

ALEFBA GROUP

ARTICLES OF INCORPORATION

I, the undersigned, acting as the incorporator of a corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 of the Revised Code of Washington), hereby sign and verify the following Articles of Incorporation for such corporation.

ARTICLE I. Name

The name of the corporation shall be Alefba Group (hereinafter referred to as the "Organization").

ARTICLE II. Duration

The Organization shall have perpetual existence.

ARTICLE III. Registered Office and Agent

The address of the initial registered office of the Organization shall be 13008 NE 32nd Place, Bellevue WA 98005. The name of the initial registered agent of the Organization at such address shall be Afshin Sepehri.

ARTICLE IV. Purposes and Powers

SECTION 1. Nonprofit Purposes

This Organization is established exclusively for charitable, cultural, educational, and social purposes, including, for such purposes, the making of distributions to nonprofits that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

This Organization is a non-political and non-religious organization.

SECTION 2. Specific Purpose

To enrich the communities' cultural scene by celebrating and promoting Persian and Iranian culture through offering Persian and Iranian cultural events, programs, and activities that highlight and celebrate the rich culture of Iranian heritage, and the larger Persian speaking regions of the world.

To enrich, and foster enrichment of, communities, in particular the local Iranian communities, via educational, social, and charitable activities and programs.

Examples of such events, programs and activities are to:

- A. introduce communities to Iranian and Persian art and literature including, but not limited to, music, poetry, painting, architecture, performing arts and cinema;
- B. organize Iranian festivals and celebrations such as Nowruz, Yalda, Mehregan and Sadeh;
- C. provide educational and entertaining programs targeting members of certain demographics such as children, young adults, career professional, and seniors;
- D. foster establishment of regular discussion groups on subjects of mutual interests amongst members of the Organization or the communities;
- E. create networking opportunities among individuals and organizations in the communities.
- F. broadcast of non-religious and non-political educational, entertaining and news content via written, audio, and visual media.
- G. introduce the general public to contributions of Iranians and Persians to social, natural, and physical sciences in the past and encourage such contributions in the present and the future;
- H. aid, support, and assist by gifts, contributions or otherwise, other nonprofits, community chests, funds and foundations organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation; and
- I. conduct any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

SECTION 3. Powers

In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Organization's Articles of Incorporation or Bylaws, the Organization shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Organization's purposes.

ARTICLE V. Limitations

All of the purposes and powers of the Organization shall be exercised exclusively for purposes described in ARTICLE IV.SECTION 1, in such manner that the Organization shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or any successor provision, and that contributions to the Organization shall be deductible under Section 170(c)(2) of the Code or any successor provision.

No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an

organization described in Section 501(c)(3) of the Code or any successor provision. The Organization shall not participate in, or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provisions of these Articles, the Organization shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable, to its members, directors, officers, or other private persons, except that the Organization is authorized or empowered to make insubstantial gifts, and to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Upon the winding up and dissolution of the Organization, the assets of the Organization remaining after payment of, or provision for payment of, all debts and liabilities of the Organization, shall be distributed to an organization or organizations, as determined by the Board of Directors, recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used exclusively to accomplish the purposes for which this Organization is organized.

ARTICLE VI. Members

The Organization shall have members. The qualifications of members, if any, the application process, the property, voting and other rights and privileges of members and their liability for dues and assessments, and the method of collection thereof, shall be set forth in the Bylaws.

ARTICLE VII. Directors

The number of directors constituting the initial Board of Directors of the Organization shall be consist of one (1) directors. The name and addresses of the person who will serve as the initial director of the Organization is as follows:

Name	Address
Afshin Sepehri	13008 NE 32 nd Place, Bellevue WA 98005

The number, powers and duties, qualifications, terms of office, manner of election, time and criteria for removal of directors after the initial state shall be as set forth in the Bylaws of the Organization.

ARTICLE VIII. Director Liability Limitations

A director shall have no liability to the Organization for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by a director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these articles of incorporation, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Organization existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE IX. Indemnification

SECTION 1. Right to Indemnification.

Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Organization or, while a director or officer, he or she is or was serving at the request of the Organization as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, advisor, officer, employee or agent or in any other capacity while serving as a director, advisor, officer, employee or agent, shall be indemnified and held harmless by the Organization, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Organization shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Organization. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Organization the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Organization of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

SECTION 2. Right of Claimant to Bring Suit.

If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the Organization within sixty (60) days after a written claim has been received by the Organization, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Organization to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Organization), and thereafter the Organization shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Organization (including its Board of Directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Organization (including its Board of Directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

SECTION 3. Non-exclusivity of Rights.

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

SECTION 4. Insurance, Contracts and Funding

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

SECTION 5. Indemnification of Employees and Agents of the Corporation

The Organization may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Organization with the same scope and effect as the provisions of

this Article with respect to the indemnification and advancement of expenses of directors and officers of the Organization or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

ARTICLE X. Bylaws

The Bylaws have been drafted and will either be directly adopted by the founding members (referred to in the Bylaws as Incorporators).

Subsequent to the adoption of the Bylaws, the Board of Directors may propose changes to Bylaws to amend or alter provisions, or repeal and adopt new Bylaws at any annual or special meeting of the membership, provided that specific written notice of the proposed changes to Bylaws, which notice sets forth the proposed amendment or a summary of the altered provisions, or the new Bylaws to be adopted, shall be sent to each member along with the announcement of the meeting. The amendments must be approved by the affirmative vote of at least 2/3 of the membership present at meeting at which there is a quorum.

ARTICLE XI. Incorporator(s)

The name and address of the incorporator is:

Afshin Sepehri
13008 NE 32nd Place,
Bellevue WA 98005

Date: February 28th, 2019.

_____ On File _____
Signature

_____ Afshin Sepehri _____
Name

**ARTICLE XII. CONSENT TO APPOINTMENT AS REGISTERED
AGENT**

I, **Afshin Sepehri**, hereby consent to serve as registered agent, in the State of Washington, for the following corporation: *Alefba Group*. I understand that as agent for the *Alefba Group*, it will be my responsibility to accept Service of Process in the name of the *Alefba Group*; to forward all mail and license renewals to the appropriate officer(s) of the *Alefba Group*; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the *Alefba Group* for which I am agent.

Date: February 28, 2019.

_____ On File _____
Signature

_____ Afshin Sepehri _____
Name:

_____ 13008 NE 32nd Place _____
_____ Bellevue WA 98005 _____

Address: