

GLD/05/3/2005

# Articles of Incorporation

OF  
HEAPIDER - CONCERN, INC.

REPUBLIC OF LIBERIA  
MINISTRY OF FOREIGN AFFAIRS

DUPLICATE COPY

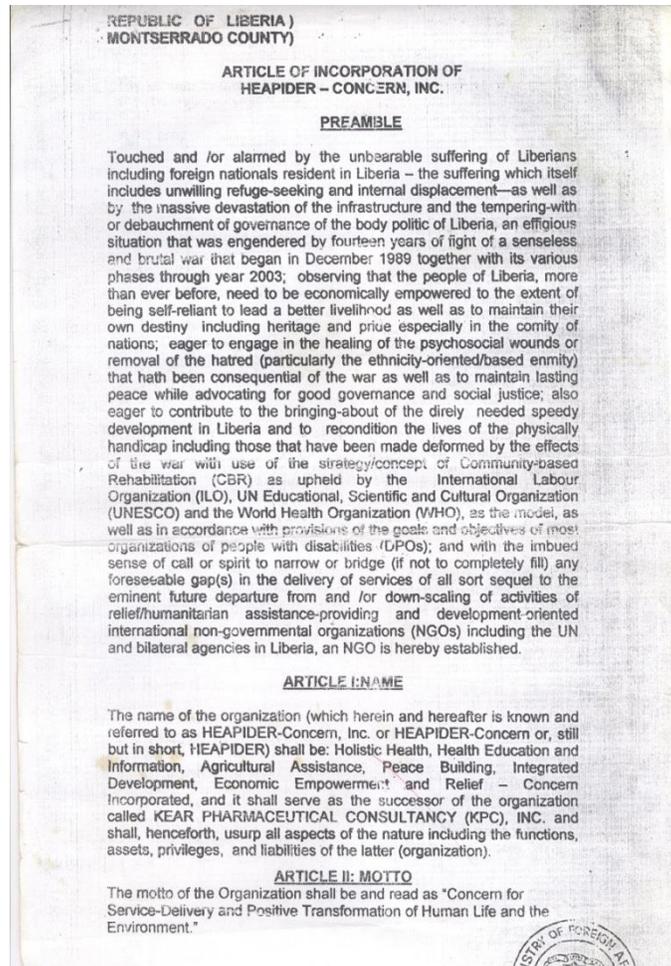
The original copy of this document was filed in  
accordance with Section 1.4 of the Business  
Corporation Act on

MAY 3, 2005



DEPUTY

*[Signature]*  
MINISTER



For clarity of the above, see below

**REPUBLIC OF LIBERIA)**

**MONTSERRADO COUNTY)**

**ARTICLE OF INCORPORATION OF HEAPIDER – CONCERN, INC.**

**PREAMBLE**

**Touched and/or alarmed by the unbearable suffering of Liberians including foreign nationals resident in Liberia - the suffering which itself includes unwilling refuge-seeking and internal displacement – as well as by the massive devastation of the infrastructure and the tempering –with or debauchment of governance of the body politic of Liberia, an effigious situation that was engendered by fourteen years of fight of a senseless and brutal**

war that began in December 1989 together with its various phases through year 2003; observing that the people of Liberia, more than ever before, need to be economically empowered to the extent of being self-reliant to lead a better livelihood as well as to maintain their own destiny including heritage and pride especially in the comity of nations; eager to engage in the healing of the psychosocial wounds or removal of the hatred (particularly the ethnicity-oriented/based enmity) that hath been consequential of the war as well as to maintain lasting peace while advocating for good governance and social justice; also eager to contribute to the bringing-about of the direly needed speedy development in Liberia and to recondition the lives of the physically handicap including those that have been made deformed by the effects of the war with use of the strategy/concept of Community-based Rehabilitation (CBR) as upheld by the International Labour Organization (ILO), UN Educational, Scientific and Cultural Organization (UNESCO) and the World Health Organization (WHO), as the model, as well as in accordance with provisions of the goals and objectives of most organizations of people with disabilities (DPOs); and with the imbued sense of call or spirit to narrow or bridge (if not to completely fill) any foreseeable gap(s) in the delivery of services of all sort sequel to the eminent future departure from and/or down-scaling of activities of relief/humanitarian assistance-providing and development-oriented international non-governmental organizations (NGOs) including the UN and bilateral agencies in Liberia, an NGO is hereby established.

#### **ARTICLE I: NAME**

The name of the organization (which herein and hereafter is known and referred to as HEAPIDER-Concern, Inc. or HEAPIDER-Concern or, still but in short, HEAPIDER) shall be: Holistic Health, Health Education and Information, Agricultural Assistance, Peace Building, Integrated Development, Economic Empowerment and Relief – Concern Incorporated, and it shall serve as the successor of the organization called KEAR PHARMACEUTICAL CONSULTANCY (KPC), INC. and shall, henceforth, usurp all aspects of the nature including the functions, assets, privileges, and liabilities of the latter (organization).

#### **ARTICLE II: MOTTO**

The motto of the organization shall be and read as “Concern for Service-Delivery and Positive Transformation of Human Life and the Environment”.

#### **ARTICLE III: ACTIVITIES**

The general nature of the activities into which HEAPIDER-Concern shall be engaged shall include:

In the area of:

## **a) Health**

- **Provision of quality health education as well as information with special reference to Pharmacy and the Pharmaceutical Sciences ;**
- **Health promotion in reference of promotion of both preventive and curative health services including establishment of and/or support to general and specialized or institutionalized treatment/health centers (e.g. tuberculosis and leprosy control centers, psychiatry and HIV infected/AIDS-patients' homes), maternity and child health centers, orphanages and homes of the aged;**
- **Promotion of rational development in Non-orthodox Medicine which is otherwise known as Traditional or Complementary or Alternative Medicine and of rational use of the resultant remedies thereby making healthcare delivery holistic in nature;**
- **Rehabilitation including treatment of drug addicts;**
- **Promotion of immunization activities for humans, primarily, and for other animals;**
- **Advocate for and support activities of both local and overseas-based special healthcare-providing missions or teams to conduct special medico-surgical services to needy deformed persons (e.g. cleft lip/cleft palate subjects, fused twins, webbed digits-possessed, goitre subjects, and other disfigured/deformed persons) in Liberia;**

## **b) Health Education and Information:**

- **Establishment of and /or support to a Pharmacy Education /Training Program;**
- **Publishing of a Pharmaceutical Health Newspaper / Journal that will, amongst other things, educate the drugs or pharmaceuticals, nutraceuticals (i.e. body functional foods), and cosmetics-consumer public (on one hand) and the healthcare practitioners (on the other) on, respectively the adverse effects and rational use of said agents;**
- **Development and publishing of a pharmacopoeia enlisting plants of medicinal value (i.e. phytopharmacopoeia) and that are used in Traditional Medicine in Liberia;**
- **Provision of Continuing Education Programs or interventions such as holding of scientific workshops, seminars and symposia relative to Pharmacy and the Pharmaceutical Sciences, primarily, and on contemporary society-affecting health issues such as irrational use of drugs, abuse of alcohol, tobacco and other drugs or drug abuse (in short), self-medication/medicating, drug peddling and other forms of illicit trade or trafficking in pharmaceuticals including narcotics and psychotropics together with precursors of both, HIV infections/AIDS including other sexually transmitted diseases (STDs), etc.;**

- **Provision of Continuing Education Programs/training for especially law enforcement agents/agencies in the analysis including identification of substances (including, for the naturally occurring ones, the plant parts/plants wherein said substances occur) that are under national and international control as well as in the methods of illicit/ clandestine cultivation and chemical synthesis of same and in thwarting of subjects/persons that are involved in the illicit production or sale/trafficking of these substances or in the training of drug control officers in short;**
- **Design of programs or work-plans and activities for ATOD (i.e. abuse of alcohol, tobacco and other drugs) prevention programs including continuing education programs/continuing education program activities that are geared towards specifically the prevention or curbing of the illicit use of narcotic and psychotropic drugs;**
- **Enforcement and advocacy for and active participation in the formulation and/or implementation of policies as well as legislative provisions or discussion of issues on both society's health menaces (such as the issues of prices and availability of drugs for prevention and treatment of HIV infections/AIDS and other sexually transmitted diseases, STDs, as well as other pandemics including epidemics, mutilation of female genital organs, tobacco-smoking in public places/gatherings, irrational or clandestine disposal/dumping of toxic chemical wastes and other forms of environmental pollution) and practices (such as rape/sexual harassment, kidnapping, teenage marital arrangements including teenage pregnancy, pornography including enudement/practice of nudeness which are themselves attitudes/behaviour patterns) that can damage the health-related integrity of the society, etc.**
- **Provision of Counselling for women or the female sex, in general, relative to usage of pharmaceuticals and cosmetics;**
- **Running of quality assurance (QA) and /or quality control (QC) on drugs employed in medical routines and conduct of chemical and instrumental analyses of seized narcotic and psychotropic substances and their precursors as required or may be sought for under national standards and/or international conventions and collaboration with the WHO regional laboratories and others on QC of drugs;**

#### **C) Agricultural Programs / Agricultural Assistance:**

- **Establishment and promotion of herbaria or nurseries for plants of respectively medicinal and insecticidal/rodenticidal value to both man and other animals and to plants;**
- **Provision of agricultural assistance such as donation of indigenous grains and other seeds/seedlings or stems and other reproductive parts of cultivatable cash crops, fertilizers, insecticides as well as rodenticides, and of agricultural tools, with the thrust towards self-sufficiency in production of foods with acceptable/ considerable**

**nutritional values and in exportable quantification as well as an increase in the production of non-edible but other cash-yielding plants;**

- **Promotion of animal husbandry including that of the knowledge of methodologies for raising of fauna/animals in the wild as well as bush meat-production and support to individuals and other NGOs that are involved in same, promotion of poultry (including production of chicken eggs for local consumption/or sale as well as export purposes) and Aqua-culture and other forms of fishery including killed fish preservation, packaging including canning for local consumption/sale and export purposes;**
- **Construction and/or reconditioning of farm to market motorable roads and foot paths;**

**c) Peace Building (including Social Justice):**

- **Promotion of peaceful coexistence/reintegration of ethnic groups or of varying religious and other opposing and vulnerable groups;**
- **(Relative to conflict resolution), peace-building via encouragement for and maintenance of mutual settlement or resolution of politically motivated civil conflicts;**
- **Advocacy for electoral reforms including participation in election monitoring at/during national elections following national civil unrest, to ensure a display of transparent social justice and equal rights;**
- **Advocacy for proscription and other relevant strategies and activities against all forms of human trafficking including child labor and child-soldiering;**
- **Advocacy for good governance by the national powers that be or that may be;**
- **Advocacy for active participation in the formulation and/or implementation of policies as well as legislative provisions or discussion / debating of issues on both society's health menaces such as the issues of prices and availability of drugs for prevention and treatment of HIV infections/AIDS and other sexually transmitted diseases, STDs, as well as other pandemics including epidemics, mutilation of female genitals and practices (such as rape/sexual harassment, kidnapping, teenage marital bonding or arrangement, pornography including nudeness) that may threaten or that potentially result into defamation of society's health-related integrity;**
- **Advocacy for review and the necessary revision / amendment of contemporary existing national statutes as well as for the rescindment of (any) nationally sanctioned / upheld sectoral regulation(s) whose provisions or enforcement may be or is / are inimical to the national existence including welfare of the society;**

**e) Integrated Development:**

- **Provision of consultant services / information to overseas organizations or agencies and individuals who may eminently desire to operate in Liberia and / or establish partnership or liaison with HEAPIDER- Concern or other NGOs already operating or seeking to operate in all itemized activity-fields of focus of HEAPIDER-Concern locally in Liberia;**
- **Preservation of the natural environment and promotion of the general ecosystem or ecology by means of activities such as reforestation and activities for the control of environmental pollution. In terms of these, continuing education programs / activities through both the electronic media (e.g. radio drama) and print-media including printing of posters and bill boards as well as through face-to-face interviews / interventions, etc. will be continuously provided / held about the green house effects or global warming (e.g. imparting / dissemination of appropriate information / knowledge about the effects of, say, hydrocarbon-type oil-drilling and mineral-mining activities; knowledge about depletion of the Van Allen Belt or the ozone layer of the atmosphere such as on that resulting from the burning of halogenated hydrocarbons and general effects of by-production in technological industries / advancement and from forest depletion including knowledge about their resultant soil erosion and increase in tidal levels of seas / oceans;**
- **Protection of natural water banks or shores including that of beaches and natural waterfalls and constructed dams and the either dredging-up or dragging of sea ports;**
- **Reconditioning of local airports;**
- **Reconditioning of local railroads and reconditioning and / or construction of in-city or in-town alleys and brushing / cutting of grasses and other forms of vegetation along banks of motorable roads as well as other forms of cleaning of same in major towns / cities;**
- **Construction of pedestal (i.e. motorable road-crossing) signs including installation of direction-telling lights and construction of temporary travel stopping and boarding centers (e.g. bus stops / terminals) along motorable roads;**
- **Construction and / or reconditioning of bridges including wharfs over town to town roads and over foot paths across swamps or paths connecting swampy dwelling places;**
- **Construction of sanitation systems including those for human wastes (e.g. pit latrines) and general sewage disposal (e.g. including construction and cleaning of drainages / gutters in major towns or cities) and for safe drinking water provision (e.g. construction of hand pumps);**
- **Engagement in the local production of pharmaceuticals and / or drug sundries;**

- **Promotion of research works in the health sciences including those in Phytomedicine which may otherwise be called Botanical Pharmacy and those in disease-research;**
- **Provision of training in bio-or agro-technology of locally based or indigenous materials wherein said resources are transformed or processed into other useful grades of commodities (e.g. processing of cocoa beans into cosmetic forms and beverages and production of glue or fertilizer from wood products / wood or alcohol from fermentation of cassava, etc.);**
- **Repair and revitalization of damaged health facilities and equipment;**
- **Renovation of schools as well as provision of other support such as library support and donation of other teaching and learning materials including computers together with their accessories and other equipment and of essential laboratory chemicals to schools;**
- **Development and / or distribution of books and other teaching and learning materials;**
- **Assistance in development of curriculum design and educational materials for Adult Literacy Programs;**
- **Advocacy for promotion of activities geared towards the disarmament of both male and female combatants and the rehabilitation of same including those affected by the abuse of drugs and other mind-affecting substances;**
- **Assistance in electricity including processed solar light provision for sub-urban and / or rural areas;**
- **Construction and /or reconditioning of centers for holding of trade fairs as well as construction and /or reconditioning of other public market centers;**
- **Construction and / or reconditioning of recreational centers most particularly for the youths;**
- **Reconditioning of behaviour-correction centers (i.e. prison compounds);**
- **Supporting of activities of the UN agencies (e.g. UN Office of Drug Control and Crime Prevention, UNODCCP especially the UN Office for Drug Control – UNDCP; UNESCO; Food and Agriculture Organization – FAO; and UNHCR), continental and regional or sub-continental and bilateral organizations or agencies and other NGOs including professional and humanitarian assistance organizations and foundations , government agencies and goodwill / philanthropic individuals and appropriate dissemination of knowledge of the respective principles of said agencies or individuals;**

**f) Economic Empowerment:**

- **Design and development of economic empowerment strategies for all persons and at all age levels that will curb the dependency syndrome as well as mechanisms that will**

either eschew or curb / lessen (if not to totally eradicate) the non-economic empowerment / non-employment rate- induced theft including that that is due to mere laziness in the Liberian society;

- **Development of strategies for and engagement of activities for the upliftment of the dignity of women or the female sex, in general, through social and economic development activities such as provision of both vocational education or training in pro-female fields of interest such as tailoring; tie and dyeing of textiles; weaving of fabrics; cosmetology including hair dressing; pedicure; computer science and other pro-secretarial courses; catering including food baking; confectionery including dairy work; preservation, packaging and sale of varying foods or food products including fish and meat for both local consumption and export purposes; ceramics / clay utensil baking (e.g. clay pot baking); hospitality including air-hostessing; making of soap and other detergents; light-candle making; horticulture or gardening; ice-making and ice-chilling; packaging and sale of ice-chill drinking water; drawing arts including architecture; electronics; pharmaceutical dispensing; painting; and provision of credit schemes such as dispensing of financial microloans and reproductive parts of cash crops (e.g. seed rice or rice seedlings);**
- **Advocacy for gender balance in politics and other aspects of societal call;**
- **Engagement into design and implementation of activities geared towards the curbing and / or, where possible, eradication of illiteracy and alleviation of poverty (for all persons) by empowering both local communities and potential or pro-poor individuals via building of their capacities and maximization of local human and other resources;**
- **Sharing of skills and promotion of development for human resource including that on local capacity building, primarily in Liberia and, where possible or necessary, other developing countries, through formal, vocational and non-formal / basic or continuing education, in addition to that of the pharmaceutical educational initiatives;**
- **Assistance to potential writers in the publishing of their works;**
- **Care (shelter and training inclusive) for the physically handicap including the blind as well as development of craftsmanship for and promotion of crafts-works (or crafts in short) by the physically disabled including the amputees and victims of decimating or debilitating diseases such as survivors of poliomyelitis;**
- **Promotion of the implementation / enforcement of the provisions of the ILO, UNESCO and WHO-upheld strategy of CGR with the thrust towards the actualization / realization of equalization of opportunities, poverty reduction, and the social inclusion of persons with disabilities in all activities of the society;**
- **Caring for including rehabilitation including vocational training of street kids and / or the neglected children ( e.g. in areas such as carpentry, upholstery, masonry, catering including food baking, cosmetology including hair dressing, tailoring, shoemaking / repair, etc.;**
- **Support to museums including the development of folklore-telling and folklore-sung music and other related legendary works;**

- **Promotion of rational media-activity programs, in consideration that the media are an indispensable tool for both the dissemination of information of all sorts and the reintegration of opposing and vulnerable groups;**
- **Creation of and support for Pharmacy co-operative systems to interested Liberians;**
- **Funding such as provision of scholarships or financial assistance for the local education and training of discernibly needy or underprivileged Liberians;**
- **Networking (i.e. activity-implementation networking) and building of increased networks and establishment of both partnership and collaboration with local communities, key decision-making or influential persons, foundations, continental and regional or sub-continental organizations, bilateral agencies and other non-governmental organizations including professional and humanitarian assistance organizations and other agencies including the UN (e.g. UN Office for Drug Control and Crime Prevention – UNODCCP especially the UNDCP; WHO; FAO; UNESCO; and UNHCR), government and other agencies in order to mutually maximize the delivery of both their cost-effective and sustainable development programs and those of itself, and in light of this, provision of training for social workers and / or NGOs-programs;**

**g) Relief Provision / Humanitarian Assistance:**

- **Either independently or in partnership and / or collaboration with other national and international non-governmental organizations including churches and other faith-based organizations, governmental organizations, UN agencies and bilateral bodies and individual persons, provision and promotion of disaster relief and other forms of humanitarian assistance, primarily during and following natural disasters (including earthquakes and volcanoes, cases of flood, hurricanes or tornadoes and outbreak of epidemic diseases and pandemics) or man-made disasters (including highway motor accidents, plane or rail crash, shipwreck) and war;**
- **Provision of assistance for refugees and internally displaced people including women and children (the abandoned / neglected and orphans inclusive) who are, in general, in difficult circumstances, and whose lives have been made so deplorable either due to respectively war or disaster (neglect inclusive), in terms of making available medical emergency and non-emergency relief, - food, clothing, schooling (and, where necessary and possible, together with scholarship) provision, provision of Medicare as well as of drugs and health accessories ( the latter including medical equipment and surgical supplies);**
- **Repatriation of refugees and the resettlement of same and internally displaced persons (IDPs), hence reintegration of human populations, and the rebuilding of lives of said persons through appropriate delivery of medium to long-term community development programs that are grassroots-based as well as multi-sectoral in nature such as empowerment for self-engaged community development or empowerment and, hence, income generation, shelter construction and education;**

- **Lifting or destruction of landed and forgotten unexploded landmines that would otherwise affect the being-resettled populations as they engage livelihood-sustenance (e.g. farming) works;**

**h) On-carrying of any other business legalized in Liberia.**

#### **ARTICLE IV: NATURE / PRINCIPLE**

- **The organization shall have a charitable nature though it may, where necessary, levy or attach some minimal charges / funding value for its self-sustenance and, hence, on revolving fund basis; it shall, in all of its dealings, seek to uphold internationally accepted standards of accountability and transparency as well as the eschewal or condemnation of all forms of corruption and, hence, is willingly exposed to national and international scrutiny or auditing; and it shall have a perpetual existence;**

#### **ARTICLE V: BEGINNING CAPITAL**

**The amount of capital with which the organization shall commence shall**

**not be less than \$500,000.00 (FIVE HUNDRED THOUSAND DOLLARS) of**

**currency legally used to transact business in Liberia.**

#### **ARTICLE VI: COMPOSITION OF BOARD OF DIRECTORS**

**The number of directors constituting the initial Board of Directors shall not be less than three (3) or more than seven (7) who, subject to provisions of these Articles of Incorporation and By-laws thereof, the Liberian Business Corporation Act of 1976 and the rules and regulations of the Ministry of Planning and Economic Affairs of the republic of Liberia governing the operation of non-governmental organizations (NGOs), shall hold office for the first year of the organization's existence or until their successors are elected and have been qualified.**

#### **ARTICLE VII: PUNITIVE MEASURES**

**The organization shall indemnify any and all of its directors or officers, or any person who may have served at its request as a director or officer or another organization / corporation in which it owns shares of capital stock or of which it is creditor or has interest, against expenses actually and necessarily incurred by them in connection with the defense of any action suit or proceeding in which they or any of them, are made parties, or party, by reason of being of having been directors or officers of a director or any officer of the organization, except in relations to matters as to which any such director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty. Such indemnification shall not be deemed exclusive of any right to**

which those indemnified may be entitled, under any By-Laws, agreement, or vote of any relevance.

**ARTICLE VIII: INCORPORATING AGENT**

The name and post office address of the organization's incorporating agent and founder are as follows:

**NAME POST OFFICE ADDRESS**

**P.Tarpowah Kear, Jr. P.O.B. 10 – 0763**

**1000 MONROVIA 10**

**Liberia**

**ARTICLE IX: COMMENCEMENT OF ACTIVITIES**

The corporate existence of the organization shall be deemed to commence upon the filing of these Articles of Incorporation with the Minister of Foreign Affairs.

**ARTICLE X: AMENDMENT / REPEAL OF PROVISIONS**

In furtherance, and not in limitation of the powers by the statutes, the Board of Directors is expressly authorized to adopt the By-Laws of the organization and to subsequently amend or repeal same, subject to repeal, amendment or change of action by the subscriber(s).

IN WITNESS WHEREOF, I / we have made,

Subscribed and filed this instrument on

this \_\_\_8th\_\_\_ Day of February AD 2005.

IN THE PRESENCE OF

\_\_\_\_\_

**P. Tarpowah Kear, Jr.**

**Incorporator / Founder**

**\$12.00 REVENUE STAMPS AFFIXED ON THE ORIGINAL**

**NOTARY CERTIFICATE ATTACHED.**

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