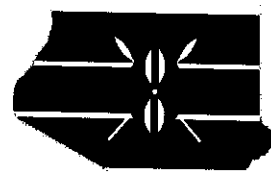


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SECRETARY OF STATE  
STATE OF IDAHO



**CLEAN WATER in Kenya Inc.**  
"Changing lives one drop at a time"

# **ARTICLES OF INCORPORATION OF CLEAN WATER IN KENYA, INC.**

**A NON-PROFIT CORPORATION**

## **KNOW ALL MEN BY THESE PRESENTS:**

The undersigned, acting as the incorporators of a non-profit corporation under and pursuant to the laws of the State of Idaho, hereby adopt the following Articles of Incorporation for said non-profit corporation:

### **ARTICLE I NAME**

The name of the Corporation is Clean Water in Kenya, Inc.

### **ARTICLE II NON-PROFIT STATUS**

The Corporation is a non-profit corporation.

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### **ARTICLE III PERIOD OF DURATION**

The period of its duration is perpetual.

### **ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the corporation is 2019 Van Circle, Idaho Falls, Idaho 83404, and the name of the initial registered agent at such address is Michael Musingi.

## **ARTICLE V PURPOSES**

The purpose or purposes for which the corporation is organized are:

- (a) To assist undeveloped and third-world countries with developing clean water wells and water systems.
- (b) Charitable, religious, educational, or scientific 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 organizations under such Section 501(c)(3).
- (c) To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing 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 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 provision 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 MEMBERS**

The Corporation will not have members.

## **ARTICLE VIII BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors, which shall be self perpetuating. The Board of Directors shall consist of not less than three (3) nor

more than twelve (12) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the directors shall be elected or appointed by the existing Directors 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:

|   |  |   |
|---|--|---|
| Michael Musingi<br>2019 Van Circle<br>Idaho Falls, ID 83404 | Kolby Cazier<br>1821 Gallup<br>Idaho Falls, ID 83404 | Royce Lee<br>1987 Ririe Circle<br>Idaho Falls, ID 83404 |
|---|--|---|

### **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 the 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 such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

### **ARTICLE X INCORPORATORS**

The names and street addresses of the incorporators are:

|   |   |  |
|---|---|--|
| Michael Musingi<br>2019 Van Circle<br>Idaho Falls, ID 83404 | Royce Lee<br>1987 Ririe Circle<br>Idaho Falls, ID 83404 | Kolby Cazier<br>1821 Gallup<br>Idaho Falls, ID 83404 |
|---|---|--|

### **ARTICLE XI BYLAWS**

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

DATED this 20 day of January, 2013.

Michael Musingi  
Michael Musingi

Royce Lee  
Royce Lee

Kolby Cazier  
Kolby Cazier