

WORLD SIGHT INCORPORATED

ARTICLES OF INCORPORATION

The undersigned incorporators, Mohammad Ali Haider, Graham B. Cooke, and Kimberly Patrick, executed these ARTICLES OF INCORPORATION for the purpose of forming and do hereby form a nonprofit corporation under the laws of the Kentucky Nonprofit Corporation Act, KRS 273.161 et seq. in accordance with the following provisions:

ARTICLE I - NAME

1.1 The name of the corporation shall be WORLD SIGHT INCORPORATED.

ARTICLE II - DURATION

2.1 The corporation shall have perpetual duration unless terminated by action of a majority of the Directors then in office.

ARTICLE III - PURPOSE

3.1 The corporation (hereinafter referred to as "WSI") is organized under the provisions of KRS 273.161 to 273.390 (the "Kentucky Nonprofit Corporation Act") exclusively for the purpose of establishing, benefiting, promoting, supporting, encouraging, maintaining, managing and perpetuating eye-care clinics, offices, laboratories, and/or units in nations outside the United States (hereinafter referred to as "clinics") and it is intended that it shall maintain a significant involvement in the affairs of said clinics. The purposes of the corporation are two fold: one, is to provide some financial support of the specific programs and projects of any type it considers appropriate and two, to assist the clinic in ways to make it more valuable to the nation within it has a presence.

3.2 It is intended that WSI shall carry out its purposes as an organization described in Section 509(a)(3) of the Internal Revenue Code of 1986 (hereinafter referred to as IRC) and in this connection will maintain a significant involvement in the affairs of the Clinics; and it is further intended that, notwithstanding any other provisions in these articles, WSI is prohibited in engaging in any activity that would prevent it from being treated as an organization described in IRC Section 501(c)(3).