

**Charter for Kenyan Schoolhouse Ministry, Inc.
A Tennessee Nonprofit Corporation**



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The undersigned, acting as incorporators of a nonprofit corporation under the provisions of the Tennessee Nonprofit Corporation Act, adopts the following Charter:

Article 1 - Name

The name of the corporation is Kenyan Schoolhouse Ministry, inc.

Article 2 - Registered Agent and Office

The name and complete address of the initial registered agent and office located in the State of Tennessee is:

Michael E. Parrish
170 Williams Road
Manchester, TN 37355-6967
Coffee County

Article 3 - Fiscal Year

The fiscal year is January through December, closing on December 31st of each year.

Article 4 - Duration

The period of duration is perpetual.

Article 5 - Purposes

The corporation is not for profit.

The nonprofit corporation is organized and shall be operated exclusively for general charitable and educational purposes as set forth in Internal Revenue Code Section 501(c)(3), including, but not limited to, providing educational resources and related materials for the benefit of primary school age children in Kenya, Africa. In furtherance of these purposes, the corporation may engage in all lawful activities and pursuits consistent with the powers described but not limited to, providing both advocacy and financial support for primary school age children in Kenya, Africa. The corporation may also consider other distributions for public and charitable purposes that relate to the education and overall support of primary school age children in Kenya, Africa.

To further the corporation's objects and purposes, the corporation shall have all the general powers enumerated in this Charter, as in effect or hereafter amended, that are consistent with this Article. Without limiting the generality of the foregoing, the corporation shall have the power to receive grants, gifts, contributions, and other sums of a like nature, outright, in trust, or in any other form, and the power to maintain a fund or funds of real or personal property for any corporate purpose.

Article 6 - Public Benefit Corporation

The corporation is a public benefit corporation. It is not a religious corporation and it does not have members.

Article 7 - Corporate Address

The complete mailing and physical address of the principal executive office is:

Michael E. Parrish
170 Williams Road
Manchester, TN 37355-6967
Coffee County
Primary Business Email: mike@kenyansm.org (Secondary: kenyansm@protonmail.com)
Website: <https://www.kenyansm.org>

Article 8 - Incorporators

The following are the names and addresses of each initial Incorporator:

- Michael E. Parrish
- William R. Kampbell
- William L. Powell

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Article 9 – Officers

The following are the names and addresses of each initial officer:

- Michael E. Parrish/ President
- William R. Kampbell/ Treasurer
- William L. Powell/ Secretary

Article 10 - Board of Directors

The nonprofit corporation is organized on a non-stock basis and shall have no shareholders. The Board of Directors shall have authority for all affairs of the nonprofit corporation and may

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exercise all powers of the nonprofit corporation as permitted by federal law, state law, the Charter, and the By-laws for the nonprofit corporation in effect, from time to time.

The following are the names and addresses of the initial directors:

- Michael E. Parrish/ Chairperson
- William R. Kampbell/ Director
- William L. Powell/ Director

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Article 11 – Personal Liability

No officer or director of this corporation shall be personally liable for the debits or obligations of this corporation or any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of debts or obligations of this corporation.

Article 12 - Restrictions

No part of the net earnings or assets of the nonprofit corporation shall inure to the benefit of, or be distributable to, its director, officers or any 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 Five hereof.

No 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 or in opposition to any candidate for public office.

Notwithstanding any other provision herein, the Corporation shall not carry on any activities not permitted to be carried on: by (i) by an organization exempt from federal income taxation under section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code; or (ii) by an organization, contributions to which are deductible under sections of any future federal tax code.

The nonprofit corporation may not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation exempt from federal income taxation:

- as a corporation exempt from federal tax under Internal Revenue Code Section 501(c)(3);
- as a corporation where contributions are deductible under Internal Revenue Code Sections 170(c)(2), 2055(a)(2), or 2522(a)(2); or
- as a nonprofit corporation organized under the laws of the State of Tennessee.

The nonprofit corporation must distribute its income for each tax year at a time and in a manner to avoid the tax on undistributed income imposed by Internal Revenue Code Section 4942. Furthermore, the nonprofit corporation must not:

- engage in any act of self-dealing as defined in of the Internal Revenue Code Section 4941(d);
- retain any excess business holdings as defined in of the Internal Revenue Code Section 4943(c);
- make any investments in a manner that would subject it to tax under of the Internal Revenue Code Section 4944; or
- make any taxable expenditures as defined in of the Internal Revenue Code Section 4945(d).

Article 13 - By-Laws

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall adopt, amend, and repeal from time to time, the By-Laws of this nonprofit corporation.

Article 14 - Amendments

The nonprofit corporation may amend this Charter in the manner provided by the laws of the State of Tennessee. But no amendment may authorize the Board of Directors to conduct the affairs of the nonprofit corporation in any manner for any purpose contrary to the provisions of the Internal Revenue Code Section 501(c)(3).

Article 15 - Dissolution

In the event the nonprofit corporation dissolves, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all corporate assets to one or more organizations organized and operated exclusively for charitable and educational purposes that are, at that time, qualified as exempt organizations under Internal Revenue Code Section 501(c)(3) and serve a similar charitable purpose as the nonprofit corporation.

If any assets are not distributed under the preceding paragraph, the court of appropriate jurisdiction for the county in which the principal office of the corporation is then located, shall dispose of those assets exclusively for charitable and educational purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Internal Revenue Code Section 501(c)(3), as the court determines.

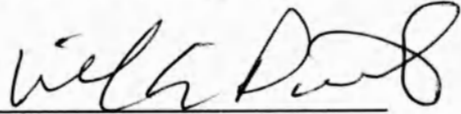
Article 16 - Miscellaneous

All general or specific references to the Internal Revenue Code are to the Title 26, Internal Revenue Code of 1986, as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Tennessee are to the laws of the State of Tennessee as now in force or later amended.

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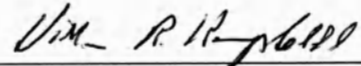
We, the undersigned incorporators hereby declare, under penalty of perjury, that the statements made in the foregoing Charter for Kenyan Schoolhouse Ministry, Inc., are true.

Signed, this the 4th day of March, 2022:



Signature

Michael E. Parrish
Printed Name



Signature

William R. Kampbell
Printed Name



Signature

William L. Powell
Printed Name