

ARTICLES OF INCORPORATION
OF
FRIENDS OF UGANDA, INC.

FILED EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of the State of Idaho: The undersigned, acting as Incorporator of a nonprofit corporation ("Corporation") and pursuant to the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code, adopts and submits the following Articles of Incorporation ("Articles").

I. NAME OF THE CORPORATION

The name of this Corporation is FRIENDS OF UGANDA, INC.

II. STATUS

The Corporation is a nonprofit corporation.

III. PERIOD OF DURATION

The duration of this Corporation is perpetual.

IV. REGISTERED OFFICE AND REGISTERED AGENT

The location of the Corporation is in the City of Ketchum, County of Blaine, and in the State of Idaho. The street address of the registered office of this Corporation is 291 SECOND STREET WEST, # 14, KETCHUM, ID 83340. The name of the initial registered agent of the Corporation at this address is AMANDA BREEN.

V. PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

- A. To assist the people of Uganda in educational and economic development.
- B. Charitable, religious, educational or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3).
- C. To exercise all powers granted by law necessary and proper to carry out the foregoing

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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 Corporation to carry on any business for profit, 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.

VI. LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its 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 Article V hereof. No substantial part of the activities of the Corporation shall be for the 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation 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, as amended from time to time.

VII. NO MEMBERS

The Corporation shall not have any members.

VIII. MAILING ADDRESS.

The mailing address of the Corporation is P.O. BOX 6777, KETCHUM, ID 83340.

IX. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors shall be as specified in the Bylaws of this Corporation, which number shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided for in the Bylaws.

The names and street addresses of the persons constituting the initial Board of Directors of the Corporation until successor(s) are elected and qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
AMANDA BREEN	291 SECOND STREET W, # 14, KETCHUM, ID 83340.
DAVID M PATRIE II	291 SECOND STREET W, # 14, KETCHUM, ID 83340.
THOMAS R. CROOK	54 EVERGREEN RD, NATICK, MA 01760.

X. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation, consistent with the purposes of the Corporation, to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively to such organizations as such court shall determine to be consistent with the purposes of the Corporation.

XI. INCORPORATOR.

The name and street address of the Incorporator of this Corporation is AMANDA BREEN, 291 SECOND STREET WEST, # 14, KETCHUM, ID 83340.

XII. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this 7th day of June, 2007.

By:


AMANDA BREEN

Its:

Incorporator