

**RESTATED ARTICLES OF INCORPORATION  
OF  
GOODWEAVE INTERNATIONAL  
A DISTRICT OF COLUMBIA NON-PROFIT CORPORATION**

GoodWeave International, a corporation incorporated as a nonprofit corporation under Title 29, Chapter 4 of the District of Columbia Official Code (the “**Corporation**”), hereby certifies as follows:

1. (a) The present name of the Corporation is GoodWeave International.  
  
(b) The name under which the Corporation was originally incorporated is The Rugmark Foundation – U.S.A., and the date of filing of its original Articles of Incorporation with the Mayor was June 26, 1996.  
  
(c) The name of the Corporation was subsequently changed to GoodWeave USA and the date of filing of the Articles of Amendment to effect such name change was October 5, 2012.
2. These Restated Articles of Incorporation of GoodWeave International were adopted and approved by the Board of Directors of GoodWeave International on October 1, 2013 to go into effect on January 1, 2014.
3. The effective date of filing of these Restated Articles of Incorporation is January 1, 2014 at 12:02 a.m.
4. These Restated Articles of Incorporation restate and integrate and further amends the Articles of Incorporation of the Corporation to read as herein set forth in full:

**FIRST:** The name of the corporation is: GoodWeave International.

**SECOND:** The Corporation is incorporated as a nonprofit corporation under Title 29, Chapter 4 of the District of Columbia Official Code.

**THIRD:** The Corporation shall not have members.

**FOURTH:** The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law (the “**Code**”). Specifically, the Corporation is organized and will be operated exclusively for educational and human development purposes; to promote, foster, increase and advance the welfare and condition of children who are working in the global economy; to assist these children by developing a program called “GoodWeave” which will provide a certification system and labels to indicate that products are made without child labor and other exploitative condition; to generate funds from importers and producers that will be used to provide education and rehabilitation programs for children who have been working; to educate consumers and the public at large about child labor and other social and environmental

problems in the global economy and offer concrete suggestions for what people can do to assist the those victimized by the global economy; to aid, assist, cooperate, co-sponsor, and otherwise engage in concerted action with private and governmental agencies and organizations on programs designed and dedicated to providing education and rehabilitation programs to working children and to educating all concerned to work towards eliminating the use of child labor in the global economy; to solicit, collect, and otherwise raise money for the charitable and benevolent purposes of this Corporation and to expend such monies for such purposes; generally to improve and advance the health, welfare, and future prospects for children working in the global economy; and to engage in any and all lawful activities necessary for, or incidental to, the foregoing purposes. The Corporation's primary focuses are dedicated to the foregoing purposes within the handmade carpet industry and other industries where children and workers in the global economy may be exploited. The Corporation is part of a global network dedicated to the foregoing purposes.

**FIFTH:** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its trustees, 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 distributions in furtherance of the purposes set forth in Article Fourth hereof.

**SIXTH:** (a) 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(b) Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

**SEVENTH:** (a) Upon dissolution of the Corporation, the Board of Directors of the Corporation (the "**Board**") shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization under Section 501(c)(3) of the Code, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

(b) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4952 of the Code.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

**EIGHTH:** The directors shall be elected or appointed as shall be provided in the by-laws of the Corporation (the “**By-laws**”).

**NINTH:** Designated Bodies.

(a) Certain powers and authority of the Board shall be vested in the Standards Committee, which shall be a “designated body” as provided in §29-406.12 of the District of Columbia Official Code.

(i) The Standards Committee shall be vested with sole power and authority with respect to the following matters:

- (A) Final decision-making authority on the content of rug and carpet industry labor standards or any other certification standards set by the Corporation;
- (B) Final decision-making authority with respect to procedural complaints regarding the industry standards set by the Corporation; and
- (C) Providing guidance on the interpretation of the industry standards set by the Corporation, including clarifying terms and definitions where necessary.

(ii) Any qualifications for members of the Standards Committee shall be set forth in the By-laws.

(b) Certain powers and authority of the Board shall be vested in the Certification Committee, which shall be a “designated body” as provided in §29-406.12 of the District of Columbia Official Code.

(i) The Certification Committee shall be vested with sole power and authority with respect to the following matters:

- (A) Generally overseeing the system of producer licensing and certification in accordance with the Corporation’s standards for the rug industry as set by the Standards Committee;
- (B) Final decision-making authority with respect to granting, extending and withdrawing GoodWeave licenses across all producer countries;
- (C) Overseeing internal audits of the inspection and monitoring program;
- (D) Reviewing violations of the Corporation’s standards found through the inspection and monitoring program or the complaints process,

and deciding on corrective measures in accordance with the Corporation's standards; and

(E) Identifying problems during the implementation of the certification program and seeking measures for their resolutions.

(ii) Any qualifications for members of the Certification Committee shall be set forth in the By-laws.

(c) Certain powers and authority of the Board of Directors of the Corporation shall be vested in the U.S. Advisory Board, which shall be a "designated body" as provided in §29-406.12 of the District of Columbia Official Code.

(i) The powers and authority vested in the U.S. Advisory Board shall be to manage and govern the affairs of the United States-based operations and initiatives of the Corporation. Specifically, the U.S. Advisory Board shall be vested with the sole authority with respect to the following matters:

(A) The right to establish a separate 501(c)(3) nonprofit entity to manage and govern the affairs of the United States-based operations and initiatives of the global GoodWeave organization, if, in the U.S. Advisory Board's sole discretion, such an entity would benefit the GoodWeave organization as a whole; and upon establishing such a separate entity the authorities, duties and obligations of the U.S. Advisory Board shall vest in such new entity; and

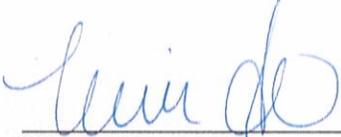
(B) Decision-making authority with respect to any and all funds previously designated as "US Program Funds" by the Board, including the authority as to whether and how to distribute, invest or use any and all such US Program Funds; *provided*, that no such funds shall be used in a manner that is not in furtherance of the purposes of the Corporation set forth in Article Fourth hereof.

(ii) Any qualifications for members of the U.S. Advisory Board shall be set forth in the By-laws.

(iii) The written consent of the U.S. Advisory Board shall be required to amend or delete this Article Ninth, Section (c).

**TENTH:** The registered agent of the Corporation shall be Nina Smith, with an address at 2001 S Street NW, Suite 510, Washington DC 20009.

IN WITNESS WHEREOF, these Restated Articles of Amendment are executed on behalf of the Corporation by its President this 1st day of January, 2014.

By:   
Name: Nina Smith  
Title: President

Attest:   
Name: Steven Graubart  
Title: Treasurer