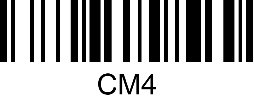
**Form CM 4**

REPUBLIC OF NAMIBIA

**BUSINESS AND INTELLECTUAL PROPERTY AUTHORITY - BIPA**

COMPANIES ACT 2004

(Section 61(1)) (Regulation 17(3))



**MEMORANDUM OF ASSOCIATION**

**OF A COMPANY NOT HAVING A SHARE CAPITAL**

Registration Number of Company

**N$ 150,00** feepayable in terms of the Act and as set out in the regulations plus Annual Duty under 182 & 183

1. **NAME OF COMPANY**

(a) The name of the Company is:

**GRETCHEN CHARITY FOUNDATION (NON-PROFIT ASSOCIATION INCORPORATED UNDER SECTION 21)**

(b) The shortened form of the name of the Company is:

**NONE**

(c) Translation of name of Company and/or shortened form of name of Company (if possible) where name is not in official language (section 48(2):

**NONE**

*Form CM 4*

*Part A*

REPUBLIC OF NAMIBIA

**BUSINESS AND INTELLECTUAL PROPERTY AUTHORITY - BIPA**

COMPANIES ACT 2004

**2. DESCRIBING THE MAIN BUSINESS OF THE COMPANY\***

The main purpose of the Company is to carry on:

**CHARITABLE WORK AND ALL RELATED**

*(\*This is for purposes of the Registrar and not for purposes of the powers, capacity or objects of the company)*

**3. OBJECT(S), IF ANY (section 38)**

The object(s) of the Company is/are:

**CHARITABLE WORK AND ALL RELATED**

**4. ANCILLARY OBJECTS EXCLUDED**

The specific ancillary objects, if any, referred to in section 39(1) of the Act, which are excluded from the unlimited ancillary objects of the Company:

**5. POWERS**

1. The specific powers or part of any powers of the Company, if any, which are excluded from the plenary powers or the powers set out in Schedule 2 of the Act (if any):

N/A

1. The specific powers or part of any specific powers of the Company set out in Schedule 2 of the Act, if any, which are qualified under section 39(2) of the Act (if any)

N/A

**6. CONDITIONS**

The income and property of the association however derived must be applied solely towards the promotion of its object, and no portion must be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise, to the members of the association or to its holding company or subsidiary, but nothing contained in the memorandum prevents the payment in good faith of reasonable remuneration to any officer or employee of the association or to any member in return for any services actually rendered to the association;

(b) on its winding-up, deregistration or dissolution the assets of the association remaining after the satisfaction of all its liabilities must be given or transferred to some other association or institution or associations or institutions having objects similar to its object, to be determined by the members of the association at or before the time of its dissolution or, failing that determination, by the Court.

.............................................................................................................................................

*continuation of Form CM 4*

Part A

REPUBLIC OF NAMIBIA

**BUSINESS AND INTELLECTUAL PROPERTY AUTHORITY - BIPA**

COMPANIES ACT 2004

**7. PRE-INCORPORATION CONTRACTS** (if any)

**NA**

**8. GUARANTEE**

1. The liability of members is limited to the amount referred to in paragraph (b).
2. Each member undertakes to contribute to the assets of the Company in the event of its being wound up, while being a member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before such member ceases to be a member, and of the costs, charges and expenses of the winding up, and for the adjustment of the rights of the contributories among themselves an amount of N$1.00 Namibian Dollar/cent.