

**ARTICLES OF INCORPORATION**  
**OF**  
**FRIENDS OF TRANSPARENCY INTERNATIONAL**

The undersigned, an adult natural person, adopts the following Articles of Incorporation for the purpose of forming a corporation under Minnesota Statutes Chapter 317A, as amended (“Minnesota Statutes Chapter 317A”):

**ARTICLE I**

**Name**

The name of the corporation is Friends of Transparency International (the “Corporation”).

**ARTICLE II**

**Purposes and Activities**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Sections 170(c)(2), 501(c)(3) and 2055(a) of the Internal Revenue Code of 1986, as amended (the “Code”). Within the limitations established by the preceding sentence, the Corporation is organized and shall be operated primarily to fight corruption worldwide and promote transparency, accountability and integrity at all levels and across all sectors of society, primarily by raising public awareness in the United States of Transparency International and its global programs aimed at such purposes; to raise funds and make grants in furtherance of such purposes; and to do any and all other acts and things and exercise any and all other rights and powers which may be reasonably necessary, incidental, desirable or expedient in the accomplishment of such purposes.

### **ARTICLE III**

#### **Powers**

The Corporation shall have those powers which are required by, and are consistent with, the purposes enumerated in Article II above, and subject to limitations provided in applicable federal or state law or in its articles or bylaws. Within those limitations, the Corporation may: act on its own behalf or as the agent, trustee or representative of others; buy, lease, acquire, own, hold, improve, use, and deal in and with, real or personal property, or an interest in property wherever located; sell, convey, mortgage, create a security interest in, lease, exchange, transfer, or dispose of all or a part of its real or personal property, or an interest in property, wherever located; and exercise any other powers conferred on the Corporation by Minnesota Statutes Chapter 317A and by any future laws amendatory thereof and supplementary thereto.

### **ARTICLE IV**

#### **Restrictions**

Notwithstanding any other provisions of these Articles of Incorporation (“Articles”), the restrictions in this Article IV shall govern the activities of the Corporation.

The Corporation shall not engage in any activity which may not be carried on (a) by an organization which is exempt from federal income taxation under Section 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code or (b) by an organization contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code.

The Corporation shall not directly or indirectly afford pecuniary gain, dividends or other pecuniary remuneration, incidentally or otherwise, to its directors or officers, and no part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable

compensation for services rendered and goods received, to provide indemnification and pay premiums for insurance protection without reimbursement to the full extent permitted or required by applicable law, and to make payments and distributions in furtherance of the purposes set forth in Article II of these Articles.

The Corporation shall not attempt to influence legislation as a substantial part of its activities and shall neither directly nor indirectly participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office, whether by the publishing or distributing of statements or otherwise.

The Corporation shall not lend any of its assets to or guarantee the obligation of a director, officer, or employee of the Corporation or a related organization.

## **ARTICLE V**

### **Duration**

The Corporation shall exist in perpetuity.

## **ARTICLE VI**

### **Registered Office**

The Corporation's registered agent and office in the state shall be National Registered Agents, Inc., 590 Park Street, Suite 6, St. Paul, MN 55103.

## **ARTICLE VII**

### **Board of Directors**

The business and affairs of the Corporation shall be vested in a Board of Directors. To the extent consistent with these Articles and permissible under Minnesota Statutes Chapter 317A, the Bylaws of the Corporation shall specify the number or the manner of determining the number, term of office, method of selection, removal, powers and duties of the directors of the

Corporation, the time and place of their meetings, voting rights and such other regulations relating to the Board of Directors as may be desired. An action required or permitted to be taken at a Board meeting may be taken by written action signed by the number of directors that would be required or permitted to take such action at a meeting of the Board of Directors at which all Directors were present; provided, however, that a Board of Directors' action requiring Member approval may be taken by written action only if signed by all of the Directors then in office.

The names and addresses of the members of the initial Board of Directors of the Corporation are as follows:

<b>Name</b>	<b>Address</b>
Christiaan Joannes Poortman	111 Grafton St. Chevy Chase, MD 20815
Fritz Heimann	15 Surf Rd. Westport, CT 06880
Mikolos Marschall, PhD	Goethestraße 83 10623 Berlin, Germany
Robin-Beth Hodess	Bachestraße 2a Berlin, Germany
Casey Kevin Charley Kelso	Hildegardstraße 2a, 10715 Berlin, Germany

## **ARTICLE VIII**

### **Incorporator**

The name and address of the incorporator of the Corporation is Gisela Keller, 406 – 7th Avenue, #5, Brooklyn, NY 11215.

## **ARTICLE IX**

### **Membership**

The sole Member of the Corporation shall be Transparency International, with such rights as may be set forth in the Bylaws.

## **ARTICLE X**

### **No Personal Liability**

The officers, directors and Member of the Corporation shall not be personally liable for the payment of any debts or obligations of the Corporation, nor shall any property of any officer, director or Member be subject to the payment of the debts or obligations of the Corporation.

## **ARTICLE XI**

### **No Capital Stock**

The Corporation shall have no capital stock.

## **ARTICLE XII**

### **Amendments**

The Articles and Bylaws of the Corporation may be amended as set forth in the Bylaws of the Corporation subject to the Member's reserved right to approve such amendments as set forth in the Bylaws of the Corporation.

## **ARTICLE XIII**

### **Dissolution**

The Corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of the Corporation, the Board or the officers acting under the direction of the Board, shall distribute the assets of the Corporation in the following order of priority: (1) assets received and held for a special use or purpose in accordance with the uses and purposes for

which the assets have been received and held; (2) costs and expenses of the dissolution proceedings, including attorney fees and disbursements; and (3) debts, obligations, and liabilities of the Corporation. Any property remaining after these payments shall be transferred, in such proportions as the Board of Directors of the Corporation shall determine, to one or more organizations which are exempt from federal income taxation under Section 501(a) exclusively for exempt purposes within the meaning of Code Section 501(c)(3) of the Code, or to the State of Minnesota or any political subdivision or agency of the State for exclusively public purposes. No provision of these Articles shall be construed to affect the disposition of property held by the Corporation upon trust or other condition, and upon dissolution of the Corporation, such property shall be transferred in accordance with the trust or condition imposed with respect to it.

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Date: \_\_\_\_\_, 2013.

FRIENDS OF TRANSPARENCY  
INTERNATIONAL

\_\_\_\_\_  
\_\_\_\_\_, Incorporator