

***STATE OF NEW YORK***  
***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of  
the Department of State, at the City of  
Albany, on April 10, 2013.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

**CERTIFICATE OF INCORPORATION**

**OF**

**TECH4GHANA USA, INC.**

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, in order to form a not-for-profit corporation under Section 402 of the New York Not-For-Profit Corporation Law (the "*N-PCL*"), of the, hereby executes the following Certificate of Incorporation:

**ARTICLE 1. NAME**

The name of the corporation is Tech4Ghana USA, Inc.

**ARTICLE 2. DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE 3. COUNTY**

The office of the corporation shall be located in Kings County.

**ARTICLE 4. CORPORATION**

The corporation is a corporation as defined in subparagraph (a)(5) Section 102 (Definitions) of the N-PCL.

**ARTICLE 5. TYPE OF CORPORATION**

The corporation shall be a Type B corporation pursuant to Section 201 of the N-PCL.

**ARTICLE 6. PURPOSES**

**6.1 Purpose**

Tech4Ghana USA, Inc. is a not-for-profit, non-governmental organization whose mission is to promote rural development in Ghana by providing computers and other technical resources to people in rural Ghana. Access to computers and technical

resources will allow people in rural Ghana access to general information and knowledge and will allow people in rural Ghana to develop English language and computer literacy skills thereby giving people in rural Ghana enhanced job mobility, create new technology jobs in rural Ghana, learn new agricultural techniques and strengthen the economy in rural Ghana.

## **6.2 Tax Exempt Purposes**

The following language relates to the corporation's tax exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the corporation's purposes or powers set forth in Section 6.1 of this Certificate of Incorporation.

The corporation is organized exclusively for charitable, scientific, literary or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*").

## **6.3 Limitations**

### **6.3.1 Nonprofit Status**

The corporation shall not have or issue shares of stock. The corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any Director or officer of the corporation, or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation to its Directors or officers for services rendered, and to make payments and distributions in furtherance of the purposes of the corporation and subject to the limitations of Sections 6.2.2 and 6.2.3 of this Certificate of Incorporation.

### **6.3.2 Distributions; Dissolution**

No Director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all the liabilities of the corporation, all the remaining assets of the corporation shall be distributed by the Directors of the corporation (the "*Board of Directors*"), for a purpose or purposes similar to those set forth in Section 6.1 of this Certificate of Incorporation, to any other organization that then qualifies for exemption under the provisions of Code Section 501(c)(3). Any such assets not so disposed of shall be disposed of by the Civil Court of Kings County, New York, exclusively for a Code Section 501(c)(3) purpose or purposes similar to those set forth in Section 4.1 of this Certificate of Incorporation, or to such organization or organizations, as said court shall determine, that are organized and operated for similar Code Section 501(c)(3) purposes.

### **6.3.3 Prohibited Activity**

(a) No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under Code Section 501(c)(3) can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Code Section 501(c)(3). The corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the Code.

(b) Notwithstanding any other provisions of this Certificate of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Code Section 501(c)(3) or by an organization contributions to which are deductible under Code Section 170(c)(2).

(c) The corporation is prohibited from engaging in any excess benefit transaction as defined in Code Section 4958(c).

(d) The corporation is prohibited from engaging in any act of self-dealing as defined in Code Section 4941(d), from retaining any excess business holding as defined in Code Section 4943(c) that would subject the corporation to tax under Code Section 4943, from making any investments that would subject the corporation to tax under Code Section 4944, and from making any taxable expenditure as defined in Code Section 4945(d). If Code Section 4942 is deemed applicable to the corporation, it shall make distributions at such time and in such manner that it is not subject to tax under Code Section 4942.

### **6.4 Powers**

In general, and subject to such limitations and conditions as are or may be prescribed by law, by this Certificate of Incorporation, or by the Bylaws of the corporation, the corporation shall have the authority to (a) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the corporation set forth in Section 6.1 of these Articles of Incorporation and (b) exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the corporation.

## ARTICLE 7. DIRECTORS

### 7.1 Number

The number of Directors of the corporation shall be determined in the manner provided by the Bylaws of the corporation and may be increased or decreased from time to time in the manner provided therein but shall not be less than three.

### 7.2 Initial Directors

The number of Directors constituting the initial Board of Directors shall be four. The names and addresses of the persons who are to serve as the initial Directors are as follows:

Case Kuehn  
9605 111th Ave NE  
Kirkland, WA 98033

Stephen Mohny  
180 DeKalb Avenue, #5  
Brooklyn, NY 11205

Kofi Anaman  
4402 Flatlands Avenue  
Brooklyn, NY 11234

Susan Anaman  
4402 Flatlands Avenue  
Brooklyn, NY 11234

## ARTICLE 8. NO MEMBERS

The corporation shall have no members.

## ARTICLE 9. LIMITATION OF DIRECTOR LIABILITY

To the full extent that the New York Not-For-Profit Corporation Law (as it exists on the date hereof or as it may hereafter be amended) permits the limitation or elimination of the liability of Directors, a Director of the corporation shall not be liable to the corporation or its members, if any, for monetary damages for conduct as a Director. Any amendments to or repeal of this Article 9 shall not adversely affect any right or protection of a Director of the corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the New York Not-For-Profit Corporation Law is amended in the future to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of a director for the corporation shall be eliminated or limited to the full extent permitted by the New York Not-For-Profit Corporation Law, as so amended, without any requirement of further action by the corporation.

**ARTICLE 10. SECRETARY OF STATE DESIGNATION FOR SERVICE  
OF PROCESS**

The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is: 180 DeKalb Avenue #5, Brooklyn, NY 11205, Attn: Stephen Mohney.

**ARTICLE 11. AMENDMENT TO ARTICLES OF  
INCORPORATION**

The corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law.

**ARTICLE 12. INCORPORATOR**

The name and address of the incorporator of the corporation are as follows:

Stephen Mohney  
180 DeKalb Avenue #5  
Brooklyn, NY 11205

Dated: March 28, 2013



\_\_\_\_\_  
Stephen Mohney, Incorporator

130409000475

RECEIVED

2013 APR -5 AM 10: 04

CERTIFICATE OF INCORPORATION

OF

TECH4GHANA USA, INC.

UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

DRAWDOWN  
DELANEY - 30

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DEPARTMENT OF STATE

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BY: *[Signature]*

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ENTITY NAME: TECH4GHANA USA, INC.

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

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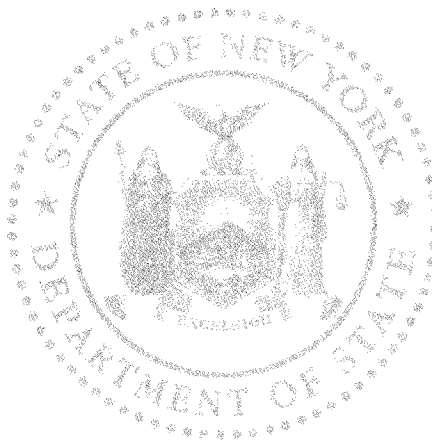
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04/09/2013

OLYMPIA, WA 98507-1368

ADDRESS FOR PROCESS:

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ATTN: STEPHEN MOHNEY  
180 DEKALB AVENUE #5  
BROOKLYN, NY 11205

REGISTERED AGENT:



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SERVICE COMPANY: DELANEY CORPORATE SERVICES LTD. - 30

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DRAWDOWN        135.00  
OPAL             0.00  
REFUND           0.00