

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

The Executive Director of the Arizona Corporation Commission does hereby certify that the attached copy of the following document:

ARTICLES OF INCORPORATION

consisting of 6 pages, is a true and complete copy of the original of said document on file with this office for:

GENDEREQUAL, INC.
ACC file number: -1813409-5

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date:
February 12, 2013.



Jodi A. Jerich

Jodi A. Jerich, Executive Director

By: *Gabriel Esparza*

Gabriel Esparza



AZ CORPORATION COMMISSION
FILED

FEB - 1 2013

FILE NO. 18134095

ARTICLES OF INCORPORATION
OF
GENDEREQUAL, INC.
(Arizona Non-Profit, Tax Exempt Corporation)

We, the undersigned, associate ourselves together to form a non-profit private corporation under the laws of the State of Arizona and for that purpose adopt the following Articles of Incorporation.

ARTICLE 1 – Corporate Name. The name of the Corporation shall be: GENDEREQUAL, INC.

ARTICLE 2 – Purpose. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code. In furtherance of the foregoing purposes, the Corporation shall have the general powers enumerated in A.R.S. § 10-3302, together with the power to solicit grants and contributions for personal property for any corporate purposes. The Corporation shall have the right to exercise such other powers as now are or hereafter may be conferred by law upon a corporation organized for the purposes set forth herein, or necessary or incidental to the powers so conferred.

The foregoing enumeration of special powers shall not be deemed to limit or restrict the general powers of the Corporation and the enjoyment and exercise thereof, as conferred by the laws of the State of Arizona under which the Corporation is incorporated.

ARTICLE 3 – Character of Affairs. To the extent that the following conforms to such charitable and educational purposes as described in Article 2 hereof, the general nature of the business to be transacted by the Corporation is to conduct non-partisan education and charitable assistance to the general public to increase awareness of and ultimately eliminate prejudice and discrimination against females.

ARTICLE 4 – Restrictions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section or provision of any future United States Internal Revenue law or federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section or provision of any future United States Internal Revenue law or federal tax code.

ARTICLE 5 – Membership. The Corporation will not have members.

ARTICLE 6 – Liquidation. Upon the dissolution of the Corporation, and after paying or adequately providing for the payment of all of the liabilities of the Corporation, remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 7 – Indemnification. The Corporation shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he/she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trustor, or other enterprise, in all circumstances in which, and to the extent that, such indemnification is specifically permitted and provided for by the laws of the State of Arizona as then in effect. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the Bylaws.

ARTICLE 8 – Elimination of Directors' Liability. The personal liability of the directors to the Corporation for monetary damages for any action taken or failure to take any action as a director is eliminated to the fullest extent permitted by applicable law. Neither this provision nor any other provisions in these Articles shall eliminate or limit the liability of a director for any of the following:

- A. The amount of a financial benefit received by a director to which the director is not entitled.
- B. An intentional infliction of harm on the corporation.
- C. A violation of A.R.S. § 10-3833 (liability for unlawful distributions).
- D. An intentional violation of criminal law.

For purposes of this provision, 'director' shall include trustees or persons who serve on a board or council of the Corporation in an advisory capacity.

ARTICLE 9 – Exemption of Private Property. The incorporators, directors, officers, employees, and agents of the Corporation and their property shall be forever exempt from liability or assessment for its debts, obligations, or engagements.

ARTICLE 10 – Amendments. These Articles of Incorporation may be amended from time to time only by a majority vote of the Board of Directors of the Corporation present, in accordance with procedures set forth in the Bylaws of the Corporation, at a duly convened meeting called for that purpose, if a quorum is present and a notice is given as specified in the Bylaws of the Corporation.

ARTICLE 11 – Discrimination. The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

ARTICLE 12 – Known Place of Business. The address of the initial known place of business of the Corporation is: 6465 N Hot Desert Trail, Tucson, Arizona, 85743. The Corporation's Board of Directors may meet for the transaction of business at such other places within the State of Arizona as the Directors may from time to time designate.

ARTICLE 13 – Board of Directors. The affairs of the Corporation shall be conducted by a Board of Directors whose number and term shall be provided in the Bylaws of the Corporation. The initial Board of Directors shall consist of three directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the Board of Directors, or until their successors are elected and qualified are:

Bozena Popovic, 6465 N. Hot Desert Trail, Tucson, AZ 85743
Michele Kohler, 55 Broad Street, New York, NY 10004
Christina Pranic, 11 Church Street, Suite 401, Toronto, Ontario M5E 1W1

Except as otherwise provided in these Articles of Incorporation, the Board of Directors, by a majority vote of those present at a duly-convened meeting, shall have the power to adopt, amend, and rescind the Bylaws for the governing of the Corporation, to fill vacancies occurring in the Board of Directors, or in the offices of the Corporation, from any cause, and to designate such powers and duties for said officers as they may be prescribed.

ARTICLE 14 – Statutory Agent. The name and physical address of the initial statutory agent of the Corporation is: Bozena Popovic, 6465 N. Hot Desert Trail, Tucson, AZ 85743

ARTICLE 15 – Incorporator. The name and address of the incorporator of the Corporation is:
Bozena Popovic, 6465 N. Hot Desert Trail, Tucson, AZ 85743

All powers, duties, and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

DATED this 28th day of January, 2013

INCORPORATOR


Bozena Popovic

CONSENT TO ACT AS STATUTORY AGENT

I, Bozena Popovic, having been designated to act as statutory agent for GENDEREQUAL, INC., hereby acknowledge, consent, and accept the appointment as statutory agent effective this 28th day of January, 2013, and I shall act in this capacity until removal or resignation is submitted in accordance with Arizona Revised Statutes.

DATED this 28th day of January, 2013

STATUTORY AGENT


Bozena Popovic