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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
OPERATION UPENDO, INC.  
(An Idaho Non-Profit Corporation)**

I, Lucy Rodriguez, a citizen and resident of the United States of America, over the age of twenty-one, for the purpose of organizing and forming a non-profit corporation punder the provisions of the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code) and all other pertinent laws of the State of Idaho, hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of this corporation is Operation Upendo, Inc., and its duration is perpetual.

**ARTICLE II**

The purpose of this Corporation is to provide assistance to the people of Tanzania, Africa and to provide project support to selected qualified organizations who in turn are engaged in assisting the people of Tanzania, Africa, in the enhancement of the local quality of life; along with other similar lawful activity to be determined by Resolution of the Board of Directors, none of which is for profit.

*This corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.*

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

This corporation is not organized for profit, and no part of the net earnings shall inure to the benefit of any member.

IDAHO SECRETARY OF STATE  
11/08/2011 05:00  
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### **ARTICLE III**

The corporation is to have two classes of members being the Founder and Advisors. The manner of selection and the qualifications and rights of the members shall be as set forth in the bylaws of the corporation. Membership in the corporation is available without regard to race, religion, color, creed, sex, sexual orientation, age or national origin. The corporation has voting members.

### **ARTICLE IV**

The street address of the initial registered office of the corporation is: 2212 N Amethyst Ave, Meridian ID 83646.

The mailing address of the corporation is 2212 N Amethyst Ave, Meridian ID 83646.

The name of the corporation's initial registered agent at this address is: Lucy Rodriguez.

### **ARTICLE V**

The number of directors constituting the initial Board of Directors is three. However, the Board of Directors may allow any and all persons or committees of such persons as they desire to attend meetings and otherwise assist in the management of the corporation.

### **ARTICLE VI**

1. The management of the affairs and business of the corporation is vested in the Board of Directors.

2. The number, qualifications, powers, duties, terms of office, manner of selection, and times and places for meetings of the Board of Directors shall be

prescribed in the bylaws of the corporation.

3. The Founder may adopt bylaws which will further the purposes of the corporation as established in Article II.

4. The officers of the corporation shall be designated, named, elected or appointed in a manner to be prescribed in the bylaws of the corporation.

5. Amendment to these Articles shall be made by adoption of such amendment by the Founder.

#### **ARTICLE VII**

The assets of this corporation on dissolution or final liquidation shall be distributed to an organization or organizations to be determined by the Founder which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE VIII**

The names and addresses of the initial board of directors of the corporation are as follows:

Lucy Rodriguez  
2212 N Amethyst Ave  
Meridian ID 83646

David Posey  
635 River Street  
Payette ID 83661

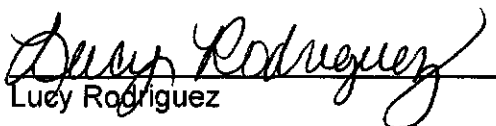
Samantha Byrnes  
8250 S Jardine Ln  
Meridian ID 83642

**ARTICLE IX**

The name and address of the incorporator of the corporation is as follows:

Lucy Rodriguez  
2212 N Amethyst Ave  
Meridian ID 83646

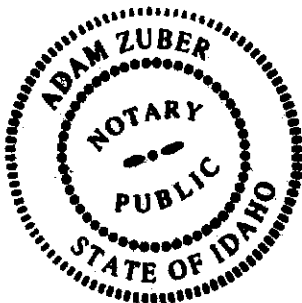
**DATED:** November 8, 2011.

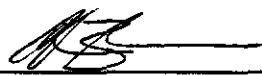
  
Lucy Rodriguez

STATE OF IDAHO )  
                          ) ss.  
County of Ada     )

On November 8, 2011, before me, a Notary Public, personally appeared Lucy Rodriguez, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal the day and year in this certificate written.



  
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Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires June 8, 2015