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Utah Div. Of Corp. & Comm. Code

**ARTICLES OF INCORPORATION
OF
MAKOL ARIIK DEVELOPMENT FOUNDATION**

We, the undersigned natural persons being at least eighteen years of age, acting as incorporators under the Utah Non-Profit Corporation and Cooperative Association Act, have adopted the following Articles of Incorporation.

**Article I
NAME**

The name of the corporation is: Makol Ariik Development Foundation ("MADF")

**Article II
DURATION**

The period of duration of MADF shall be perpetual unless the corporation is earlier dissolved in according to law.

**Article III
PURPOSES OF MADF**

(a) To provide scholarships, fellowships, educational loans, or other educational grants to individuals, particularly to deserving students from Southern Sudan.

(b) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented, including but not limited to: operation as a charitable organization in lessening the burdens of government, providing relief of the poor and distressed or under-privileged, and promoting social welfare by reducing unemployment through economic development.

(c) No part of the net earnings of the corporation shall inure to the benefit of, or to be distributable to its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments in furtherance of the purposes set forth herein;

(d) No substantial part of the activities of the corporation shall be the carrying on 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 in (including publishing or distribution of statements) except as authorized under the Internal Revenue Code of 1954, as amended; and

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(e) 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 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

Article IV
MEMBER/STOCK

The corporation shall not have any class of members or stock.

Article V
BY-LAWS

Provisions for the regulation of the internal affairs of the corporation may be set forth in the By-Laws of this corporation as may be adopted or modified from time to time by the board of Trustees.

Article VI
TRUSTEES

The number of Trustees of this Corporation shall be four (4) or more, as fixed from time to time by the Trustees of the Corporation. The number of persons constituting the initial Board of Trustees, of the Corporation is four, and the names and addresses of the persons who are to serve as Trustees until they resign or are replaced are:

Mawien M. Arik
1032 Mead Circle
Salt Lake City, Utah 84104

James Alic Garang
University of Massachusetts
Amherst, Massachusetts

Ambrose Majok Alor
1099 South West Temple #B108
Salt Lake City, Utah 84101

Santino Juang Bol
2272 South 700 East #B
Salt Lake City, Utah 84106

Article VII
INCORPORATORS

The names and address of the incorporators are:

Mawien M. Arik
1032 Mead Circle
Salt Lake City, Utah 84104

Ambrose Majok Alor
1099 South West Temple #B108
Salt Lake City, Utah 84101

Santino Juang Bol
2272 South 700 East #B
Salt Lake City, Utah 84106
Jokom D. Riak

Article VIII
REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office and the agent at that office shall be:

Scott R. Jenkins
STRONG AND HANNI
3 Triad Center, Suite 500
Salt Lake City, UT 84180

Article IX
PRINCIPAL OFFICE

The principal office of this Corporation shall be 1032 Mead Circle, Salt Lake City, Utah 84104.

Article X
DISTRIBUTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, 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.

Article XI
DISSOLUTION

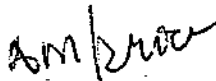
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the federal government or to a state or local government for a public purposes. Any such assets not so disposed of shall be disposed of by the District Court 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.

In Witness Whereof, we, Mawien M. Arik, Ambrose Majok Alor, and Santino Juang Bol, have executed these Articles of Incorporation in duplicate this 30 day of January 2007, and say:

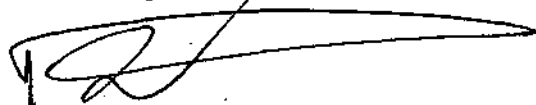
That we are all incorporates herein; that we have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of our knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters we believe to be true.



Mawien M. Arik

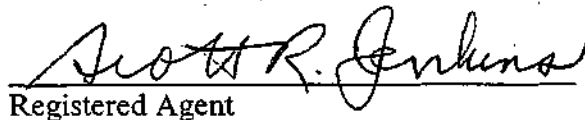


Ambrose Majok Alor



Santino Juang Bol

The undersigned accepts service as registered agent:


Registered Agent