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GLENN RASMUSSEN

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Account Number : I19990000156
Phone : (813) 229-3333
Fax Number : (813) 229-5946

FLORIDA PROFIT/NON PROFIT CORPORATION

Friends of Mukhanyo USA, Inc.

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DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION
OF
FRIENDS OF MUKHANYO USA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of Friends of Mukhanyo USA, Inc. under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is Friends of Mukhanyo USA, Inc.

ARTICLE II. PRINCIPAL OFFICE

The mailing address of the corporation and the street address of the principal office of the corporation are as follows:

777 South Harbour Island Boulevard, Suite 500,
Tampa, Florida 33602.

ARTICLE III. PURPOSES

The corporation is organized to establish a non-profit, non-political, and non-partisan charitable organization for the following general purposes:

- (a) To provide humanitarian relief aid funds and resources that will benefit schools, educational programs, and other initiatives for children, families, and communities in the continent of Africa that are suffering from poverty, illiteracy, economic depression, and the impact of the HIV/AIDS epidemic;
- (b) To solicit and obtain grants and charitable contributions from individuals, corporations, governmental boards and agencies, and other public and private sources to fund the activities of the corporation;
- (c) To oversee, monitor and coordinate the corporation's global humanitarian relief efforts to children, families, and communities affected by poverty, illiteracy, economic depression, and the HIV/AIDS epidemic;
- (d) To assist and support through donations and other means other charitable organizations that promote the same or similar purposes as the corporation and to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986;
- (e) To partner with ministries and organizations that provide humanitarian relief assistance and operate schools and educational programs for communities in the continent of Africa that suffer from poverty, illiteracy, economic depression, and the impact of the HIV/AIDS epidemic;

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- (f) To explore, enable, and fund through various enterprises opportunities for the education and leadership development of adults and children in the continent of Africa that suffer from poverty, illiteracy, economic depression, and the impact of the HIV/AIDS epidemic, including, but not limited to, the support of existing educational institutions and the establishment and operation of a school in South Africa; and
- (f) To transact any and all other lawful activities that are incidental to the foregoing general purposes and for which a corporation can be organized under the Florida Not For Profit Corporation Act, except as restricted by other provisions of these Articles of Incorporation.

The corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The corporation has and may exercise all powers conferred on a not for profit corporation under the laws of the State of Florida. However, the corporation shall not engage in any activity that would cause either (a) the corporation to cease to be exempt from income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any superseding United States income tax law, or (b) contributions to the corporation to cease to be deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any superseding United States income tax law. In addition, the corporation shall not engage in any activity attempting to influence legislation by propaganda or otherwise, and shall not participate or intervene in any political campaign on behalf of a candidate for public office. The corporation shall not permit any of its assets or income to inure to the benefit of any director, officer, or other private individual. Upon its dissolution, the corporation shall adopt a plan that provides for (i) the return, transfer, or conveyance of any assets that are held by the corporation on the condition that they be returned, transferred, or conveyed in a specified manner upon the dissolution of the corporation, and (ii) the distribution of all its other remaining assets, after the payment of all liabilities of the corporation and all costs and expenses of dissolution, for a public purpose to the Federal government, a state or local government, or one or more organizations that then qualify for exemption from income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any superseding United States income tax law).

ARTICLE IV. MEMBERS

The corporation shall not have any members.

ARTICLE V. DIRECTORS

The directors of the corporation will be elected as provided in the Bylaws of the corporation. The number of directors will be established as provided in the Bylaws of the corporation, but the corporation shall never have fewer than three directors. The names and street addresses of the initial directors of the corporation are as follows:

Name	Address
Anne Averett	19 Mooregate Square, NW Atlanta, GA 30327

Articles of Incorporation

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Paul B. Butler, Jr.	777 S. Harbour Island Boulevard, Suite 500 Tampa, FL 33602
Virginia E. Butler	807 Ben Lomond Drive Temple Terrace, FL 33617
Robert Mallernee	3712 Dover Drive Durham, NC 27707
Haleh Mallernee	3712 Dover Drive Durham, NC 27707
Edward Rettig	50016 Brogden Road Chapel Hill, NC 27517
Elizabeth Rettig	50016 Brogden Road Chapel Hill, NC 27517

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation and the name of it's initial registered agent at that address are as follows:

Paul B. Butler, Jr.
777 South Harbour Island Boulevard, Suite 500,
Tampa, FL 33602

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator of the corporation are as follows:

Robert C. Rasmussen
100 South Ashley Drive, Suite 1300
Tampa, FL 33602

ARTICLE VIII. BYLAWS AND AMENDMENTS

The power to adopt, amend, and repeal the Bylaws of the corporation is vested in its Board of Directors. The corporation reserves the right to amend any provision of these Articles of Incorporation in the manner prescribed by law pursuant to a resolution adopted by the affirmative vote of a majority of all the directors of the corporation.

EXECUTED: August 25, 2008


Robert C. Rasmussen, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I accept the

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appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Paul B. Butler, Jr., Registered Agent

Date: August 25, 2008

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TALLAHASSEE, FLORIDA