(d) to borrow money and incur indebtedness for the purposes of the corporation and to execute and deliver, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities; and

(e) to the extent permitted by the exempt status of the organization, to carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may legally engage.

4.2 Number of Directors

The authorized number of Directors of the corporation shall be seven (7), until changed by an amendment of the Articles of Incorporation or by an amendment to these Bylaws. The Founding Director will be one of these seven directors. The number may be changed by the vote or written assent of a majority of the directors then in office.

4.3 Founding Directors

There shall be two Founding Directors—Dr. Sanjay M. Bindra and Dr. Archana Bindra—each of whom shall hold a permanent seat on the Board of Directors, in recognition of their foundational leadership in establishing and growing the GOSUMEC Foundation USA. They shall remain on the Board of Directors for as long as they choose to serve. Dr. Sanjay Bindra shall continue to serve as Chair of the Board, unless Dr. Sanjay Bindra voluntarily steps down or is unable to serve. The Founding Directors are exempt from term limits and biennial re-election requirements. The Founding Directors shall be generally responsible for ensuring that all policies, directives, and activities are in compliance with the corporation's purpose and shall serve in perpetuity until they resign of their own accord.

4.4 Selection and Tenure of Office

Other than the Founding Directors, each Director shall serve a two-year term, beginning after the initial four-year term ending in 2026. Starting in 2027, ONE Director shall retire biennially, ensuring continuity and regular board renewal in alignment with best governance practices. Directors may be re-elected for consecutive terms. The retiring Director in 2027, unless self-determined, shall be chosen by lottery. Directors shall be elected at the first regular meeting of the Board each year, or at a special meeting convened for that purpose. If an election is not held as scheduled, it may be conducted at a later special meeting of the Board. A retiring director may re-nominate himself/herself for election, and Directors can serve any number of terms. If any meeting is not held or the Directors are not elected at that meeting, the Directors may be elected at any special meeting of Directors held for that purpose.

4.5 Qualifications

Other than the initial directors, each Director must have been a member of the corporation for at least one (1) year immediately prior to election and must believe without reservation in the purposes of the organization. In addition, each Director must have attended and fully participated in at least one official event of the corporation.

4.6 Vacancies

Subject to the provisions of Corp. Code § 5226, any Director may resign.

A vacancy on the Board of Directors shall be deemed to exist in case of the death, resignation, removal, or disqualification of any Director, or if the number of authorized Directors is increased. Vacancies shall be filled by a majority vote of the remaining Directors, even if fewer than a quorum are present, or by a sole remaining Director. The appointee shall serve the remainder of the unexpired term and may be nominated for re-election thereafter.

Any resignation shall be effective upon delivery of written notice to the President or Secretary, unless a later effective date is specified. If the resignation is effective at a future date, the Board may appoint a successor in advance, who will assume office at the effective time.

The Board retains the right to remove a Director under Section 4.7 and appoint a replacement to serve out the remainder of the term.

4.7 Removal of Directors

A Director may be removed from office if any of the following has been found to have occurred:

(a) the Director misses three or more consecutive board meetings or four meetings in a calendar year without cause;

(b) the Director becomes physically incapacitated or his or her inability to serve is established in the minds of a majority of the Board;

(c) a conflict of interest is found to exist between the Director and the corporation;

(d) the Director is found to have engaged in activities that are directly contrary to the interests of the corporation;

(e) the Director is found to be engaged in the misrepresentation of the corporation and its policies to outside third parties, either willfully, or on a repeated basis; or

(f) a majority of Directors who meet the qualifications set forth in Section 4.4 determine that the Director has not continued to meet these qualifications.

Before any removal occurs, the Director will be advised of the allegation and the basis for the allegation, and will be given an opportunity to present to the Board any contrary evidence, or explanation he or she may have. Removal must be by a majority vote of all the Directors.

4.8 Place of Meetings

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special or adjourned) of the Board of Directors of the corporation may be held at any place within or without the State of California that has been designated for that purpose by resolution of the Board of Directors or by the written consent of all the members of the Board.

4.9 Regular Meetings

Regular meetings of the Board shall be held without call or notice on the first Saturday of March, June, and September of each year, at 11:00 AM EST, and on a date in December of each year fixed in advance by the Board, at the offices of the corporation, or by virtual conference, unless otherwise modified by the Board; provided, however, should this day fall on a holiday observed by the corporation, then the meeting shall be held at the same time on the next day thereafter.

4.10 Special Meetings

Special meetings of the Board of Directors may be called at any time by order of the President, of any Vice President, of the Secretary, or of two or more of the Directors.

4.11 Notice of Special Meetings

Special meetings of the Board shall be held on 4 days notice by first class mail or a 48-hour notice given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Any notice shall be addressed or delivered to each Director or at the Director's address as it is shown on the records of the corporation or as may have been given to the corporation by the Director for the purpose of notice or, if the address is not shown on the records or is not readily ascertainable, then at the place at which the meetings of the Directors are regularly held.

4.12 Quorum

Except as otherwise provided in these Bylaws, a majority of the authorized number of Directors shall constitute a quorum except when a vacancy or vacancies prevents this majority, whereupon a majority of the Directors in office shall constitute a quorum, provided such majority shall constitute either one third of the authorized number of Directors or at least two Directors, whichever is larger, or unless the authorized number of Directors is only one. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Except as the Articles of Incorporation, these Bylaws and the California Nonprofit Public Benefit Corporation Law may provide, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

4.13 Participation in Meetings by Conference Telephone

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment, as long as all members participating in the meeting can communicate with all of the other members concurrently, each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection, to a specific action to be taken, and the corporation adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the board meeting, and that all statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.

4.14 Waiver of Notice

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

4.15 Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

4.16 Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively consents in writing to the action. The consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of proceedings of the Board.

4.17 Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind, and to inspect the physical properties of the corporation of which the person is a Director, for a purpose reasonably related to that person's interest as a Director.

4.18 Official Board Committees

Committees of the Board may be appointed by resolution passed by a majority of the whole Board. Committees shall be composed of two or more members of the Board, and shall have the powers of the Board as may be expressly delegated to it by resolution of the Board of Directors, except with respect to:

(a) the approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires members' approval (must be approved by the Board as a whole);

(b) the filling of vacancies on the Board or on any committee;

(c) the fixing of compensation of the Directors for serving on the Board or on any committee;

(d) the amendment or repeal of Bylaws or the adoption of new Bylaws;

(e) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(f) the appointment of other committees of the Board or the members thereof;

(g) the expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or

(h) the approval of any self-dealing transaction, as these transactions are defined in Corp. Code § 5233.

Any committee may be designated an Executive Committee or by another name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provision of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

4.19 Fees and Compensation

Directors (as such) shall not receive compensation for their services as Directors. Directors may receive a reasonable allowance for personal services actually rendered pursuant to resolution passed by a majority vote at a regular or special meeting of the members; reimbursement for expenses as may be fixed or determined by the Board.

4.20 Board Attendance and Minutes

The Board shall ensure that minutes are taken and retained for all Board and committee meetings. These minutes shall include attendance, actions taken, and resolutions passed. Each Director's attendance shall be recorded, and chronic absenteeism (missing three or more consecutive meetings or four in a calendar year without cause) may be grounds for removal under Section 4.7. Each Director is expected to attend at least 75% of scheduled board meetings annually, barring extenuating circumstances.

To align with Charity Navigator and BBB Wise Giving Alliance standards, the Board shall:

- Maintain a minimum of five independent voting members.
- Avoid any self-dealing or transactions that could result in conflict of interest unless fully disclosed and approved by disinterested Directors.
- Review and approve the organization's budget and financial statements annually.
- Regularly assess the performance and effectiveness of the organization in achieving its mission (no less than every two years).
- Ensure the organization maintains accurate financial records, publishes an annual report, and makes its Form 990 available to the public.
- Prohibit compensation for service as a board member, unless permitted by law and approved in advance by a majority of disinterested Directors.
- Conduct board meetings with recorded minutes and votes, and retain these as part of corporate records.

ARTICLE V

Officers

V

5.1 Officers

The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer. The corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries and such other officers as may be appointed in accordance with the provisions of Section 5.3 of this Article. One person may hold two or more offices.

5.2 Election

The officers of the corporation, except those officers as may be appointed in accordance with the provisions of Section 5.3 or Section 5.5 of this Article, shall be chosen annually by, and shall serve at the pleasure of, the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

5.3 Subordinate Officers

The Board of Directors may appoint, and may empower the President to appoint, other officers as the business of the corporation may require, each of whom shall hold office for the period, have the authority, and perform those duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

5.4 Removal and Resignation

Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or except in case of an officer chosen by the Board of Directors, by any officer on whom the power of removal may be conferred by the Board of Directors.

Any officer may resign at any time, without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party, by giving written notice to the Board of Directors, or to the President, or to the Secretary of the corporation. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

5.5 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to that office, provided that the vacancies shall be filled as they occur and not on an annual basis.

5.6 Inability to Act

In the case of absence or inability to act of any officer of the corporation and of any person authorized by these Bylaws to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of the officer to any other officer, or any director or other person whom the Board may select.

5.7 President

The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the activities and Officers of the corporation. The President shall preside at all meetings of the Board of Directors. The President shall be ex-officio a member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of a President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

5.8 Secretary

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or other place as the Board of Directors may order, of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting given, the names of those present at the Board and committees' meetings, and the proceedings of the meetings. The Secretary shall keep, or cause to be kept, at the principal office in the State of California and the original and a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and

Doc ID: 9f55e19e112725f90ea4a62f44bdbcbe7d9b4572 shall have other powers and perform other duties as prescribed by the Board.

5.9 Treasurer and Chief Financial Officer

The Treasurer shall be the Chief Financial Officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with depositories designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and the Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of the corporation, and shall have other powers and perform other duties as may be prescribed by the Board of Directors.

5.10 Salaries

None of the Officers shall be entitled to any salary.

ARTICLE VI

Other Provisions

VI

6.1 Endorsement of Documents; Contracts

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing, and any assignment or endorsement thereof, executed or entered into between this corporation and any other person, when signed by any one of the President or any Vice President, and any Secretary, Assistant Secretary, the Treasurer or any Assistant Treasurer of this corporation shall be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same.

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, and except as provided in this Section, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

6.2 Representation of Shares of Other Corporations

The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority in this section may be exercised either by any officer in person or by any other person authorized to do so in proxy or power of attorney duly executed by the officer.

6.3 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law [Corp. Code §§ 5000 et seq.] and in the California Nonprofit Public Benefit Corporation Law [Corp. Code §§ 5110 et seq.] shall govern the construction of these Bylaws.

6.4 Amendments

These Bylaws may be amended or repealed in whole or in part, and new Bylaws adopted by the Board of Directors.

6.5 Record of Amendments

Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book.

ARTICLE VII

Indemnification of Agents of the Corporation

VII

7.1 Definitions

For purposes of this section, “agent” means any person who is or was a Director, Officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes, without limitation, attorney’s fees and any expenses of establishing a right to indemnification under Section 7.4 or 7.5(c) of this Article.

7.2 Indemnification in Actions by Third Parties

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party to any proceeding (other than an action by or in the right of this corporation to procure judgment in its favor, an action brought under Corp. Code § 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) because that person is or was an agent of this corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

7.3 Indemnification in Actions by or in the Right of the Corporation

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this corporation or brought under Corp. Code § 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor because that person is or was an agent of this corporation, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of this corporation and with the care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 7.3:

(a) in respect of any claim, issue, or matter as to which the person shall have been adjudged to be liable to this corporation in the performance of the person's duty to this corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine on application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;

(b) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

7.4 Indemnification Against Expenses

To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 7.2 or 7.3 of this Article in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

7.5 Required Indemnification

Except as provided in Section 7.4 of this Article, indemnification under this Article shall be made by this corporation only if authorized in the specific case, on a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 7.2 or 7.3, by:

(a) a majority vote of a quorum consisting of Directors who are not parties to the proceeding;

(b) approval of the members (Corp. Code § 5034), with the persons to be indemnified not being entitled to vote thereon; or

(c) the court in which the proceeding is or was pending, on application made by this corporation or the agent, attorney or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

7.6 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

7.7 Other Indemnification

No provision made by the corporation to indemnify its or its subsidiary's Directors or Officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of Directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than the Directors and Officers may be entitled by contract or otherwise.

7.8 Forms of Indemnification Not Permitted

No indemnification or advance shall be made under this Article, except as provided in Sections 7.4 or 7.5(c) in any circumstances where it appears:

(a) that it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the Directors or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

7.9 Insurance

The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in the capacity as an agent or arising out of the agent's status as an agent whether or not the corporation would have the power to indemnify the agent against the liability under the provisions of this Article; provided, however, that this corporation shall have no power to purchase and maintain insurance to indemnify any agent of the corporation for a violation of Corp. Code § 5233.

7.10 Nonapplicability to Fiduciaries of Employee Benefit Plans

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in the person's capacity as such, even though the person may also be an agent of the corporation as defined in Section 7.1 of this Article. The corporation shall have power to indemnify the trustee, investment manager or other fiduciary to the extent permitted by Corp. Code § 207(f).

ARTICLE VIII

Receipt, Investment, and Disbursement of Funds

VIII

8.1 Receipt of Funds and Property

The corporation shall receive all monies, other properties, or both monies and properties, transferred to it for the purposes for which the corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board of Directors to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of the money or property is contrary to the expressed purposes of the corporation as shown by these Articles.

8.2 Custody and Management

The corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

8.3 Approval of Disbursements

No disbursement of corporation money or property shall be made until it is first approved by the President, Treasurer, or the Directors of the corporation. However, the Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed and to direct the officers of the corporation from time to time to make disbursements to implement the appropriations.

8.4 Execution of Instruments

All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by the officer or officers, agent or agents, as the Board of Directors may from time to time by resolution designate.

ARTICLE IX

Corporate Records and Reports

IX

9.1 Records

The corporation shall maintain adequate and correct accounts, books and records of its business and properties. All these books, records, and accounts shall be kept at its principal place of business in the State of California, as fixed by the Board of Directors from time to time.

9.2 Inspection of Books and Records

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation, and also of its subsidiary organizations, if any.

9.3 Certification and Inspection of Bylaws

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the Directors of the corporation at all reasonable times during office hours.

ARTICLE X

Dissolution and Distribution of Charitable Assets

X

Article X was amended and restated in its entirety by Addendum No. 1 to these Bylaws, adopted by the Board of Directors pursuant to Section 6.4. Addendum No. 1 is reproduced in full at Appendix A.

10.1 Distribution Upon Dissolution

Upon the dissolution or winding up of GOSUMEC Foundation USA (the "Foundation"), and after payment or adequate provision for all lawful debts and liabilities of the Foundation, all remaining assets of the Foundation shall be distributed, subject to applicable federal and California law and the oversight and required waiver of objections of the California Attorney General, exclusively for purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). No part of the net assets of the Foundation shall inure to the benefit of, or be distributable to, any director, officer, or other private person, except that the Foundation may pay reasonable compensation for services actually rendered and make payments and distributions in furtherance of its charitable purposes.

10.2 Designated Distributee

To the fullest extent legally permissible, the Foundation's remaining assets, including its permanent and quasi-endowment funds, shall be transferred to Foundation for Excellence, Inc. ("FFE"), EIN 77-0474749, provided that FFE is then in existence, remains recognized as an organization described in Section 501(c)(3) of the Code, and is willing and able to administer the assets in accordance with their applicable charitable restrictions.

10.3 Administration of Transferred Assets

FFE shall hold, invest, administer, and distribute the transferred endowment assets in the United States in accordance with:

(a) the donor-restricted Legacy Scholarship and Mini Legacy Scholarship agreements;

(b) the documented charitable intent of the respective donors;

(c) the Investment Policy Statement of GOSUMEC Foundation USA in effect at the time of dissolution, to the extent consistent with applicable law and fiduciary obligations; and

(d) the Foundation's purpose of providing scholarships and educational support to eligible students.

10.4 Implementing Organizations

FFE may continue to engage Foundation for Excellence India Trust, or another qualified charitable implementing organization, to identify and support eligible scholarship recipients and execute the scholarship program in India, while maintaining appropriate control, oversight, recordkeeping, and compliance with United States law.

10.5 Records and Continuity of Scholarship Administration

The Foundation shall maintain complete records of all Legacy Scholarship and Mini Legacy Scholarship agreements, donor restrictions, scholarship obligations, and the applicable Investment Policy Statement. Copies of these records may be shared in advance with FFE and Foundation for Excellence India Trust, subject to applicable privacy and confidentiality requirements, to promote continuity of scholarship administration.

10.6 Successor Organizations

If FFE has ceased operations, no longer qualifies under Section 501(c)(3) of the Code, declines the transfer, or is unable to fulfill these obligations, the Foundation's Board of Directors shall designate one or more successor organizations qualifying under Section 501(c)(3) of the Code whose charitable purposes and demonstrated capabilities most closely align with the Foundation's scholarship mission. Any successor organization shall administer the transferred assets as closely as legally possible to the applicable donor restrictions and documented donor intent.

10.7 Compliance with Law; Restricted Charitable Assets

Any distribution or transfer under this Article X shall remain subject to applicable law, any required governmental or judicial approval, and the equitable doctrines governing restricted charitable assets.

10.8 Articles of Incorporation Controlling

This Article X shall be construed and applied consistently with the dissolution provisions of the Foundation's Articles of Incorporation. In the event of any conflict between this Article X and the Articles of Incorporation, the Articles of Incorporation shall control.

APPENDIX A · ADDENDUM NO. 1 TO THE BYLAWS

Amendment and Restatement of Article X

Dissolution and Distribution of Charitable Assets

Recitals

A. GOSUMEC Foundation USA (the "Foundation") is a California nonprofit public benefit corporation organized under the California Nonprofit Public Benefit Corporation Law exclusively for public and charitable purposes, including the provision of charitable contributions and scholarship support to students pursuing careers in medicine and related fields.

B. The Foundation is governed by its Bylaws adopted by unanimous vote of the Board of Directors effective May 3, 2025 (the "Bylaws").

C. Section 6.4 of the Bylaws provides that the Bylaws may be amended or repealed in whole or in part, and new Bylaws adopted, by the Board of Directors.

D. The Foundation holds, or expects to hold, permanent endowment and quasi-endowment funds subject to donor restrictions, including funds contributed pursuant to Legacy Scholarship and Mini Legacy Scholarship agreements, and the Board of Directors has determined that it is in the best interests of the Foundation and consistent with its fiduciary duties to donors to specify with greater particularity the disposition of the Foundation's charitable assets upon dissolution.

E. The Board of Directors has accordingly determined to amend and restate Article X of the Bylaws in its entirety as set forth in this Addendum No. 1 (this "Addendum").

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws are hereby amended as follows:

1. **Amendment of Article X.** Article X of the Bylaws is hereby deleted in its entirety and replaced with the Article X set forth in the body of these Bylaws, captioned "Dissolution and Distribution of Charitable Assets" and comprising Sections 10.1 through 10.8.

2. **Incorporation into Bylaws; Conflicts.** This Addendum is adopted as, and forms an integral part of, the Bylaws of the Foundation. In the event of any conflict or inconsistency between this Addendum and any other provision of the Bylaws, the provisions of this Addendum shall control.

3. **No Other Amendments.** Except as expressly amended by this Addendum, the Bylaws remain unmodified and in full force and effect in accordance with their terms.

4. **Severability.** If any provision of this Addendum is held to be invalid, void, or unenforceable, or is determined to impair the Foundation's status as an organization described in Section 501(c)(3) of the Code, such provision shall be modified to the minimum extent necessary to render it valid, enforceable, and consistent with such status, or, if modification is not possible, shall be severed, and the remaining provisions shall continue in

full force and effect.

5. **Effective Date.** This Addendum is effective as of the date of its adoption by the Board of Directors, as recorded in the Certificate of Secretary appearing at the end of these Bylaws.

EXECUTION

Certificate of Secretary

I, the undersigned, being the duly elected and acting Secretary of GOSUMEC Foundation USA, a California nonprofit public benefit corporation, hereby certify that the foregoing Bylaws, comprising Articles I through X together with Addendum No. 1 set forth at Appendix A, were duly adopted as the Bylaws of this corporation by the Board of Directors in accordance with Section 6.4, at the regular quarterly meeting of the Board duly held on September 2, 2026, at which a quorum was present and acting throughout.

I further certify that the same have not been amended, modified, or rescinded, and remain in full force and effect as of the date hereof; and that these Bylaws, together with Addendum No. 1, have been entered in the Book of Minutes of this corporation with the original Bylaws in accordance with Section 6.5.

IN WITNESS WHEREOF, I have hereunto set my hand this second day of September, 2026.

Rohit Shahani

September 2, 2026

Signature

Date

Rohit Shahani, MD

Secretary · GOSUMEC Foundation USA

ACKNOWLEDGED AND APPROVED on behalf of the Board of Directors:

Sanjay Bindra

September 2, 2026

Signature

Date

Sanjay M. Bindra, MD

Founding Director and Chair of the Board

> *Corporate seal, if any, to be affixed here. The executed original of this certificate shall be retained with the Book of Minutes at the principal office of the corporation, and a certified copy shall be open to inspection by the Directors pursuant to Section 9.3.*

Dropbox Sign

Audit trail

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File name	GOSUMEC_Foundation_USA_Bylaws__2_.pdf
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