

**ARTICLES OF INCORPORATION
OF
PASSION FOR AFRICA, INC.**

A Kentucky Nonprofit, Nonstock Corporation

ARTICLE 1

The name of the corporation is Passion for Africa, Inc. (PAFA).

ARTICLE 2

The purpose for which the corporation is organized is charitable.

ARTICLE 3

The name of the registered agent is Erin R. Ratliff of Erin R. Ratliff, PLLC and the street address of the corporation's initial registered office in Kentucky is 310 Main Street, Shelbyville, KY 40065.

ARTICLE 4

The mailing address of the corporation's principal office is 107 East Madison Street, Louisville, KY 40204.

ARTICLE 5

The number of directors constituting the initial board of directors is three (3). The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

Morris Doe	310 Bandera Drive	Fayetteville, NC 28303
Elizabeth O. Balogun	2849 Chillingworth Drive	Fayetteville, NC 28306
Sulay Gbana	291 Falling leaf Drive	Raeford, NC 28376

ARTICLE 6

The name and mailing address of the incorporators are:

Morris Doe	310 Bandera Drive	Fayetteville, NC 28303
Elizabeth O. Balogun	2849 Chillingworth Drive	Fayetteville, NC 28306
Sulay Gbana	291 Falling leaf Drive	Raeford, NC 28376

ARTICLE 7

No part of the net earnings of the Corporation shall inure to the benefit of any officer or director of the Corporation, or to any private individual, except that the Corporation shall be authorized and empowered (1) to pay reasonable compensation for services rendered, and (2) to make payments and distributions in furtherance of its charitable purposes. No officer or director of the Corporation, or any private individual, shall be entitled to share in the distribution of the Corporation's assets on dissolution of the Corporation.

ARTICLE 8

No substantial part of the activities of the Corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE 9

The Corporation shall not engage in any act of self-dealing as defined in the Internal Revenue Code as it now exists or as it may hereafter be amended.

ARTICLE 10

Notwithstanding any other provision of these articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE 11

Upon the dissolution of the Corporation, the board of directors 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 or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Executed by _____, _____ on _____.
Printed name of incorporator Signature of aforementioned incorporator Date

I, Erin R. Ratliff, consent to serve as the registered agent on behalf of the corporation.

Signature of registered agent