

**FIRST AMMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF WINGS OF REFUGE FOUNDATION**

**ARTICLE I  
NAME**

The name of this corporation shall be Wings of Refuge Foundation.

**ARTICLE II  
REGISTERED OFFICE ADDRESS**

The place in Minnesota where the principal office address for the corporation shall be

[REDACTED]

**ARTICLE III  
PURPOSE**

This corporation is organized exclusively for charitable and educational purposes as specified in Section 501(c)3 of the Internal Revenue Code.

The purpose of this corporation shall be: “Nurturing Africa’s orphans physically, spiritually and mentally, Wings of Refuge is providing hope for today and equipping for tomorrow.”

## **ARTICLE IV EXEMPTION REQUIREMENTS**

### **SECTION ONE**

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 the 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 herein.
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.
3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code, or (b) by an organization, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **SECTION TWO**

Upon the dissolution of the corporation, assets shall be distributed 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 an organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE V**  
**MEMBERSHIP/BOARD OF DIRECTORS**

This corporation shall have no members.

The management 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 elected directors constituting the initial board of directors is four (4); their names and addresses are as follows:

Ashley Gray, [REDACTED]

Briana Larson, [REDACTED]

Sheryl Benjamin, [REDACTED]

Justin Rogers, [REDACTED]

Members of the initial board shall serve in the first annual meeting, at which, if pertinent, their successors will be duly elected and qualified, or removed as provided in the corporation's 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**  
**DURATION**

The duration of the existence of this corporation shall be perpetual until dissolution.

**ARTICLE VIII  
INCORPORATORS**

In witness whereof, we, the undersigned, have hereunto subscribed our names under the laws of the State of Minnesota for the purpose of amending and restating the Articles of Incorporation of Wings of Refuge Foundation this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Ashley Gray

\_\_\_\_\_  
Briana Larson