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FLORIDA PROFIT/NON PROFIT CORPORATION

Ushahidi, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
USHAHIDI, INC.**

A Florida Not For Profit Corporation

THE UNDERSIGNED, for the purpose of forming a not for profit corporation in compliance with the Florida Not For Profit Corporation Act (Chapter 617, F.S.), does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Ushahidi, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of the Corporation within the State of Florida is:

619 Aggie Drive
Orlando, FL 32828

**ARTICLE III
PURPOSES**

The Corporation is a not for profit corporation. The purposes for which the Corporation is formed are:

(a) The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any subsequent federal tax code (the "Code").

(b) In furtherance of such purposes, the Corporation shall give preference to educating the public about humanitarian crises and ameliorating such crises by facilitating better responses.

(c) Notwithstanding any other provision of these Articles to the contrary, the Corporation is organized to function exclusively as an organization described in section 501(c)(3) of the Code, contributions to which are deductible for U.S. federal income tax purposes.

**ARTICLE IV
TERM**

The Corporation shall have perpetual duration.

**ARTICLE V
POWERS**

In order to facilitate the fulfillment of its purposes, the Corporation shall have and may exercise all powers available to corporations under the Florida Not For Profit Corporation Act, as the same now exists or may hereafter be amended. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any activity, exercise any power, or do any act that a corporation formed under the Florida Not For Profit Corporation Act, as the same exists or may hereafter be amended, may not at the time lawfully carry on or do.

**ARTICLE VI
STOCK AND MEMBERSHIP**

The Corporation shall not have authority to issue any capital stock. The Corporation shall have no members.

**ARTICLE VII
BOARD OF DIRECTORS**

Except as otherwise provided by law, or in any Bylaws of the Corporation, all the affairs of the Corporation shall be managed and all the powers of the Corporation shall be exercised by the Board of Directors. Directors shall be elected annually at the annual meeting of the Board by majority vote of the directors then in office. The number of directors shall be as provided in the Bylaws of the Corporation, provided that the number of directors shall not be less than three.

**ARTICLE VIII
INITIAL DIRECTORS**

The powers of the incorporator shall terminate upon the filing of these Articles. The names and addresses of the initial directors of the Corporation are:

Ory Okolloh, Director
193 Joseph E. Lowery Blvd.
Atlanta, GA 30303

Erik Hersman, Director
619 Aggie Dr.
Orlando, FL 32828

Juliana Chebet, Director
1410 Carolina Ct., #101
Schaumburg, IL 60193

**ARTICLE IX
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the initial registered agent of the Corporation within the State of Florida are:

Erik Hersman
619 Aggie Dr.
Orlando, FL 32828

**ARTICLE X
INCORPORATOR**

The name and mailing address of the incorporator are:

Erik Hersman
619 Aggie Dr.
Orlando, FL 32828

**ARTICLE XI
RESTRICTIONS AND LIMITATIONS**

(a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as a corporation: (i) described in section 501(c)(3) of the Code, exempt from income tax under section 501(a) of the Code, and (ii) described in section 170(c)(2) of the Code, contributions to which are deductible for U.S. federal income tax purposes.

(b) The Corporation shall not be conducted or operated for profit, and no part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, any of its incorporators, directors, 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 set forth in Article III hereof.

(c) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

(d) Neither the whole, nor any part or portion, of the net earnings or assets of the Corporation shall be used, nor shall the Corporation ever be organized or operated, for purposes other than those stated in Article III hereof.

(e) If the Corporation shall during any period be treated as a private foundation as defined in section 509(a) of the Code, the Corporation shall during any such period:

- (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code;
- (2) not engage in an act of self-dealing as defined in section 4941(d) of the Code;
- (3) not retain any excess business holdings as defined in section 4943(c) of the Code;
- (4) not make any investments in such manner as to subject it to tax under section 4944 of the Code; and
- (5) not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE XII INDEMNIFICATION

(a) To the fullest extent permitted by the Florida Not For Profit Corporation Act, as the same now exists or may hereafter be amended, the Corporation may indemnify any and all persons whom it shall have power to indemnify from and against any and all expenses, liabilities, or other matters, all as more fully provided in the Bylaws of the Corporation.

(b) To the fullest extent permitted by the Florida Not For Profit Corporation Act, as the same now exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation for monetary damages for breach of fiduciary duty as a director.

ARTICLE XIII AMENDMENTS

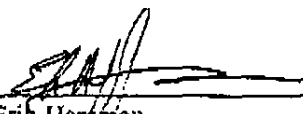
The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles in the manner now or hereafter provided by law, and all rights conferred herein on directors are subject to this reserved power; provided that any such amendment, alteration, change, or repeal shall be consistent with the requirements of section 501(c)(3) of the Code, and provided, further, that any amendment, alteration, change, or repeal which reduces or limits the exculpation or indemnification of the persons referred to herein, or which adversely affects (from the point of view of the director) any limitation on the personal liability of a director, shall apply prospectively only and shall not be given retroactive effect.

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**ARTICLE IX
DISSOLUTION**

Upon the dissolution of the Corporation, the property or other net assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of, or to one or more organizations described in, section 501(c)(3) of the Code, as the Board of Directors shall determine; and none of such property or assets shall be distributed to or for the benefit of any of the directors of the Corporation.

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation on this 17 day of April, 2008.



Erik Hersman
Incorporator

Having been named as registered agent to accept service of process for the Corporation at the place designated in these Articles of Incorporation, the undersigned is familiar with the obligations of the registered agent, accepts such appointment and agrees to act in such capacity.

By: 
Erik Hersman

Date: April 17, 2008