

**ARTICLES OF INCORPORATION  
WAAW FOUNDATION  
A NOT-FOR-PROFIT CORPORATION**

**ARTICLE I  
NAME/REGISTERED OFFICE**

The name of this corporation shall be: **WAAW FOUNDATION**. The acronym WAAW stands for **Working to Advance African Women**. The corporation's registered office is located at: 209 Rugen Lane, College Station, Texas 77845.

**ARTICLE II  
PURPOSE**

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall promote sustainable and self help entrepreneurial efforts for African women, promote the pursuit of educational and academic goal for African women, promote the peaceful resolution of family-based conflicts through counseling, and promote, counsel and educate on women health-related issues. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE III  
LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not

participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

3. 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 now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or director of this corporation, unless such loan program is regularly conducted as part of the activities of the organization, and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members, or guarantee to any person the payment of a loan by an officer or director of this corporation.

#### **ARTICLE IV DIRECTORS/MEMBERS**

The corporation may have an Executive board with members, and such membership, shall be as determined by corporation's Board of Directors. The management and affairs of the corporation shall be at all times under the direction of the Board of Directors and the Executive Board, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Executive board member or Director shall have any right, title, or interest in or to any property of the corporation.

#### **ARTICLE V DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No Executive board member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the Executive members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

#### **ARTICLE VI DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VII INCORPORATOR**

The incorporator certifies both that he executes these Articles for the purposes herein stated, and that by such execution, he affirms the understanding that should any of the information in these Articles be intentionally or knowingly misstated, he is subject to the criminal penalties for perjury as if this document had been executed under oath.

06/26/2007