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Form **1023**
(Rev. June 2006)
Department of the Treasury
Internal Revenue Service

**Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code**

OMB No. 1545-0056

Note: If exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at www.irs.gov for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Part I Identification of Applicant

| | | |
|---|------------|--|
| 1 Full name of organization (exactly as it appears in your organizing document) Hope For Africa Foundation, Inc. | | 2 c/o Name (if applicable) Ruth Fredenberg |
| 3 Mailing address (Number and street) (see instructions) 2411 Bloedel Street | Room/Suite | 4 Employer Identification Number (EIN) 26-3007676 |
| City or town, state or country, and ZIP + 4 Weston, WI 54476 | | 5 Month the annual accounting period ends (01 - 12) 12 |
| 6 Primary contact (officer, director, trustee, or authorized representative) a Name: Roger Zipperer | | b Phone: 715-693-2040 c Fax: (optional) n/a |
| 7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 9a Organization's website: www.FoundationForHopelnAfrica.org | | |
| b Organization's email: (optional) info@FoundationForHopelnAfrica.org | | |
| 10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) 07 / 15 / 2008 | | |
| 12 Were you formed under the laws of a foreign country? If "Yes," state the country. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |

For Paperwork Reduction Act Notice, see page 24 of the instructions.

Cat. No. 17133K

Form **1023** (Rev. 6-2006)

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Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1** Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing certification of filing with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. **Yes** **No**
- 2** Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. **Yes** **No**
- 3** Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. **Yes** **No**
- 4a** Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. **Yes** **No**
- b** Have you been funded? If "No," explain how you are formed without anything of value placed in trust. **Yes** **No**
- 5** Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. **Yes** **No**

Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1** Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): Page 2, Article 3, B of Articles
- 2a** Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- 2b** If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Page 4, Article 10 of the Articles of Incorporation
- 2c** See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: _____

Part IV Narrative Description of Your Activities

Using an attachment, describe your *past, present, and planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

- 1a** List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual compensation, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

| Name | Title | Mailing address | Compensation amount (annual actual or estimated) |
|-----------------|--------------------|---|--|
| Roger Zipperer | President/Director | 1815 Grant Road Mosinee, WI 54455 | none |
| Carrie Sukup | Treasurer/Director | 6405 Teagan Lane Weston, WI 54476 | none |
| Ruth Fredenberg | Secretary/Director | 2411 Bloedel Street Weston, WI 54476 | none |
| Robin C. Wilde | Executive Director | 4515 Forest Valley Road Wausau, WI 54403 | none |
| | | | |

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

b List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

| Name | Title | Mailing address | Compensation amount (annual actual or estimated) |
|------|-------|-----------------|--|
| none | | | |
| | | | |
| | | | |
| | | | |
| | | | |

c List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

| Name | Title | Mailing address | Compensation amount (annual actual or estimated) |
|------|-------|-----------------|--|
| none | | | |
| | | | |
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The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

2a Are any of your officers, directors, or trustees related to each other through family or business relationships? If "Yes," identify the individuals and explain the relationship. Yes No

b Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. Yes No

c Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. Yes No

3a For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

b Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through common control? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. Yes No

4 In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

a Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? Yes No

b Do you or will you approve compensation arrangements in advance of paying compensation? Yes No

c Do you or will you document in writing the date and terms of approved compensation arrangements? Yes No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- d** Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? Yes No
- e** Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- f** Do you or will you record in writing both the information on which you relied to base your decision and its source? Yes No
- g** If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.
-
- 5a** Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. Yes No
- b** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?
- Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.
-
- 6a** Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- b** Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
-
- 7a** Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases. Yes No
- b** Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales. Yes No
-
- 8a** Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f. Yes No
- b** Describe any written or oral arrangements that you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at **arm's length**.
- e** Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f** Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.
-
- 9a** Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f. Yes No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. Yes No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. Yes No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. Yes No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. Yes No

Part VII Your History

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1 Are you a successor to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. Yes No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. Yes No

Part VIII Your Specific Activities

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1 Do you support or oppose candidates in political campaigns in any way? If "Yes," explain. Yes No
- 2a Do you attempt to influence legislation? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. Yes No
- b Have you made or are you making an election to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. Yes No
- 3a Do you or will you operate bingo or gaming activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Yes No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. Yes No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

Part VIII Your Specific Activities (Continued)

4a Do you or will you undertake fundraising? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.) **Yes** **No**

- | | |
|---|---|
| <input checked="" type="checkbox"/> mail solicitations | <input checked="" type="checkbox"/> phone solicitations |
| <input checked="" type="checkbox"/> email solicitations | <input checked="" type="checkbox"/> accept donations on your website |
| <input checked="" type="checkbox"/> personal solicitations | <input checked="" type="checkbox"/> receive donations from another organization's website |
| <input type="checkbox"/> vehicle, boat, plane, or similar donations | <input checked="" type="checkbox"/> government grant solicitations |
| <input checked="" type="checkbox"/> foundation grant solicitations | <input checked="" type="checkbox"/> Other |

Attach a description of each fundraising program.

b Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. **Yes** **No**

c Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. **Yes** **No**

d List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.

e Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. **Yes** **No**

5 Are you affiliated with a governmental unit? If "Yes," explain. **Yes** **No**

6a Do you or will you engage in economic development? If "Yes," describe your program. **Yes** **No**

b Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

7a Do or will persons other than your employees or volunteers develop your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. **Yes** **No**

b Do or will persons other than your employees or volunteers manage your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. **Yes** **No**

c If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

8 Do you or will you enter into joint ventures, including partnerships or limited liability companies treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. **Yes** **No**

9a Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. **Yes** **No**

b Do you provide child care so that parents or caretakers of children you care for can be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**

c Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**

d Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**

10 Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other intellectual property? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. **Yes** **No**

Part VIII Your Specific Activities (Continued)

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. **Yes** **No**
-
- 12a** Do you or will you operate in a foreign country or countries? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. **Yes** **No**
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
-
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. **Yes** **No**
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. **Yes** **No**
- d** Identify each recipient organization and any relationship between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i)** Do you require an application form? If "Yes," attach a copy of the form. **Yes** **No**
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. **Yes** **No**
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
-
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. **Yes** **No**
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. **Yes** **No**
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. **Yes** **No**
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. **Yes** **No**
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. **Yes** **No**

Part VIII Your Specific Activities (Continued)

- | | | | |
|-----------|--|------------------------------|--|
| 15 | Do you have a close connection with any organizations? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 16 | Are you applying for exemption as a cooperative hospital service organization under section 501(e)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 17 | Are you applying for exemption as a cooperative service organization of operating educational organizations under section 501(f)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 18 | Are you applying for exemption as a charitable risk pool under section 501(n)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 19 | Do you or will you operate a school ? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 20 | Is your main function to provide hospital or medical care ? If "Yes," complete Schedule C. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 21 | Do you or will you provide low-income housing or housing for the elderly or handicapped ? If "Yes," complete Schedule F. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 22 | Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

Note: Private foundations may use Schedule H to request advance approval of individual grant procedures.

Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

A. Statement of Revenues and Expenses

| | Type of revenue or expense | Current tax year | 3 prior tax years or 2 succeeding tax years | | | (e) Provide Total for (a) through (d) |
|-----------------|---|----------------------------|---|----------------------------|----------------------------|---------------------------------------|
| | | (a) From To | (b) From To | (c) From To | (d) From To | |
| Revenues | 1 Gifts, grants, and contributions received (do not include unusual grants) | | | | | |
| | 2 Membership fees received | | | | | |
| | 3 Gross investment income | | | | | |
| | 4 Net unrelated business income | | | | | |
| | 5 Taxes levied for your benefit | | | | | |
| | 6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge) | | PLEASE SEE | EXHIBIT C | PAGE 9 | THANKYOU |
| | 7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list) | | | | | |
| | 8 Total of lines 1 through 7 | | | | | |
| | 9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list) | | | | | |
| | 10 Total of lines 8 and 9 | | | | | |
| | 11 Net gain or loss on sale of capital assets (attach schedule and see instructions) | | | | | |
| | 12 Unusual grants | | | | | |
| | 13 Total Revenue Add lines 10 through 12 | | | | | |
| Expenses | 14 Fundraising expenses | | | | | |
| | 15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list) | | | | | |
| | 16 Disbursements to or for the benefit of members (attach an itemized list) | | | | | |
| | 17 Compensation of officers, directors, and trustees | | | | | |
| | 18 Other salaries and wages | | | | | |
| | 19 Interest expense | | | | | |
| | 20 Occupancy (rent, utilities, etc.) | | | | | |
| | 21 Depreciation and depletion | | | | | |
| | 22 Professional fees | | | | | |
| | 23 Any expense not otherwise classified, such as program services (attach itemized list) | | | | | |
| | 24 Total Expenses Add lines 14 through 23 | | | | | |

Part IX Financial Data (Continued)

B. Balance Sheet (for your most recently completed tax year)

Year End: **2007**

| Assets | | (Whole dollars) |
|-----------------------------|---|---|
| 1 | Cash | 0.00 |
| 2 | Accounts receivable, net | 0.00 |
| 3 | Inventories | 0.00 |
| 4 | Bonds and notes receivable (attach an itemized list) | 0.00 |
| 5 | Corporate stocks (attach an itemized list) | 0.00 |
| 6 | Loans receivable (attach an itemized list) | 0.00 |
| 7 | Other investments (attach an itemized list) | 0.00 |
| 8 | Depreciable and depletable assets (attach an itemized list) | 0.00 |
| 9 | Land | 0.00 |
| 10 | Other assets (attach an itemized list) | 0.00 |
| 11 | Total Assets (add lines 1 through 10) | 0.00 |
| Liabilities | | |
| 12 | Accounts payable | 0.00 |
| 13 | Contributions, gifts, grants, etc. payable | 0.00 |
| 14 | Mortgages and notes payable (attach an itemized list) | 0.00 |
| 15 | Other liabilities (attach an itemized list) | 0.00 |
| 16 | Total Liabilities (add lines 12 through 15) | 0.00 |
| Fund Balances or Net Assets | | |
| 17 | Total fund balances or net assets | 0.00 |
| 18 | Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17) | 0.00 |
| 19 | Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

- 1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. If you are unsure, see the instructions. Yes No
- 1b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2.
- 2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. Yes No
- 3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. Yes No
- 4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? Yes No
- 5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.
 The organization is not a private foundation because it is:
 - a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A.
 - b 509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B.
 - c 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.
 - d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.

Part X Public Charity Status (Continued)

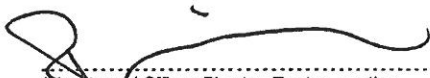
- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization


(Signature of Officer, Director, Trustee, or other authorized official)

Roger Zipperer
(Type or print name of signer)

8/12/08
(Date)

President
(Type or print title or authority of signer)

For IRS Use Only

IRS Director, Exempt Organizations

(Date)

b Request for Definitive Ruling: Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).

(i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. _____
(b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.

(ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box.

(b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

7 Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. Yes No

250
[Handwritten initials]

Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$750. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$300. See instructions for Part XI, for a definition of gross receipts over a 4-year period. Your check or money order must be made payable to the United States Treasury. User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? Yes No
If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).
If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change).
- 3 Check the box if you have enclosed the user fee payment of \$750 (Subject to change).

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here

[Handwritten Signature]
(Signature of Officer, Director, Trustee, or other authorized official)

Roger Zipperer
(Type or print name of signer)

8/12/08
(Date)

President
(Type or print title or authority of signer)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.

EXHIBIT A

ARTICLES OF INCORPORATION

STATE OF WISCONSIN
DEPT. OF
REGISTRATION

ATTACHMENT TO FORM 1023

FOUNDATION FOR HOPE IN AFRICA, INC.

EIN: 26-3007676

STATE OF WISCONSIN
DEPT. OF
REGISTRATION

2008 JUN 26 AM 9:26

Articles of Incorporation Of FOUNDATION FOR HOPE IN AFRICA, INC.

2008 JUL -9 AM 9:09

BE IT KNOWN on the date hereinafter set forth personally appeared before the undersigned Notary Public, the subscribers hereto, of the full age of majority, who declared in the presence of the undersigned competent witnesses that, availing themselves of the provisions of the Wisconsin Not For Profit Corporation Act, they do hereby organize themselves, their successors and assigns into a Corporation under Chapter 181 of the Wisconsin Statutes and in accordance with the following Articles of Incorporation.

ARTICLE ONE

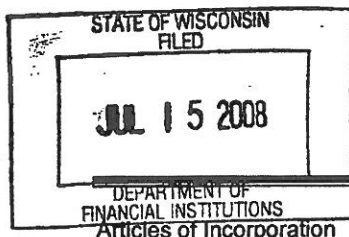
The name of the Corporation is FOUNDATION FOR HOPE IN AFRICA, INC. and shall be empowered to operate under that name only.

ARTICLE TWO

OBJECTIVES AND PURPOSES

This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended, including, for such purposes:

1. The making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations or the corresponding section of any future United States Internal Revenue Law.
2. Using and applying the whole or any part of the principal and income there from for such purposes directly on projects and programs it operates in Africa and, indirectly, by contributions to organizations established under the laws of each respective country in Africa, which are organized and operated exclusively for charitable purposes, and which operate projects and programs in Africa.
3. Funding or otherwise supporting charitable projects and scholarships focusing on Africa and Africans.
4. Improving the awareness of Americans regarding the needs of the people of Africa.
5. Engaging in any and all lawful activities incidental to the foregoing purposes except as restricted here and in the Bylaws of the Corporation.



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ARTICLE THREE**LIMITATIONS****A. PRIVATE BENEFIT**

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, officers, board of directors, or any other person except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in furtherance of the purposes of the Corporation.

B. CHARITABLE PURPOSES

This Corporation is organized and shall be operated exclusively for charitable, charitable, and educational purposes, including for such purposes, the making of distributions to Corporations that qualify as exempt Corporations under section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by an Corporation, body or Corporation exempt from Federal Income tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Revenue Code of the United States of America or by an Corporation or Corporation by which contributions thereto are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future United States Revenue Law.

ARTICLE FOUR**DOMICILE AND REGISTERED OFFICE**

The domicile of this Corporation shall be FOUNDATION FOR HOPE IN AFRICA, INC., and the location and registered office shall be:

Principal Office
Foundation For Hope In Africa, Inc.
2411 Bloedel Avenue
Weston, Wisconsin 54476

ARTICLE FIVE**REGISTERED AGENT**

The full name and address of the registered agent for the Corporation is as follows:

Roger Zipperer
~~1815 Grant Road~~ 2411 Bloedel Ave
~~Mosinee, WI 54455~~ Weston, WI 54476

ARTICLE SIX**MEMBERSHIP**

The Corporation will not have members.

ARTICLE SEVEN**MANAGEMENT****A. GENERAL POWERS**

The affairs of FOUNDATION FOR HOPE IN AFRICA, INC. shall be managed by the Board of Directors and the Officers of the Corporation and as outlined in the Bylaws of the Corporation.

B. SPECIFIC POWERS

The day to day business operation and function of FOUNDATION FOR HOPE IN AFRICA, INC. shall be conducted by the Executive Director of the Board under the advice and assistance of Board of Directors, as outlined in the Bylaws of the Corporation.

C. OPERATING POWERS

The operating powers of the Corporation shall be managed by the Officers of the Corporation, Board of Directors, and other such officers or committees as shall be deemed appropriate by the Corporation as outlined in the Bylaws of the Corporation.

D. TERMS OF OFFICE

The terms of office of the Officers of the Corporation, Board of Directors, are set forth in the Bylaws of the Corporation.

E. REGULAR OR SPECIAL MEETINGS

A regular annual meeting of the Board of Directors shall be held in January of each year.

Special meetings of the Board of Directors or any other operating board may be called by the President of the Corporation or his designee at other unspecified times throughout the year.

F. COMPENSATION

The Board of Directors may not compensate directors for their services as such but by resolution may pay a fixed sum for attendance at meetings of the Board of Directors and may provide for the payment of any or all expenses incurred by directors in attending regular and special meetings of the Board.

ARTICLE EIGHT

INITIAL OFFICERS

Roger Zipperer
President
1815 Grant Road
Mosinee, WI 54455

Carrie Sukup
Treasurer
6405 Teagan Lane
Weston, WI 54476

Ruth Fredenberg
Secretary
2411 Bloedel Ave.
Weston, WI 54476

ARTICLE NINE

INITIAL DIRECTORS

The names of the initial Board of Directors of this Corporation are:

Robin C. Wilde, 4515 Forest Valley Road, Wausau, WI 54403, Executive Director

Roger Zipperer, 1815 Grant Road, Mosinee, WI 54455, Director

Ruth Fredenberg, 2411 Bloedel Ave, Weston, WI 54476, Director

Carrie Sukup, 6405 Teagan Lane, Weston, WI 54476, Director

This document was drafted by: Robin C. Wilde, Roger Zipperer, Ruth Fredenberg and Carrie Sukup.

ARTICLE TEN

DISSOLUTION

In the event this Corporation shall cease to exist, or depart from the rules or regulations of FOUNDATION FOR HOPE IN AFRICA, INC. the assets of the Corporation shall revert to any place designated by the Officers of the Corporation and the Board of Directors. Such recipient(s) may qualify hereinunder as an Corporation described in Section 501(c)(3) of the Internal Revenue Code or any corresponding sections of any prior or future Internal Revenue Code, and further providing that the proceeds/assets from the disposition of property must go directly to the recipient after all liens and

liabilities for the Corporation have been settled. The recipient(s) of any assets is set forth in the Bylaws of the Corporation.

The assets of this Corporation are irrevocably dedicated to charitable and/or charitable purposes. In the event of liquidation, dissolution, or revocation of its Charter or abandonment of its stated purposes other than as provided above or as provided in the Bylaws of the Corporation, and after providing for the payment of debts and obligations of this Corporation the remaining assets shall be dispersed to a qualified recipient(s) as set forth in the Bylaws of the Corporation. (Should the recipient(s) reside outside the United States of America, it must meet the standard requirement for a charitable/charitable Corporation set forth by the laws of that country.)

SIGNATURES:

The Officers of the Corporation and the Board of Directors of the Corporation do hereby sign as incorporators and agree to the provisions and limitations of the Articles of this Corporation.

Signed on this 16th day of June, 2008:

[Signature] 6-13-08
Robin C. Wilde, Executive Director
4515 Forest Valley Road, Wausau, WI 54403

[Signature] 6-13-08
Roger Zipperer, President & Director
1815 Grant Road, Mosinee, WI 54455

[Signature] 6-16-08
Carrie Sukup, Treasurer & Director
6405 Teagan Lane, Weston, WI 54476

[Signature] 6-9-08
Ruth Fredenberg, Secretary & Director
2411 Bloedel Ave, Weston, WI
54476

Robin C. Wilde
Roger Zipperer

Signed before me, A Notary Public, and in the presence of the undersigned, on the 13th day of June, 2008

[Signature]
NOTARY PUBLIC
My commission expires 7-19-2009

CERTIFICATION

Carrie Sukup
THIS DONE AND SIGNED BEFORE ME, A Notary Public, and in the presence of the undersigned, on this 16th day of June, 2008.

[Signature]
NOTARY PUBLIC

Commission Expires: 7-19-2009

[Signature]
Signed before me, A Notary Public, and in the presence of the undersigned, on the 9th day of June, 2008

[Signature]
NOTARY PUBLIC
My commission expires 7-19-2009

EXHIBIT B

CORPORATE BYLAWS

BYLAWS
OF
FOUNDATION FOR HOPE IN AFRICA, INC.

ARTICLE I.

OFFICES

- Section 1. *Principal Office.* The principal office of the corporation shall be located in the City of Weston, Wisconsin.
- Section 2. *Registered Office.* The registered office of the corporation required by law to be maintained in the State of Wisconsin may be, but need to be, identical with the principal office.
- Section 3. *Other Offices.* The corporation may have offices at such other places, either within or without the State of Wisconsin, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

ARTICLE II.

BOARD OF DIRECTORS

- Section 1. *General Powers.* The business and affairs of the corporation shall be managed by its Board of Directors.
- Section 2. *Number, Term, and Qualifications.* The number of Directors constituting the Board of Directors shall be fixed from time to time by the Board of Directors, but shall be no less than four and no more than nine. Each director shall hold office until his death, resignation, retirement, removal, disqualification or his successor shall have been elected and qualified. Directors need not be residents of the State Wisconsin.
- Section 3. *Election of Directors.* The directors shall be elected by the vote of the directors then in office; and those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected. If any director so demands, the election of directors shall be by ballot. The present intent of the Board of Directors, which is non-binding, is that the persons holding the following positions, from time to time, shall be elected to the Board of Directors as ex officio members.
- Section 4. *Removal.* Any director may be removed at any time with or without cause by the vote of a majority of the directors present at a meeting at which quorum is present.

- Section 5. *Vacancies.* Any vacancy occurring in the elected directors may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.
- Section 6. *Chairman of Board.* There may be a Chairman of the Board of Directors elected by the directors from their number at any meeting of the Board. In the absence of a Chairman, the President shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.
- Section 7. *Compensation.* The Board of Directors may not compensate directors for their services as such but by resolution may pay a fixed sum for attendance at meetings of the Board of Directors and may provide for the payment of any or all expenses incurred by directors in attending regular and special meetings of the Board.

ARTICLE III.

MEETINGS OF DIRECTORS

- Section 1. *Regular Meetings.* A regular annual meeting of the Board of Directors shall be held annually at the principal office of the corporation or at such other place as the Board may designate. In addition, the Board of Directors may provide, by resolution, the time and place, either within or without the State of Wisconsin, for the holding of additional regular meetings.
- Section 2. *Special Meetings.* Special meetings of the Board of Directors may be called or at the request of the President or any three (2) directors. Such a meeting may be held either within or without the State of Wisconsin, as fixed by the person or persons calling the meeting.
- Section 3. *Notice of Meetings.* Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least ten days before the meeting, give written notice thereof delivered personally, sent by mail to each director at his address as shown by the records of the corporation, sent by facsimile, or sent by electronic mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Such notice need not specify the purpose for which the meeting is called.
- Section 4. *Waiver of Notice.* Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- Section 5. *Quorum.* A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of

the Board of Directors.

- Section 6. *Manner of Acting.* Except as otherwise provided in these bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- Section 7. *Presumption of Assent.* A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.
- Section 8. *Informal Action by Directors.* Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.
- Section 9. *Committees of the Board.* The Board of Directors, by resolution adopted by a majority of the directors present at a meeting at which a quorum is present, may designate directors to constitute an Executive Committee and other committees, each of which, to the extent authorized by law and provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or him by law.
- Section 10. *Conflicts of Interest.* Board members are committed to conducting themselves in accordance the Conflict Of Interest Policy adopted by the Board of Directors.
- Section 11. *Code of Ethics.* Board members are committed to conducting themselves in accordance with ethical and professional standards, and therefore shall behave in conformance with the Corporation Code of Ethics adopted by the Board of Directors.

ARTICLE IV.

OFFICERS

- Section 1. *Officers of the Corporation.* The officers of the corporation shall consist of a President, a Secretary, a Treasurer, and such Assistant Secretaries and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, but no officer may act in more than once capacity where action of two

or more officers is required. In addition, the Board of Directors may from time to time appoint one or more persons to staff positions, including the position of Executive Director, to carry out the instructions of the Board of Directors and the Corporation's officers.

- Section 2. *Election and Term.* The officers of the corporation shall be elected annually by the Board of Directors and each officer shall hold office for one year or until his successor shall have been elected and qualified. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.
- Section 3. *Compensation of Officers.* No officers of the corporation shall be compensated for their services as such, but by resolution of the Board of Directors may be paid for some expenses incurred in the course of performing their responsibilities.
- Section 4. *Removal.* Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the corporation will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- Section 5. *Bonds.* The Board of Directors may by resolution require any officer, agent, or employee of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.
- Section 6. *President.* The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at meetings of the Board of Directors in the Chairman of the Board is not present or if there is no Chairman of the Board. He shall sign, with the Secretary, an Assistant Secretary, or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general he shall perform all duties incident to the office of President and such other duties as they may be prescribed by the Board of Directors from time to time.
- Section 7. *Secretary.* The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors and of all Executive Committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its

seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

- Section 8. *Assistant Secretaries.* In the absence of the Secretary or in the event of his death, inability or refusal to act, the Assistant Secretaries, in the order of their length of service as Assistant Secretary, unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary, and when so acting shall have all the restrictions upon the Secretary. They shall perform such other duties as may be assigned to them by the Secretary, by the President, or by the Board of Directors.
- Section 9. *Treasurer.* The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such depositories as shall be selected in accordance with the provisions of Section 4 of Article V of these bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors, or by these bylaws.

ARTICLE V.

BOARD OF ADVISORS

- Section 1. *General Powers.* The Board of Advisors will be an advisory board only, advising the Board of Directors on projects.
- Section 2. *Number, Term, and Qualifications.* The number of Advisors constituting the Board of Advisors shall be fixed from time to time by the Board of Directors. Advisors need not be residents of the State Wisconsin. They will serve at the pleasure of the Board of Directors.
- Section 3. *Appointment of Advisors.* The advisors shall be appointed by the vote of the Board of Directors; and those persons who receive a majority of votes at a meeting at which a quorum is present shall be deemed to have been appointed.
- Section 4. *Removal.* Any advisor may be removed at any time with or without cause by the vote of a majority of the Directors present at a meeting at which quorum is present.

ARTICLE VI.

VOLUNTEER PARTNERS

- Section 1. Volunteer Partners will participate in projects and fund raising from time to time.

ARTICLE VII.**CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS**

- Section 1. *Contracts.* The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- Section 2. *Loans.* No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- Section 3. *Checks and Drafts.* All checks, drafts, or other orders for the payment of money, issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such resolution, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the corporation.
- Section 4. *Deposits.* All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors may select.
- Section 5. *Gifts.* The Board of Directors may accept, on behalf of the corporation, any contribution, gift, bequest or devise for the general purpose or for any special purposes of the corporation.
- Section 6: *Private Inurement.* No part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or to the benefit of any private persons.

ARTICLE VIII.**GENERAL PROVISIONS**

- Section 1. *Seal.* The corporate seal of the corporation shall consist of two concentric circles between which is the name of the corporation and in the center of which is inscribed SEAL; and such seal, is hereby adopted as the corporate seal of the corporation.
- Section 2. *Indemnification.* Any person who at any time serves or has served as a director, officer, employee or agent of the corporation, or in such capacity at the request of the corporation for any other corporation, partnership, joint venture, trust, other enterprise, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened pending or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, and whether or not brought by or on

behalf of the corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit, or proceeding.

The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him.

Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive or any other rights to which such person may be entitled apart from the provision of this bylaw.

In addition to the foregoing, the Board of Directors shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

- Section 3. *Fiscal Year.* The fiscal year of the corporation shall be fixed by the Board of Directors.
- Section 4. *Amendments.* Except as otherwise provided herein, these bylaws or the corporation's articles of incorporation may be amended or repealed and new bylaws (or amended articles of incorporation) may be adopted by the affirmative vote of two thirds of the directors then holding office at any regular or special meeting of the Board of Directors at which a quorum is present, provided that at least ten (10) days written notice is given of intention to alter, amend, repeal or adopt new Bylaws (or articles of incorporation) at such meeting.
- Section 5. *Distribution Upon Dissolution.* Upon dissolution, all of the corporation's assets shall, after all of its liabilities and obligations have been discharged or adequate provision made therefore, be distributed to any association or associations organized for purposes similar to the purpose of the corporation as may be designated by a majority of the directors of the corporation then holding office, provided that such organization is an organization qualified under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended.

Section 6.

Books and Records. The corporation shall keep correct and complete books and records and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. The books, records and papers of the corporation shall be at all times, during reasonable business hours, be subject to inspection by any director. The articles of incorporation and the bylaws of the corporation shall be available for inspection by any member at the principal office of the corporation.

LIST OF EXHIBITS

| | |
|-----------|--|
| Exhibit A | Articles Of Incorporation |
| Exhibit B | Corporate Bylaws |
| Exhibit C | Explanations/Answers To Questions In Form 1023 |
| Exhibit D | Conflict Of Interest Policy |
| Exhibit E | Grant Application |
| Exhibit F | Project Review |
| Exhibit G | Funding Agreement |

EXHIBIT C

**EXPLANATIONS/ANSWERS TO
QUESTIONS IN FORM 1023**

Part IV Narrative Description of Activities

Objectives

Foundation For Hope In Africa, Inc, hereafter referred to as FFHInA is a public benefit non-profit corporation organized and operated exclusively for charitable purposes. Specifically, FFHInA's purpose is to initiate, develop, implement and/or assist or support charitable projects that will provide for the basic needs (such as uncontaminated water, food, shelter and medical care) of the needy people in Africa.

These projects include:

1. Digging water wells and latrines in villages throughout Africa, thus providing sources of uncontaminated water.
2. Providing medical and dental clinics.
3. Building schools and orphanages.
4. Support other projects that meet FFHInA's objectives as stated above..

Initial Projects

- FFHInA is currently developing a relationship with Joy Drilling, a subsidiary of Deliverance Church, Uganda. Joy Drilling has been responsible for digging over 600 wells in Northern Uganda under the auspices of Lifewater International (US based charity). Joy has the infrastructure and necessary training to carry out the well proposals FFHInA will submit to them. FFHInA will fund the wells, Joy Drilling will dig them. FFHInA has a trip to Africa scheduled for March 2009. During that trip FFHInA will determine potential sites that are in dire need of a water source by collaborating with our contacts or other NGOs and utilizing their data. As there is a great need for clean water in Africa, FFHInA plans to raise money for as many wells as FFHInA can on a continual basis.
- Reachout Village Ministries is a 25+ year ministry headquartered in Kampala, Uganda. This ministry is headed by Dr. Daniel Nkata and has orphanages, schools, and churches. Dr. Nkata will help us in the selection process for our organization. Being a local Ugandan, he understands the need for water and where wells should be placed.
- Currently FFHInA is exploring helping a local Ugandan Christian ministry with an orphanage and school.

Future Projects

Our organization will continuously look for opportunities that will further our objectives to help the people of Africa. As opportunities arise, FFHInA will evaluate and devise plans to implement new projects or support projects of other charitable organizations.

The officers and directors administer these programs. Our programs take up 100% of FFHInA's time. Our fundraising will consist of soliciting donations, applying for public and private grants, and conducting fundraising events. FFHInA will market our activities through a website, www.FoundationForHopeInAfrica.org, (once it is developed), emails, direct mail, newsletters, fundraising events, press kits, and word of mouth.

Part V - Compensation and Other Financial Arrangements with Your Officers, Directors, Trustees, Employees, and Independent Contractors

Part V, Line 3a

Robin Wilde, Executive Director of the Board

Qualifications: Demonstrated ability as a project manager in both for-profit and non-profit settings. Accustomed to working with paid staff and un-paid volunteers in fund raising and implementation. Projects range to \$1M utilizing multiple staff. Ability to delegate, train, and facilitate in non-profit, manufacturing, and service industries.

Duties: Target potential development projects in Africa by defining objectives and timelines, solicit donors, require accountability of partner organizations, and report to donors. Complete a thorough analysis of an organization that has applied and its projects as a part of the pre-grant inquiries. Analyze the project reports submitted by US organizations and provide his/her recommendations to the Board.

Education: BS Education, MA Education, and D.Min in Leadership Development.

Hours: 20/month

Roger Zipperer, President

Qualifications: Demonstrated leadership ability in business. Currently plant manager of a for-profit manufacturing plant with \$50 million in annual sales and 250 employees. Accustomed to working in a multi-cultural setting, working regularly with people from India, China, Europe, North America, and Africa. Ability to lead, motivate, and manage teams and projects ensuring successful results. Familiar with financials and disciplined money management in project execution.

Duties: Target potential development projects in Africa by defining objectives and timelines, solicit donors, require accountability of partner organizations, and report to donors. See also Article IV, Section 6 of the Corporate Bylaws (Exhibit B)

Education: BS Mathematics and Business

Hours: 20/month

Carrie Sukup

Qualifications: Demonstrated ability to oversee projects by working at a public accounting firm for approximately 10 years largely auditing financial institutions. In addition have obtained the designation of a Certified Public Accountant.

Duties: Oversee financial related functions of FFHInA. See also Article IV, Section 9 of the Corporate Bylaws (Exhibit B)

Education: Bachelor of Business Administration

Hours: 20/month

Ruth Fredenberg

Qualifications: Demonstrated analytic, budget management and reporting expertise; reviewing and reconciling monthly accounting of company income; extensive background working in 501(c)3 organizations and budget management; web site design expertise.

Duties: to oversee the administrative, project management and marketing functions of FFHInA as well as developing and maintaining web site and on-line donation capabilities. See also Article IV, Section 7 of the Corporate Bylaws (Exhibit B)

Education: Associate Degree in Computer Science.

Hours: 20/month

Part V, Line 5a

The Conflict Of Interest policy attached as Exhibit D was adopted by resolution of the Board of Directors and signed into effect by the Secretary.

Part VI - Your Members and Other Individuals and Organizations That Receive Benefits From You

Line 1b

Initial Projects

- FFHInA is currently developing a relationship with Joy Drilling, a subsidiary of Deliverance Church, Uganda. Joy Drilling has been responsible for digging over 600 wells in Northern Uganda under the auspices of Lifewater International (US based charity). Joy has the infrastructure and necessary training to carry out the well proposals we will submit to them. We will fund the wells, Joy Drilling will dig them. We have a trip to Africa scheduled for March 2009. During that trip we will determine potential sites that are in dire need of a water source by collaborating with our contacts or other NGOs and utilizing their data. As there is a great need for clean water in Africa, we plan to raise money for as many wells as we can on a continual basis.
- Reachout Village Ministries is a 25+ year ministry headquartered in Kampala, Uganda. This ministry is headed by Dr. Daniel Nkata and has orphanages, schools, and churches. Dr. Nkata will help us in the selection process for our organization. Being a local Ugandan, he understands the need for water and where wells should be placed.

- Currently FFHInA is exploring helping a local Ugandan Christian ministry with an orphanage and school.

Future Projects

Our organization will continuously look for opportunities that will further our objectives to help the people of Africa. As opportunities arise, FFHInA will evaluate and devise plans to implement new projects or support projects of other charitable organizations.

Part VIII - Your Specific Activities**Line 4a****Mail, Email, Personal, Phone, Foundation Grants, Website Solicitations**

We intend to solicit funds for our program by sending promotional materials via mail and email. We will solicit funds for our program by personally contacting individuals. We may also solicit funds through phoning individuals about our program. We may apply for foundation grants for our program in the future. We will operate a website at www.FoundationForHopeInAfrica.org; where donations will be able to be made online.

Government Grants

We may seek grants at a later date to operate our programs. No official plans exist at this time.

Other

We may use any other legal means available to us as a non-profit corporation operating within our stated purpose to raise money to fund our programs. After FFHInA is established in all respects, it will explore the possibility of doing some fundraising activities by organizing programs bringing in speakers.

Part VIII, Line 4d

Initially, FFHInA will concentrate on raising funds in the State of Wisconsin where it is incorporated. Following the successful launch of the fundraising activities in the State of Wisconsin, the Board of Directors will explore the possibility of engaging in fundraising activities in other states. In each state considered, FFHInA will review the State and Local jurisdiction requirements for raising funds and will adhere to those laws and policies. Our organization will conduct its own fundraising.

Part VIII, Line 10

FFHInA will own all intellectual property created under the auspices of FFHInA. Fees charged, if any, will be determined by fair market value. No specific production, distribution, or marketing plans exist at this time.

Part VIII, Line 11

FFHInA may accept contributions of: real property; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses;

royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type if said contributions further the purposes of FFHInA. FFHInA will not accept donations if any conditions imposed by the donor on the contribution limit FFHInA's ability to achieve its purposes or force FFHInA to conduct activities that are not in furtherance of 501c3 purposes. We will ensure that donations are accepted in accordance with 501c3 regulations and we will properly determine fair market value according to Publication 561. FFHInA will not actively solicit such contributions.

Part VIII, Line 12b

FFHInA is currently conducting activities in Uganda, but FFHInA may provide our services to other African countries in the future.

Part VIII, Line 12c

Please see Part IV - Narrative Description of Your Activities.

Part VIII, Line 12d

By building wells, providing medical and dental clinics, and building schools and orphanages, FFHInA further our purposes of providing relief to the poor, distressed, and underprivileged areas of Africa.

Part VIII, Line 13b

FFHInA will support projects of other organizations that are in line with its objections.

Since FFHInA is an American-based foundation, FFHInA will employ or sub-contract to other non-profit organizations who have an African infrastructure already in place for the implementation of our development work. For example, FFHInA will not dig the wells by sending Americans, but will sub-contract to a non-profit that has been doing work in Africa for 25 years. Our plan is to utilize indigenous people and other non-profits for the local work FFHInA funds.

Other organizations will need to submit a Grant Application as shown in Exhibit E. FFHInA will do a thorough analysis of an organization that has applied and its projects as a part of the pre-grant inquiries. The Executive Director has been assigned to carry out these functions. He/she will analyze the project reports submitted by US organizations and provide his/her recommendations to the Board by filling a Project Review" as shown in Exhibit F for further actions. In addition he/she will verify appropriate documents listed in the Grant Application to ensure that the grant requesting organization is genuine.

Part VIII, Line 13c

A Funding Agreement (Exhibit G) will be signed by FFHInA and the receiving organization before the grant is made.

Part VIII, Line 13d

At this point, there are only two recipient organizations we are considering

- Lifewater International, and Reachout Village Ministries. Lifewater is a US based water and sanitation provider in Africa and Asia. They have operated in Africa for 20+ years. FFHinA will fund projects they are leading in Africa.
- Reachout Village Ministries is a 25 year old Christian ministry in Uganda that has schools, orphanages, and AIDS Clinics. This foundation will directly support some of their efforts.

Part VIII, Line 13e

Depending on the number and amount of donations the foundation receives FFHinA will either use a spreadsheet or an accounting program such as Quickbooks to keep financial records. FFHinA will maintain the details of fund/grants distributed to projects in a separate folder for each project. Each project folder will contain the documents related to the project including but not limited to proposal, project plan, approvals, signed contract, disbursements, progress reports and accounting reports.

Part VIII, Line 13f

Yes, refer to Exhibit E (Grant Application). Any organization that desires funds from this foundation must be approved by the Board of Directors.

Part VIII, Line 13g

FFHinA will use the following tools to ensure proper use of resources by grantees, as per the terms and conditions of the Funding Agreement (Exhibit G):

- May conduct on-site visits to view in-process and/or completed projects
- Periodic progress report for each project from the fund/grant receiving organization.
- Periodic account statements for each project from the fund/grant receiving organization.
- Final project report for each project from the fund/grant receiving organization, as appropriate.
- Final account statement for each project from the fund/grant receiving organization, as appropriate.
- Photographs and/or videos, as appropriate.

Part VIII - all items under 14**Part VIII, Line 14b**

Foreign organizations: Joy Drilling, a subsidiary of Deliverance Church. Joy Drilling has been responsible for digging over 600 wells in Northern Uganda under the auspices of Lifewater International (US based charity). Joy has the infrastructure and necessary training to carry out the well proposals FFHinA will submit to them. FFHinA will fund the wells, Joy Drilling will dig them. Reachout Village Ministries is a 25+ year ministry headquartered in Kampala, Uganda. This ministry is headed by Dr. Daniel Nkata and has orphanages, schools, and churches. Dr. Nkata will be part of the selection process for our foundation. Being a local Ugandan, he understands the need for water and where wells should be placed.

In the future, organizations from different countries or regions within Africa may be supported by FFHinA. The decision on which foreign organization(s) may be supported depends on the projects handpicked by FFHinA.

Part VIII, Line 14d Contributors will know that FFHinA has the ultimate authority to use the contributions made to FFHinA at its discretion for purposes consistent with its exempt purposes. This disclosure will be communicated to the contributors through contribution receipts provided by FFHinA for the contributions, the website, newsletters, advertisements, fund raising brochures and annual meetings.

Part VIII, Line 14e

FFHinA will do a thorough analysis of an organization and its projects as a part of its pre-grant inquiries by requiring the recipient organization apply using FFHinA Grant Application (Exhibit E). For this purpose FFHinA has assigned the Executive Director to carry out these functions. He/she will analyze the project reports submitted and provide his/her recommendations to the Board by filling in the form "Project Review" as shown in Exhibit F, in addition to verifying appropriate documents shown on page 2 of Exhibit F to ensure that the grant requesting organization is genuine, its exempt status is equivalent to 501(c) (3) of the Internal Revenue Service of the United States of America and its ability to accept funds from a foreign organization.

He/she will also ensure that the objectives of the projects evaluated and recommended are in line with the objectives of FFHinA and consistent with its exempt purposes as shown in question 3 of the Project Review.

Part VIII, Line 13g

FFHinA will use the following tools to ensure proper use of resources by grantees, as per the terms and conditions of the Funding Agreement (Exhibit G):

- May conduct on-site visits to view in-process and/or completed projects
- Periodic progress report for each project from the fund/grant receiving organization.
- Periodic account statements for each project from the fund/grant receiving organization.
- Final project report for each project from the fund/grant receiving organization, as appropriate.
- Final account statement for each project from the fund/grant receiving organization, as appropriate.
- Photographs and/or videos, as appropriate.

Part IX – Financial Data

| | July | | |
|--------------------------------------|------------------|------------------|------------------|
| | 2008 | 2009 | 2010 |
| Revenues | | | |
| Gifts/Grants/Donations/Contributions | 10,000.00 | 25,000.00 | 30,000.00 |
| Total Revenue | 10,000.00 | 25,000.00 | 30,000.00 |
| Expenses | | | |
| Line 14 - Fundraising Expenses | 2,000.00 | 2,000.00 | 2,000.00 |
| Line 18 - Other Salaries and Wages | 0.00 | 0.00 | 0.00 |
| Line 23 - Other Expenses | | | |
| Aid Project Expenses | 4,500.00 | 18,000.00 | 23,000.00 |
| Promotion Expenses | 500.00 | 1,000.00 | 1,000.00 |
| Fax | 50.00 | 50.00 | 50.00 |
| Bank Fees | 50.00 | 50.00 | 50.00 |
| Website | 150.00 | 300.00 | 300.00 |
| Delivery and Postage | 150.00 | 350.00 | 350.00 |
| Office Supplies | 100.00 | 400.00 | 400.00 |
| Printing Costs | 500.00 | 1,500.00 | 2,000.00 |
| Insurance Expenses | 700.00 | 700.00 | 700.00 |
| Start Up Costs | 1,000.00 | 0.00 | 0.00 |
| Other Expenses Subtotal | 7,700.00 | 22,350.00 | 27,850.00 |
| Total Expenses | 9,700.00 | 24,350.00 | 29,850.00 |
| Excess revenue over expenses | 300.00 | 650.00 | 150.00 |

EXHIBIT D

**CONFLICT OF INTEREST
POLICY**

**FOUNDATION FOR HOPE IN AFRICA
CONFLICTS OF INTEREST POLICY
JULY 11, 2008**

**ARTICLE I
PURPOSE**

The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

**ARTICLE II
DEFINITIONS**

1. INTERESTED PERSON

Any director, principal officer, or member of a committee with board delegated powers, who has a direct or indirect interest, as defined below, is an interested person.

2. FINANCIAL INTEREST

A person has a financial interest if the person has, directly or indirectly, through business, investment or family –

- An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
- A compensation arrangement with the Corporation or with any entity or individual with which the Corporation or with any transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

**ARTICLE III
PURPOSES**

1. DUTY TO DISCLOSE

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest AND ALL

MATERIAL FACTS to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

2. DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST

- An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the possible conflict of interest.
- The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY

- If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- If, after hearing the response of the member and making further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**ARTICLE 1V
RECORDS OF PROCEEDINGS**

The minutes of the board and all committees with board-delegated powers shall contain:

1. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
2. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

**ARTICLE V
COMPENSATION COMMITTEES**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**ARTICLE VI
ANNUAL STATEMENTS**

Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person –

- Has received a copy of the conflicts of interest policy
- Has read and understands the policy
- Has agreed to comply with the policy, and
- Understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**ARTICLE VII
PERIODIC REVIEWS**

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum include the following subjects:

- Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- Whether partnership and joint venture arrangements conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in inurement of impermissible private benefit.

**ARTICLE VII
OUTSIDE USE OF EXPERTS**

In conducting the periodic reviews provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used their used shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

EXHIBIT E

GRANT APPLICATION

FOUNDATION FOR HOPE IN AFRICA, INC.**GRANT APPLICATION**

This application needs to be filled out by an Organization and not an individual to apply for grants for a project. Describe only ONE project per application. An organization may submit multiple applications for multiple projects. Please send in the completed application, along with attachments, if any, to Foundation For Hope In Africa, Inc., 2411 Bloedel Avenue, Weston, WI 54476 USA or email to info@foundationforhopeinafrica.org

| | |
|----------------------------|----------|
| For FFHinA Office Use Only | |
| FFHinA Project ID: | |
| Organization: | Project: |
| Application Receipt Date: | |
| Country: | |

I. Organization Details

| | |
|------------------------------|--|
| 1. Organization Name | |
| 2. Registered Office Address | |
| 3. Mailing Address | |
| 4. Phone Number | |
| 5. Fax Number: | |
| 6. Email: | |
| 7. Website: | |
| 8. Organization Contact: | |
| a. Name: | |
| b. Title | |
| c. Phone Number | |
| d. Fax Number | |
| e. Email: | |
| 9. Project Contact:: | |
| a. Name: | |
| b. Title | |
| c. Phone Number | |
| d. Fax Number | |
| e. Email: | |

II. Organization/Project Documents Submitted

Use application signed date if documents are submitted with the application. If documents are submitted at a later date, Foundation For Hope In Africa, Inc. will fill in the submitted date with the date of their receipt of the application.

To Be Filled In By FFHInA

| Document Name | Submitted Date | Submitted By | Verified Date | Verified By | Remarks |
|--|----------------|--------------|---------------|-------------|---------|
| For USA Organizations Only | | | | | |
| Articles of Incorporation with all revisions | | | | | |
| Tax Exempt Determination Letter From IRS for 501(c)(3) | | | | | |
| For Non-USA Organizations Only | | | | | |
| Organization registration documents including all revisions | | | | | |
| Document showing Tax Exempt Status that is equivalent to USA Tax exempt status | | | | | |
| Foreign fund acceptance approval letter from the Government | | | | | |
| For Both USA and Non-USA Organizations | | | | | |
| Annual Report for the last completed year ____ | | | | | |
| Annual Report for the year prior to the last completed year ____ | | | | | |
| Financial Statement for the last completed year ____ | | | | | |
| Financial Statement for the year prior to the last completed year ____ | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

III. Project Details

| | |
|--|--|
| 1. Project Name: | |
| 2. Start Date: | |
| 3. End Date: | |
| 4. Project Budget and/or Grant Amount: | |
| 5. Frequency: (Write "One Time" if expected all at once. Or write frequency and amounts per distribution.) | |
| 6. Description: Attach separate documents if needed. Write organization and project name on top of all pages. | |
| 7. Benchmarks: Explain how the success of the project will be measured. | |
| Submitted on this ____ day of _____, 20____, on behalf of the charitable organization By _____ | |
| ____ I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying attachments (if any), and to the best of my knowledge it is true, correct, and complete. | |
| Signature: | |
| Print Name: | |
| Signed Date: | |

EXHIBIT F
PROJECT REVIEW

**FOUNDATION FOR HOPE IN AFRICA, INC
PROJECT REVIEW**

| | |
|---|----------|
| (Fill in 3,4,5, and 6 only if the recommendation is YES. Use only one page for Recommendation or Rejection. Use separate documents and attach, if needed, and refer to them here) | |
| FFHinA Project ID: | |
| Organization: | Project: |
| Application Receipt Date: | |
| Country | |
| 1. Recommended (Yes/No): | |
| 2. Reasons for Recommendation or Rejection: | |
| 3. Explain how this project will further the objectives of FFHinA: | |
| 4. Evidence of Progress Needed: | |
| <input type="checkbox"/> Periodic Program Report <input type="checkbox"/> Periodic Account Statement <input type="checkbox"/> Final Project Report <input type="checkbox"/> Final Account Statement <input type="checkbox"/> Photographs <input type="checkbox"/> Videos <input type="checkbox"/> Visit by Directors or other Representatives <input type="checkbox"/> Other (Describe Here) | |
| 5. Grant Amount: | |
| 6. Disbursement Details (One Time, Periodic and Method of Disbursement) | |
| 7. Recommended/Rejected By: | |
| Signature: Print Name: | Date: |

EXHIBIT G

FUNDING AGREEMENT

**FOUNDATION FOR HOPE IN AFRICA
FUNDING AGREEMENT**

This Funding Agreement is entered into and effective as of this DD day of MONTH, CCYY, by and between the Foundation For Hope In Africa, Inc. (hereinafter referred as FFHinA) and the Fund Receiving Organization.

I. Fund Receiving Organization Detail

1. Organization Name: _____
2. Street Address: _____
3. Mailing Address: _____
4. Phone Number: _____
5. Fax Number: _____
6. E-mail: _____
7. Website: _____
8. Contact Person:
 - a. Name: _____
 - b. Title: _____
 - c. Phone Number: _____
 - d. Fax Number: _____
 - e. E-mail: _____

II. Project Details

1. Project Name: _____
2. Description: _____
3. Benchmarks: _____
4. Project Budget: _____
5. Grant Amount: _____

III. Terms and Conditions

1. The fund receiving organization will send an e-mail confirmation, as well as an official receipt or signed letter by mail, to FFHinA as soon as funding is received.
2. The fund receiving organization will submit a progress report on the first ___ days of this project to FFHinA within ___ days of receipt of funding.
3. The fund receiving organization will maintain a separate category of accounts to track the income and expenses, specific to the project and provide an annual funding statement to FFHinA detailing project income and expenditures.
4. The fund receiving organization, on demand, shall provide receipts for the expenses of that project and periodical income and expenditure report/statements showing that the funds are used for the intended purposes only.

5. The fund receiving organization will submit both the final results report and the financial report upon the completion of the project. If needed, on-site photos and videos will be furnished as well, as appropriate.
6. All funds provided to the organization will only be used for the project specified.
7. The organization must notify FFHinA immediately if there is a change of ___% or more to any budget item listed in the approved use of funding or any significant change to the implementation methods of this project.
8. FFHinA reserves the right to request that funding be returned if funds are used for purposes other than those agreed to in this document; any unused funds must be returned to FFHinA immediately.
9. FFHinA is welcome to send members or other representatives at any time to monitor progress or conduct due diligence on the project, as part of FFHinA's risk management policy.
10. The fund receiving organization will recognize FFHinA's contribution in an appropriate and prominent manner (e.g., in it's naming of the project, mention in the newsletter and annual brochure.) This will show FFHinA's patrons and donors how their donations are helpful. Such visible recognition is also a way through which FFHinA intends to encourage other visitors to the fund receiving organization's projects to further support the causes of the fund receiving organization and its activities.
11. Under no circumstances, FFHinA or its share holders or its directors or its officers or its employees or its contractors or its subcontractors or its volunteers shall be liable to the fund receiving organization or its share holders or its directors or its officers or its employees or its contractors or its subcontractors or its volunteers Conditions of this agreement are effective upon receipt of funding.
12. This Funding Agreement prepared by FFHinA for the specified fund receiving organization and project specified has been mutually agreed and duly signed by the officers of the organization.

FOUNDATION FOR HOPE IN AFRICA, INC (RECEIVING ORGANIZATION)

By:
Title:

By:
Title:

Signature

Date

Signature

Date