

# State of Idaho

## Department of State

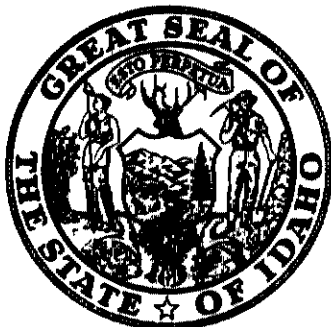
### CERTIFICATE OF INCORPORATION OF

RUKUNGIRI EDUCATIONAL AND DEVELOPMENT TRUST CORPORATION  
File number C 106608

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of RUKUNGIRI EDUCATIONAL AND DEVELOPMENT TRUST CORPORATION duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: June 9, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sipek*

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ARTICLES OF INCORPORATION  
OF  
RUKUNGIRI EDUCATIONAL AND DEVELOPMENT  
TRUST CORPORATION  
(A Non-Profit Corporation)

The undersigned, acting as incorporator of a corporation under the Idaho Non-Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is RUKUNGIRI EDUCATIONAL AND DEVELOPMENT TRUST CORPORATION.

ARTICLE II

Non-Profit Corporation

This corporation is a non-profit corporation.

ARTICLE III

Duration

The period of its duration is perpetual.

ARTICLE IV

Purpose

Section 1. The purposes for which this corporation is formed are: charitable within the meaning of USC §501(c)(3) of the Internal Revenue Code, which purposes are limited to solicitation, raising and receiving funds and to hold, manage, invest and distribute funds exclusively for educational purposes to assist and enable Ugandan citizens and residents of Uganda to matriculate in public or private education, including vocational technical education, training, and to promote, assist, improve and extend public

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or private education to Ugandan citizens and residents of Uganda.

Section 2. Included within the purposes of this corporation shall be the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, so long as those exempt organizations' purposes are compatible with the above-stated purposes of this corporation.

Section 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, 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 as set forth in this article. No substantial part of the activities of the corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions 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 §501(c)(3) of the Internal Revenue Code, or corresponding section of any future code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

#### ARTICLE V

##### Initial Registered Office

The address of the initial registered office of this non-profit corporation is 1510 Dearborn Street, Caldwell, Idaho, and the name of the non-profit corporation's initial registered agent at such address is Monte Munn.

#### ARTICLE VI

##### Dissolution Provision

In the event of the wind-up and dissolution of this corporation, after paying or adequately providing for

the debts and obligations of the organization, the remaining assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and to a non-profit fund, foundation or corporation which has established its tax exempt status, 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 the District Court of the County of Canyon, State of Idaho, 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 VII

##### No Members

This corporation exercises its option under Idaho Code §30-3-36 to not have members of this corporation.

#### ARTICLE VIII

##### Board of Directors

Section 1. The business of this corporation shall be managed by a Board of Directors, and the number of directors constituting the initial Board of Directors shall be four (4), and which number of Board of Directors is further set forth in the By-Laws of this corporation, and which number may be re-established by an amendment of the By-Laws by the Board of Directors, not to be less than three (3) nor more than twelve (12).

Section 2. **Manner of Selection.** Pursuant to Idaho Code §30-3-66(2), the Directors shall select and elect members of the Board of Directors.

Section 3. **Term.** The directors shall serve for a period of three (3) years; provided, however, that the initial directors shall be divided into three (3) classes, with two (2) directors in the first class, one (1) director in the second class, and one (1) director in the third class. The term for the first class of directors shall expire at the first annual meeting of their election, with the term for the second class to expire at the second annual meeting of their election and the term for the third class to expire at the third annual meeting of their election. At each annual meeting after such classification, the number of

directors equal to the number of the class whose term expires, at the time of such meeting, shall be elected to hold office until the third succeeding annual meeting. All directors shall serve until the expiration of their respective terms and until their respective successors are elected and qualified. Directors may be appointed or elected to successive terms.

Section 4. Vacancies. Vacancies for the unexpired term of any director of the Board of Directors shall be appointed by the remaining directors of the Board of Directors of the corporation.

Section 5. Powers. The Board of Directors shall manage and govern the business and affairs of the Corporation and, in connection therewith, the Board may exercise all of the powers granted to non-profit corporations under the "Idaho Non-Profit Corporation Act" and/or under any successor legislation to this act subject to the limitations of the purposes of this corporation as hereinabove set forth and as such power is limited and/or directed by these Articles of Incorporation.

#### ARTICLE IX

##### Initial Board of Directors

The names and addresses of the persons constituting the initial Board of Directors and who are to serve as directors until the first annual meeting, or until their successors are elected and qualify, are:

NAME	ADDRESS
Monte Munn	1510 Dearborn Caldwell, ID 83605
Steve Symms	210 Cameron Street Alexandria, Virginia 22314
Richard Karegyesa	4th Floor, NIC Building 3 Plikington Road P.O. Box 6256 Kampala, Uganda
Michael Baingana	Plot 89, Jinja Road P.O. Box 4454 Kampala, Uganda

ARTICLE X

Bylaws

The power to make, alter, amend or repeal the bylaws of this corporation shall be vested in its Board of Directors, and the bylaws may contain any provision for the regulation and management of the affairs of this corporation not inconsistent with these Articles of Incorporation and the laws of the State of Idaho.

ARTICLE XI

Amendments

The power to amend these Articles of Incorporation is expressly conferred upon the Board of Directors.

ARTICLE XII

Incorporators

The name and post office address of the incorporator is as follows:


NAME

ADDRESS

Monte Munn

1510 Dearborn  
Caldwell, ID 83605

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, the undersigned, constituting the sole incorporator of this corporation, has executed these Articles of Incorporation, this 7TH day of JUNE, 1994.

  
MONTE MUNN

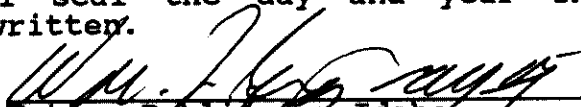
STATE OF IDAHO  
County of Canyon

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On this 7 day of June, in the year 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared Monte Munn, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

(SEAL)

  
Notary Public for Idaho

Commission expires: 12-9-97