

Articles of Incorporation of Speakers for Africa, Inc.

(A Colorado Nonprofit Corporation)

Article I – Name

The name of this corporation is Speakers for Africa, Inc. ("the Corporation").

Article II – Duration

The period of duration of the Corporation is perpetual.

Article III – Nonprofit Status and Purpose

This Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

The specific purposes of the Corporation include, but are not limited to:

1. Empowering vulnerable students in Uganda to overcome barriers to education.
2. Improving educational facilities, including the construction of safe pit latrines, kitchens, and classrooms.
3. Providing educational resources, technology, and school supplies.
4. Partnering with families, community leaders, and local governments in Uganda to improve health, sanitation, and education.
5. Promoting transparency and accountability in nonprofit operations, ensuring funds are used for charitable purposes.

Article IV – Powers

The Corporation shall have all the powers granted to nonprofit corporations by the laws of the State of Colorado, provided that no power shall be exercised in a manner inconsistent with the requirements of Section 501(c)(3) of the Internal Revenue Code.

Article V – Prohibited Activities

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of its purposes.
2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
3. 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 Code, or
 - a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

Article VI – Membership

The Corporation shall have no members. Governance shall be vested in the Board of Directors.

Article VII – Board of Directors

1. The affairs of the Corporation shall be managed by its Board of Directors.
2. The number of Directors shall be not fewer than three (3).
3. The initial directors of the Corporation are:
 - Gracious Taremwa, Board Chair
 - Penny Randell, Secretary
 - Lee Pulliam, Treasurer

Article VIII – Registered Office and Agent

The initial registered office of the Corporation is:

26379 Pleasant Park Rd, Conifer, Colorado 80433, USA

The initial registered agent at this address is: [Insert Agent's Name]

Article IX – Indemnification

To the fullest extent permitted by law, the Corporation shall indemnify any person who serves or has served as a director, officer, employee, or agent of the Corporation against any liability, cost, or expense incurred by such person in connection with any claim or proceeding arising from their service to the Corporation, provided they acted in good faith.

Article X – Dissolution

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 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 in the county in which the principal office of the Corporation is then located, exclusively for such purposes.

Article XI – Incorporator

The name and address of the incorporator of the Corporation is:

Peyton Thomas
26379 Pleasant Park Rd
Conifer, Colorado 80433 USA

Execution

IN WITNESS WHEREOF, the incorporator of Speakers for Africa, Inc., a nonprofit corporation under the laws of Colorado, has executed these Articles of Incorporation this ____ day of _____, 2025.

Peyton Thomas, Incorporator

Gracious Taremwa, Board Chair and Committee Co-Chair

Chad Johnston, MD, Vice-Chair

Penny Randell, Secretary

Lee Pulliam, Treasurer

Peyton Thomas, Executive Director (Ex Officio)

Michael Reuter, Regional Director

Karime Katuramu, Communications Director

Tasha Mirembe, Compliance and Field Operations Manager

Jacklyn Schnell, Committee Chair

Kyle Stevens (Non voting advisory board - Parliamentarian)