

**ARTICLES OF INCORPORATION
OF
Friends of Kairos Nicaragua, Inc.**

We, the undersigned, all being citizens of the United States, for the purposes of forming a corporation pursuant to the provisions of the Minnesota Non-Profit Corporation Act, Minnesota Statutes Chapter 317A, and statutes amendatory thereof, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be Friends of Kairos Nicaragua, Inc. (referred to herein as the "Corporation").

ARTICLE II

The place in the state of Minnesota where the principal office of the Corporation is to be located is the City of Woodbury, County of Washington. The location of the registered office of the Corporation shall be 10953 Thone Rd., Woodbury MN 55129.

ARTICLE III

The Corporation is organized exclusively for charitable, religious, and educational, and purposes, including, for such purposes:

1. To act as a "Non Profit Organization" within the meaning of Minnesota Statutes Chapter 515B (the "Act").
2. To make 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.
3. To work in the United States, Nicaragua and other countries in the Americas:
 - a. To create common interest communities focused on community development.
 - b. To foster peace and justice in the Americas by establishing and supporting relationships between communities in different countries.
 - c. To exercise the powers and duties now or hereafter granted or by law, or the corporation Bylaws, and to do all other lawful acts reasonably necessary for carrying out the Corporation's purposes, provided that no actions shall be authorized or undertaken which violate any state or federal laws applicable to nonprofit corporations.

ARTICLE IV

The Corporation does not and shall not, incidentally or otherwise, afford pecuniary gain to, nor shall any part of the net earnings of the Corporation inure to the private benefit of its Members (as defined in the Bylaws), directors or officers; provided, however, that the Corporation may

pay to its Members, directors, and officers out-of-pocket expenses incurred in the performance of their duties, and may hire Members to perform professional services.

ARTICLE V

No substantial 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 of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI

The duration of Friends of Kairos Nicaragua (The Corporation) shall be perpetual.

ARTICLE VII

The name and address of the incorporator of this Corporation is as follows:

Carl Scheider
10953 Thone Rd.
Woodbury, MN 55129

ARTICLE VIII

1. The business of this Corporation shall be managed by the Board of Directors consisting of at least three (3) persons, or such greater number as provided in the Corporation Bylaws. The directors shall be elected and shall conduct the affairs of the Corporation as provided in the Corporation Bylaws. The initial Board of Directors shall be :

NAME	ADDRESS
Carl Scheider	10953 Thone Rd., Woodbury MN 55129
Rachelle Turner	605 Snelling Ave. S. #105, St. Paul, MN 55116
Michael Robertson	10629 Water Lily Terrace, Woodbury, MN, 55129

2. The term of office of the first Board of Directors shall be established by the Corporation Bylaws.

ARTICLE IX

The Directors and Members of The Corporation shall not be subject to any personal liability for corporate obligations. In addition, no person who serves without compensation as a director,

officer or agent of the Corporation shall be held civilly liable for an act or omission by that person if the act or omission was in good faith, was within the scope of the person's responsibilities as director, officer or agent of the Corporation, and did not constitute willful or reckless misconduct, except as follows:

1. An action or proceeding brought by the attorney general for a breach of a fiduciary duty as a director ;
2. A cause of action to the extent it is based on federal law ;
3. A cause of action based on the person's express contractual obligation ; or
4. An act or proceeding based on a breach of public pension plan fiduciary responsibility.

Nothing in this Article limits an individual's liability for physical injury to another person or for wrongful death, which is personally and directly caused by that individual.

ARTICLE X

This Corporation shall have no capital stock, either authorized or issued, nor shall it have a corporate seal.

ARTICLE XI

The Members of this Corporation shall be those entities described as Members in the Corporation Bylaws.

ARTICLE XII

The Corporation Board of Directors shall, upon the first meeting thereof, adopt Bylaws for the regulation of the business of the Corporation. Thereafter, the Bylaws may be amended or revoked only as provided in the Bylaws.

ARTICLE XIII

The Corporation shall hold meetings of its Members, at such time and in such manner as shall be specified in the Bylaws.

ARTICLE XIV

These Articles may be amended only by a vote of the holders of at least sixty-seven percent (67%) of the vote of the Members of the Corporation; except that the registered office may be changed by the filing of a Certificate of Change of Registered Office in accordance with law.

ARTICLE XV

Voluntary dissolution shall require the approval of the holders of sixty-seven (67%) of the vote of the Members of the Corporation. Upon the dissolution of the Corporation, its assets, both real and personal, shall be distributed an organization with a similar purpose and objectives as the Corporation, with 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have subscribed my name on this ____ day _____ of 2014.

Carl L. Scheider, incorporator
10953 Thone Rd.,
Woodbury MN 55129

STATE OF MINNESOTA

ss.

COUNTY OF WASHINGTON

The foregoing instrument was acknowledged before me this ___ day of _____, 2014.

Notary Public