

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

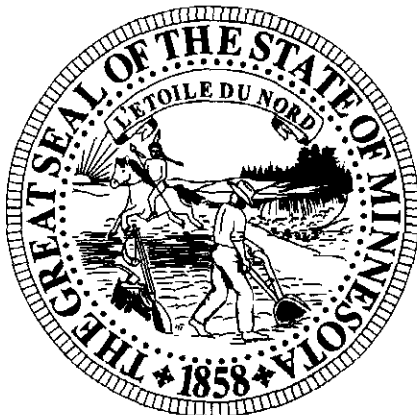
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Eshowe Community Action Group USA

Corporate Charter Number: 1712594-2

Chapter Formed Under: 317A

This certificate has been issued on 02/14/2006.



Mary Kiffmeyer
Secretary of State



Handwritten initials or signature

ARTICLES OF INCORPORATION
Eshowe Community Action Group USA.

The undersigned incorporators are individuals 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation (Chapter 317A).

ARTICLE I — NAME

The name of this corporation shall be Eshowe Community Action Group USA.

ARTICLE II — REGISTERED OFFICE ADDRESS

The place in Minnesota where the principal office of the corporation is to be located is 106 E 24 St, Minneapolis MN 55404.

ARTICLE III — PURPOSE

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The purpose of this corporation is to support education for children in Kwazulu-Natal state of South Africa.

ARTICLE IV — EXEMPTION REQUIREMENTS

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 organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
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.
3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE V — MEMBERSHIP/BOARD OF DIRECTORS

This corporation shall not have members. The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation.

The number of directors constituting the initial board of directors is three (3); their names and addresses are as follows:

- Henry A. Bromelkamp, 106 E 24 St, Minneapolis, MN 55404-3522
- Jeffrey M. Nelson, 106 E 24 St, Minneapolis, MN 55404-3522
- Barbara J. Ryan, 4736 Washburn Ave S, Minneapolis, MN 55410-1848

Members of the initial board of directors shall serve until the first annual meeting, at which their successors will be duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VI — PERSONAL LIABILITY

No 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 members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII – INDEMNIFICATION

The corporation shall indemnify any director or officer of the corporation, who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the corporation, provided, however, such proceeding or part of a proceeding was authorized by the Board of Directors or if such proceeding was brought by a director or officer to enforce a claim for indemnification under this Article and a court or an arbitrator determines that the director or officer is entitled to all of the relief claimed.

Reasonable expenses incurred by a director or officer, who is involved in any capacity in a proceeding by reason of the position held in the corporation, shall be advanced by the corporation only if that person first promises in a writing delivered to the corporation to repay all amounts advanced by the corporation in the event that it is later determined that such person is not entitled to be so indemnified.

To the full extent allowed by applicable law, the right to indemnification conferred by this Article shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person. The rights conferred in this Article shall not be exclusive of any other rights which any person may have or acquire under any applicable law, these Articles of Incorporation, the bylaws of the corporation, a vote of the Board of Directors of the corporation, or otherwise.

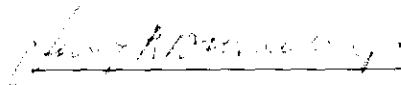
Notwithstanding any other provision of this Article, no indemnification shall be provided to any person if in the opinion of counsel payment of such indemnification would cause the corporation to lose its tax exempt status, if any, from federal income taxation.

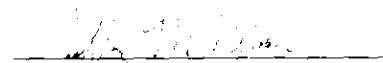
ARTICLE VIII - DURATION/DISSOLUTION

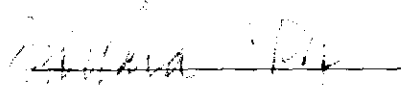
The duration of the corporate existence shall be perpetual until dissolution. Upon the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE IX - INCORPORATORS

In witness whereof, we, the undersigned, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Minnesota and certify we executed these Articles of Incorporation this February 9, 2006.

 Henry A. Bromelkamp, 106 E 24 St, Minneapolis, MN 55404-3522

 Jeffrey M. Nelson, 106 E 24 St, Minneapolis, MN 55404-3522

 Bárbara J. Ryan, 4736 Washburn Ave S, Minneapolis, MN 55410-1848

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

FEB 14 2006

Mary Kiffmeyer
Secretary of State

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