

ARTICLES OF INCORPORATION**OF****Second Start, Inc.**

We, the undersigned, acting as incorporators of a corporation under the Kentucky Non Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation is Second Start, Inc. ("Corporation").

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

(1) Any provision of these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not have capital stock or shareholders and shall not have any purpose or object, nor have or exercise any power, nor engage in any activity, which in any way contravenes, or is in conflict with, the other provisions of Article II of these Articles of Incorporation.

(2) The purposes for which the Corporation is organized are as follows:

(a) To conduct and carry on its work, not for profit, but exclusively for charitable, scientific, literary, or educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequently Federal tax laws), in such manner

(i) that no part of its income or property shall inure to the private benefit of any donor, member, director, or individual having a personal or private interest in the activities of the Corporation, except as reasonable compensation for services actually rendered,

(ii) that it shall not directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office and

(iii) that no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation. Notwithstanding any other provision 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 section 501 (c) (3) of the Internal Revenue Code or a corresponding section of any future federal tax code

(B) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section on any future federal tax code.

(b) To organize, promote, foster, assist (whether financially or otherwise), and conduct such charitable, scientific, literary and educational enterprises, activities and institutions, as from time to time may be determined, selected or decided upon by the Corporation's Board of Trustees consistent with the purposes stated above.

(c) In furtherance of, and at all times subject to, the aforesaid purposes, enterprises, activities, and projects:

(i) To solicit and acquire by gift, exchange, or otherwise, property of any and all kinds, and to sell, transfer, and otherwise dispose of any property it so acquires;

(ii) To invest and reinvest any such property and the increments in, and avails or proceeds of, any such property in such investments as may be

deemed advisable from time to time by the Corporation's Board of Trustees, including, but not limited to, stocks, bonds, secured and unsecured obligations, undivided interests, leases, commercial paper, financial and governmental instruments, savings and other depository accounts, and other securities and properties;

(iii) To give, donate, and contribute to any of the activities the Corporation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the Corporation is organized, such money or property, or both, as the Corporation's Board of Trustees may from time to time determine,

(iv) To take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire, for the purposes herein set out, and to sell, transfer, and dispose of any such property or reinvest the proceeds thereof as herein permitted;

(v) To accept gifts, bequests, or devises of property of any kind which any person, firm or corporation may make to the Corporation, upon the terms, trusts, and conditions set forth in the deed of gift, will, or other instrument of writing, executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation;

(vi) To borrow money and give security therefor by pledging, mortgaging, or otherwise hypothecating any property it may own, or any interest it may have in such property;

(vii) To become a member of any other nonstock or nonprofit corporation organized under the laws of any state, or to become affiliated with any other organization of like character existing under the laws of any state; provided, however, that such corporation or organization is an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws);

(viii) to the extent permitted by law, to enter into contracts with any corporate trust company for the purpose of delegating to it the power, or employing it, to make investments on behalf of the Corporation, and to do such other things permitted by these Articles of Incorporation as the parties may agree upon, and without limiting the generality of the foregoing, but in furtherance thereof, to enter into trust agreements, irrevocable or otherwise, with any such corporate trustee, and therein to authorize any such corporate trustee to employ agents, attorneys, accountants, and others in connection with the performance of any duty or trust arising under such agreement; and

(ix) To do any and all things which the Corporation's Board of Trustees may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes of which the Corporation is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of Chapter 273 of Kentucky Revised Statutes, or any other applicable law or statute of the Commonwealth of Kentucky or section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws).

ARTICLE IV

The Corporation shall have no members. The affairs of the Corporation shall be managed and conducted by its duly elected trustees. The initial Board of Trustees shall consist of eight (8) elected members, which numbers may be increased or decreased by amendment to the By-laws. The election of Trustees shall be by a majority vote of the members of the Board of Trustees. Except as provided with respect to the initial Board, the term of office of Trustees shall be three (3) years with one-third (1/3) of the Trustees (or as close to one-third (1/3) as is mathematically possible) elected each year. Trustees may serve successive terms as Trustees. Trustees may make and adopt By-laws not inconsistent with the provisions of these Articles or the laws of the Commonwealth of Kentucky. Adoption of By-laws and subsequent amendments thereto shall be effective only upon the affirmative vote of two-thirds (2/3) of the Trustees of the Corporation at a meeting duly called for that specific purpose.

The members of the Board of Trustees initially holding the elective seats on the Board of Trustees shall be the following persons:

<u>Name</u>	<u>Address</u>
Ahmed Ibrahim	315 Douglas Park Louisville, Kentucky 40214
Abdifitah Sheikh-Ali	211 Douglas Park Louisville, Kentucky 40214
Amina Abudlkadir	520 E Kentucky Street Louisville, Kentucky 40203

ARTICLE V

If, at any time, this Corporation dissolves, the assets of this Corporation shall be applied and distributed as follows:

(1) All liabilities and obligations of this Corporation shall be paid and discharged, or adequate provision shall be made therefor;

(2) Assets held by this Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

(3) Assets that have been received and are held by this Corporation subject to limitations permitting their use only for charitable, scientific, literary, educational, and/or similar purposes, and that are not held upon a condition requiring return, transfer, or conveyance by reason of dissolution, shall be transferred or conveyed to one or more corporations, societies, or organizations, organized under the laws of any state, that are exempt under section 501 (c) (3) of the Internal Revenue Code of 1954, or under corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or to the state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law; and

(4) Other assets if any, shall be transferred or conveyed to one or more corporations, societies, or organizations, organized under the laws of any State, that are exempt under section 501 (c) (3) of the Internal Revenue Code of 1954, or under corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or to a State or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law.

(5) Any assets not disposed of pursuant to the provisions of Article V set forth herein above shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located to such organizations, as the court shall determine, which are organized and operated exclusively for charitable purposes and are exempt under section 501 (c)

(3) of the Internal Revenue Code of 1954 or under corresponding provisions of any subsequent Federal tax laws.

ARTICLE VI

Provisions for the regulation of the affairs of the Corporation shall be set forth in the bylaws of the Corporation as duly adopted or from time to time altered, amended or repealed by the Board of Trustees. The Board of Trustees alone shall have authority to manage and direct the corporation.

ARTICLE VII


The address of the Corporation's principle office is 315 Douglas Park, Louisville, Kentucky 40214.

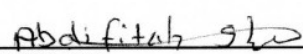
ARTICLE VIII

The address of the Corporation's registered agent is 315 Douglas Park, Louisville, Kentucky 40214 and the name of its initial registered agent at such address is Ahmed Ibrahim

ARTICLE IX

The number of initial incorporators of the Corporation is 3 and the names and addresses of the persons are:

Signature  Date 4/15/11
Ahmed Ibrahim
315 Douglas Park
Louisville, Kentucky 40214

Signature  Date 4/15/11
Abdifitah Sheikh-Ali
211 Douglas Park
Louisville, Kentucky 40214

Signature Amina Abdul Date 4/15/2011
Amina Abudlkadir
520 E Kentucky Street
Louisville, Kentucky 40203

ARTICLE X

The private property of the incorporator and the Trustees shall not be subject to any of the Corporation's debts and liabilities.

ARTICLE XI

Indemnification of Trustees, officers, employees and agents of the Corporation may be as provided for in the bylaws; provided, however, such identification is not otherwise in conflict with the provisions of Article III of these Articles of Incorporation.