

**FILED EFFECTIVE**

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

KIRUNDI AND KINYARWANDA SPEAKING COMMUNITY INCORPORATION

2013 AUG 12 PM 2:23  
SECRETARY OF STATE  
STATE OF IDAHO

Pursuant to the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code ("Act"), the undersigned corporation amends its articles of Incorporation as follows:

Article I Nonprofit Status.

The Corporation is a nonprofit organization.

Article II Name.

The name of the Corporation is amended to be Underserved Society Organization Inc.

Article III Period of Duration

The period of duration of the Organization is perpetual.

Article IV Manner of Adoption.

The amendment consists of matters other than those described in section 30-3-90, Idaho Code, and was, therefore adopted by the members. The total number of members that voted for each amendment was three (3), which number represents all of the members. All members voted affirmatively.

Article V Registered Office and Agent

The location of the organization is in the city of Boise, Count of Ada and in the State of Idaho. The address of the initial registered office is 1401 Shoreline Dr. Ste. 2, Boise, Idaho 83702, and the name of the initial registered agent at this address is Belnap Law PLLC.

Article VI Purposes.

The organization is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, and specifically for the purpose of making contributions and gifts to individuals of, who are members of, Underserved Society Organization. The purposes for which the organization is organized to do are the following and will be operated are as follows:

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- A. The organization may receive gifts, bequests, and devises of property, both real and personal. The Corporation shall hold such property received and make contributions and gifts of income and principal, primarily to members of Underserved Society Organization in such amounts as the Board of Directors may determine, subject to the limitations set out below enumerating those rules, requirements, and restrictions.
- B. To promote the teaching of English as a second language, primarily among the children, adults and female members, and non-members, of the Underserved Society Organization; to maintain records and history of individuals within the Underserved Society Organization; to provide and/or encourage education to the public and among the members of Underserved Society Organization and to apply for educational grants; and to encourage and to further the arts of the public and people of Underserved Society Organization.
- C. Any lawful purpose, including without limitation, to act as an association for the public and Underserved Society Organization and to promote their general welfare in the State of Idaho, in the United States of America, and to the rest of the world.
- D. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Organization to carry on any business for profit, except the sale of items donated and anything that may help the public and the members of Underserved Society Organization to improve the living conditions in the form of Thrift Store, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

#### Article VII.

#### **COMPLIANCE WITH CODE PROVISIONS TO AVOID TAX UNDER SECTION 4941 THROUGH 4945 OF THE CODE**

In compliance with provisions of the Code to avoid tax under Sections 4941 through 4945 of the Code, the corporation:

- (1) shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Organization to tax under Section 4942 of the code;

- (2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code;
- (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (4) shall not make any investments in any manner as to subject the Organization to tax under Section 4944 of the Code; and
- (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

#### Article VIII Limitations.

No part of the net earnings or the assets of the Organization shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Organization shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Organization shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

#### Article IX Members.

The Organization shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Organization. Any person may become a member of the Organization upon payment of the annual dues fixed by the Board of Directors.

#### Article X Board of Directors.

The affairs of the Organization shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Organization's Bylaws. Each Director of the Organization shall, at all times, be a

member of the Organization. The Initial Board of Directors described herein and whose names appear in this Articles of Corporation as of July 29, 2013 shall remain members of the Board of Directors for life and indefinitely, and not any amendments, suggestions, or attempts of any kind, and in no circumstances, will be adopted to remove them from the Board of Directors, and shall serve to ensure the organization is following its Mission Statement, and will have precedence of being hired for, and allowed to compete for all, executive positions while vacant on their initial duties as members of the Board of Directors; and shall return to such duties if their qualifications do not match that of the applied for positions. The Incorporator shall keep his name on the Board of Directors and in any Executive Committee(s) to coordinate all affairs of the Organization/Corporation, whether live or deceased to keep the legacy as the founder of the organization, and shall be honored for such a bright idea, and no one else in all functions of the organization, whether on the Board of Directors and/or executive committee shall deny any direct decedents or family members for such entitlement and title, upon a well and verified documentation to prove the relationship between such person and the incorporator.

Other than Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members or existing directors of the Organization in the manner and for the term provided in the Bylaws of the Organization.

The names and street addresses of the persons constituting the initial Board of Directors are:

NAME	ADDRESS
Phillimon Shumbusho	3818 Nez Perce St, F203, Boise, Idaho 83705
Onesphore Ntakarutimana	3583 N. Five Mile Rd, J-202, Boise, Idaho 83713
Manase Itangishaka	3517 N. Five Mile Rd, D-102, Boise, Idaho 83713

#### Article XI Membership Dues.

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

#### Article XII Distribution on Dissolution.

Upon the dissolution of this Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article XIII Incorporator.

The name and street address of the incorporator is Phillimon Shumbusho  
3818 Nez Perce Street, F203, Boise, Idaho 83705.

Article XIV Bylaws.

Provisions for the regulation of the internal affairs of the organization shall be set forth in the Bylaws.

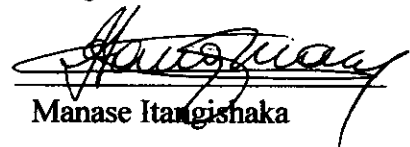
DATED this 10<sup>th</sup> day of August, 2013.



Phillimon Shumbusho



Onesphore Ntakarutimana



Manase Itangishaka