

**ARTICLES OF INCORPORATION  
OF  
GHANA TOGETHER**

The undersigned, acting as incorporator(s) of a corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 of the Revised Code of Washington), hereby adopts and executes the following Articles of Incorporation for such corporation.

**Article I: Name**

The name of the corporation shall be GHANA TOGETHER (herein after referred to as the "Corporation").

**Article II: Duration**

The Corporation shall have perpetual existence.

**Article III: Registered Office and Agent**

The address of the initial registered office of the Corporation shall be 808 Addison Place, Mount Vernon, WA 98273. The name of the initial registered agent of the Corporation at such address shall be Maryanne Ward. The written consent of such person to serve as registered agent is attached hereto.

**Article IV: Purposes**

Section 1. Purposes. This non-profit corporation is formed exclusively for the following charitable and educational purposes:

- A. To empower Ghanaians to achieve their own community educational and social development goals by assisting them in recognizing their own capabilities and connecting them with resourceful individuals and organizations.
- B. To assist selected local Ghanaian non-governmental, charitable, and educational organizations to create sustainable programs that improve the health, social, and educational conditions of their communities by
  - (1) Building or improving schools, children's homes, and community centers for care and education of children, and as community learning and meeting places;
  - (2) Teaching skills to help Ghanaians recognize and develop personal and community resourcefulness;
  - (3) Giving Ghanaian charitable, educational, and non-governmental organizations financial, technical, and informational support;
  - (4) Linking Ghanaians with charitable, educational, non-governmental, and non-profit organizations and resourceful individuals that foster personal independence and self-sustaining solutions for community social, health, and educational improvement.

C. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies, provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code"), including within such purposes the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Code.

#### **Article V: Powers**

In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have the powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes described in Article IV which are consistent with the Washington Nonprofit Corporation Act and Section 501(c)(3) of the Code.

#### **Article VI: Limitations**

1. All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, scientific, or educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United State Internal Revenue law, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the United States Internal Revenue law.
2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United State Internal Revenue law. The Corporation shall not participate in, or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.
3. Notwithstanding any other provisions of the Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed, to its members, directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

5. Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, and used exclusively to accomplish the purposes for which this Corporation is organized.

#### **Article VII: No Members**

This corporation shall have no members.

#### **Article VIII: Directors**

The number of directors constituting the initial Board of Directors of the Corporation shall be nine (9) directors and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
I. Jean Birchall	2800 W Crestline Dr, Bellingham, WA 98226
Tom Castor	6006 Mercer Way, Mercer Island, WA 98040
Jerome Chandler	1224 S 10th St, Mount Vernon, WA 98274
Barbara Gilday	2300 "I" Street, Bellingham, WA 98225
Susan Hirst	1932 Rhododendron Way, Bellingham, WA 98229
Leif Pederson	10512 NE Country Club Road, Bainbridge Island, WA 98110
Maryanne Ward	808 Addison Place, Mount Vernon, WA 98273
Richard L. Ward	808 Addison Place, Mount Vernon, WA 98273
Ravyn Whitewolf	3224 Bay Road, Ferndale WA 98248

The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

#### **Article IX: Amendments**

This corporation reserves the right to amend, alter, change, or repeat any provision contained in these Articles of Incorporation by a majority of the directors present at a meeting of the Board of Directors.

#### **Article X: Director Liability Limitations**

A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of this Corporation existing at

the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

Directors of the Corporation shall perform the duties of a director, including duties as a member of any committee of the board, in good faith, in a manner such director believes to be in the best interest of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

#### **Article XI: Indemnification**

Section 1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2. Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its

board of directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement or expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its board of directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 3. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

Section 4. Insurance, Contracts and Funding. The Corporation may maintain insurance at its expense to protect itself and any director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. Subject to conflict of interest policies adopted by the Board of Directors, the Corporation may enter into contracts with any director or officer of the Corporation for furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article. Any director or officer who is a party to a contract with the corporation shall have no vote on the subject matter of contract.

Section Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses or directors and officers of the Corporation or pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

#### **Article XII: Bylaws**

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles. The authority to make, alter, amend or repeal bylaw is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors.

**Article XIII: Incorporator(s)**

The name and address of the incorporator(s) of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Richard L. Ward	808 Addison Place, Mount Vernon, WA 98273
Maryanne Ward	808 Addison Place, Mount Vernon, WA 98273
Barbara Gilday	2300 "I" Street, Bellingham, WA 98225
Ida Jeanie Birchall	2800 W Crestline Dr, Bellingham, WA 98226
Ravyn Whitewolf	3224 Bay Road, Ferndale WA 98248
Jerome Chandler	1224 S 10th St, Mount Vernon, WA 98274
Susan Hirst	1932 Rhododendron Way, Bellingham, WA 98229
Tom Castor	6006 Mercer Way, Mercer Island, WA 98040

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation this 13  
day of March, 2008.

Richard L. Ward

Maryanne Ward

Barbara L. Gilday

Ida Jeanie Birchall

Ravyn Whitewolf

Jerome Chandler

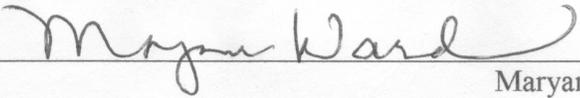
Susan Hirst

Tom Castor

**CONSENT TO APPOINTMENT OF REGISTERED AGENT**

I, Maryanne Ward, hereby consent to serve as registered agent, in the State of Washington, for Ghana Together. I understand that as agent of this corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer of the corporation; and to immediately notify the Officer of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

Dated: March 13, 2008

  
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Maryanne Ward  
Registered Agent