

**ARTICLES OF INCORPORATION
OF
MUGABI CHARITIES, INC.**

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(Adopted unanimously by the Board of Directors on the 27 day of September, 2019)

The undersigned, acting as the incorporator of Mugabi Charities, Inc., an Idaho nonprofit corporation (the "Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (the "Act"), adopts the following Articles of Incorporation ("Articles").

Article I - Name.

The name of the Corporation is Mugabi Charities, Inc.

Article II - Nonprofit Status.

The Corporation is a not-for-profit, non-member, non-stock organization incorporated under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, in the State of Idaho, with a principal place of business located at 5516 W Chukar Butte, Boise, ID 83714.

Article III- Period of Duration.

The period of duration of the Corporation is perpetual.

Article IV - Registered Office and Agent; Mailing Address.

The location of the Corporation is in the City of Meridian, County of Ada, and in the State of Idaho. The address of the initial registered office is located at 5516 W Chukar Butte, Boise, ID 83714. The name of the initial registered agent at this address is Douglass Gates. The mailing address of the Corporation shall be 5516 W Chukar Butte, Boise, ID 83714.

Article V - Purposes.

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

A. The principal exempt purpose for which the Corporation operates is to provide for the underprivileged of the world, orphanages, and other charitable organizations for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

B. Charitable, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing exempt 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.

Article 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 members, 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 of 1986, as amended from time to time.

Article VII - No Members.

The Corporation shall not have any voting members.

Article VIII - Board of Directors; Officers.

The affairs of the Corporation 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 Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by a majority vote of the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation. The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Douglas Gates	5516 W Chukar Butte Boise, ID 83714

Jason Stern

4662 W White Birch Dr
Meridian, ID 83646

Dave Wilson

123 Adams St.
Horseshoe Bend, ID 83629

Article IX - 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 of 1986, 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 for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article X - Incorporator.

The name and street address of the incorporator is Douglas Gates, located at 5516 W Chukar Butte, Boise, ID 83714.

Article XI - Bylaws.

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

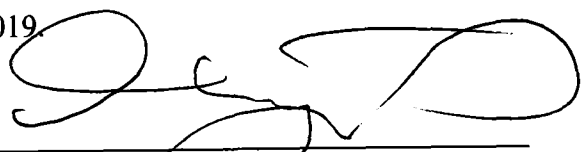
Article XII - Amendment.

These Articles may only be amended by the affirmative majority vote of the Directors of the Corporation.

Article XIII Construction and Severability

If there is any conflict between the provisions of these Articles and the Bylaws of the Corporation, the provisions of these Articles shall govern. Should any of the provisions or portions of these Articles be held unenforceable or invalid for any reason, the remaining provisions and portions of these Articles shall be unaffected by such holding and construed to give these Articles the furthest enforcement and effect as possible consistent with the purposes of the Corporation and its exempt activities.

DATED this 28 day of September, 2019.



Douglass Gates, Incorporator/President

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