

**ARTICLES OF AMENDMENT
OF
H.E.E.D. UGANDA**

FILED
SECRETARY OF STATE
NOV 29 2007
STATE OF WASHINGTON

The following Articles of Amendment are executed by the undersigned, a Washington nonprofit corporation:

1. The name of this corporation is H.E.E.D. Uganda.
2. The Articles of Incorporation are amended in their entirety as follows:

"ARTICLE 1. NAME

The name of the corporation is HEED Uganda.

ARTICLE 2. DURATION

The duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSES

3.1 Purposes

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

3.2 Limitations

3.2.1 Nonprofit Status

The corporation shall not have or issue shares of stock. The corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any Director or officer of the corporation, or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation to its Directors or officers for services rendered, and to make payments and distributions in

furtherance of the purposes of the corporation and subject to the limitations of Sections 3.2.2 and 3.2.3 hereof.

3.2.2 Distributions; Dissolution

No Director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all the liabilities of the corporation, all the remaining assets of the corporation shall be distributed by the Board of Directors, for a purpose or purposes similar to those set forth in Section 3.1 hereof, to any other organization that then qualifies for exemption under the provisions of Code Section 501(c)(3). Any such assets not so disposed of shall be disposed of by the Superior Court of Snohomish County, Washington, exclusively for a Code Section 501(c)(3) purpose or purposes similar to those set forth in Section 3.1 hereof, or to such organization or organizations, as said court shall determine, that are organized and operated for similar Code Section 501(c)(3) purposes.

3.2.3 Prohibited Activity

(a) No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under Section 501(c)(3) of the Code can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Section 501(c)(3) of the Code. The corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the Code.

(b) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

(c) The corporation is prohibited from engaging in any excess benefit transaction as defined in Section 4958(c) of the Code.

3.3 Powers

In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles of Incorporation, or by the Bylaws of the corporation, the corporation shall have the authority to (a) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the corporation set forth in Section 3.1 hereof and (b) exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the corporation.

ARTICLE 4. BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the corporation.

ARTICLE 5. DIRECTORS

The number of Directors of the corporation shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

ARTICLE 6. NO MEMBERS

The corporation shall have no members.

ARTICLE 7. LIMITATION OF DIRECTOR LIABILITY

To the full extent that the Washington Nonprofit Corporation Act (as it exists on the date hereof or as it may hereafter be amended) permits the limitation or elimination of the liability of Directors, a Director of the corporation shall not be liable to the corporation or its members, if any, for monetary damages for conduct as a Director. Any amendments to or repeal of this Article 7 shall not adversely affect any right or protection of a Director of the corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

ARTICLE 8. INDEMNIFICATION

8.1 Right to Indemnification

Each person who was, is or is threatened to be made a named party to or is otherwise involved (including, without limitation, as a witness) in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereinafter a "proceeding"), by reason of the fact that he or she is or was a Director or officer of the corporation or, that being or having been such a Director or officer or an employee of the corporation, he or she is or was serving at the request of the corporation as a Director, officer, partner, trustee, employee or agent of another corporation or of a partnership, joint venture, trust, employee benefit plan or other enterprise (hereinafter an "indemnitee"), whether the basis of a proceeding is alleged action in an official capacity as such a Director, officer, partner, trustee, employee or agent or in any other capacity while serving as such a Director, officer, partner, trustee, employee or agent, shall be indemnified and held harmless by the corporation against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such indemnitee in connection therewith, and such indemnification shall continue as to an indemnitee who has ceased to be a Director, officer, partner, trustee, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators. Except as provided in Section 8.4 hereof with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such indemnitee in connection with the proceeding (or part thereof) initiated by such indemnitee only if the proceeding (or part thereof) was authorized or ratified by the Board of Directors. The right to indemnification conferred in this Section 8.1 shall be a contract right.

8.2 Restrictions on Indemnification

No indemnification shall be provided to any such indemnitee for acts or omissions of the indemnitee finally adjudged to be intentional misconduct or a knowing violation of law, for conduct of the indemnitee finally adjudged to be in violation of Section 23B.08.310 of the Washington Business Corporation Act, for any transaction with respect to which it was finally adjudged that such indemnitee personally received a benefit in money, property or services to which the indemnitee was not legally entitled or if the corporation is otherwise prohibited by applicable law from paying such indemnification, except that, if Section 23B.08.560 or any successor provision of the Washington Business Corporation Act is hereafter amended, the

restrictions on indemnification set forth in this Section 8.2 shall be as set forth in such amended statutory provision.

8.3 Advancement of Expenses

The right to indemnification conferred in Section 8.1 hereof shall include the right to be paid by the corporation the expenses incurred in defending any proceeding in advance of its final disposition (hereinafter an "advancement of expenses"). An advancement of expenses shall be made upon delivery to the corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this Section 8.3.

8.4 Right of Indemnitee to Bring Suit

If a claim under Section 8.1 or 8.3 hereof is not paid in full by the corporation within 60 days after a written claim has been received by the corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be 20 days, the indemnitee may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part, in any such suit or in a suit brought by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall also be entitled to be paid the expense of prosecuting or defending such suit. The indemnitee shall be presumed to be entitled to indemnification under this Article 8 upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the required undertaking has been tendered to the corporation), and, thereafter, the corporation shall have the burden of proof to overcome the presumption that the indemnitee is so entitled.

8.5 Procedures Exclusive

Pursuant to Section 23B.08.560(2) or any successor provision of the Washington Business Corporation Act, the procedures for indemnification and advancement of expenses set forth in this Article 8 are in lieu of the procedures required by Section 23B.08.550 or any successor provision of the Washington Business Corporation Act.

8.6 Nonexclusivity of Rights

The right to indemnification and the advancement of expenses conferred in this Article 8 shall not be exclusive of any other right that any person may have or

hereafter acquire under any statute or provision of these Articles of Incorporation or the Bylaws of the corporation, or by general or specific action of the Board of Directors, or by contract or otherwise.

8.7 Insurance, Contracts and Funding

The corporation may maintain insurance, at its expense, to protect itself and any Director, officer, partner, trustee, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act. The corporation may enter into contracts with any Director, officer, partner, trustee, employee or agent of the corporation in furtherance of the provisions of this Article 8 and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article 8.

8.8 Indemnification of Employees and Agents of the Corporation

The corporation may, by action of the Board of Directors, grant rights to indemnification and advancement of expenses to employees and agents or any class or group of employees and agents of the corporation (a) with the same scope and effect as the provisions of this Article 8 with respect to the indemnification and advancement of expenses of Directors and officers of the corporation, (b) pursuant to rights granted under, or provided by, the Washington Business Corporation Act, or (c) as are otherwise consistent with law.

8.9 Persons Serving Other Entities

Any person who, while a Director, officer or employee of the corporation, is or was serving (a) as a director or officer of another foreign or domestic corporation of which a majority of the shares entitled to vote in the election of its directors is held by the corporation or (b) as a partner, trustee or otherwise in an executive or management capacity in a partnership, joint venture, trust or other enterprise of which the corporation or a wholly owned subsidiary of the corporation is a general partner or has a majority ownership shall be deemed to be so serving at the request of the corporation and entitled to indemnification and advancement of expenses under Sections 8.1 and 8.3 hereof.

**ARTICLE 9. REGISTERED OFFICE AND
REGISTERED AGENT**

The address of the registered office of the corporation is 20402 – 88th Ave. W., Edmonds, WA 98026, and the name of its registered agent at such address is Heidi Davis.

**ARTICLE 10. AMENDMENT TO ARTICLES OF
INCORPORATION**


The corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law."

3. The corporation has no members having voting rights with regard to the question of amendment of the Articles of Incorporation. The date of adoption of the amendments to the Articles of Incorporation by the Board of Directors is 11/10/07.

4. The amendments received the affirmative vote of at least a majority of the Directors then in office.

The effective date of these Articles of Amendment shall be the date of filing by the Secretary of State of the State of Washington.

Dated: 11-14, 2007



Julie Secrist, President