

BYLAWS OF
KALAHARI CHILDREN'S HOME FOUNDATION, INC.
a Texas Non-Profit Corporation

BYLAWS
OF
KALAHARI CHILDREN'S HOME FOUNDATION, INC.

a Texas Non-Profit Corporation

ARTICLE I

OFFICES

Section 1.01. Name of Corporation. The name of the corporation shall be Kalahari Children's Home Foundation, Inc. (the "Corporation").

Section 1.02. Principal Office. The principal office of the Corporation in the State of Texas shall be located in the City of Houston, County of Harris. The Corporation may have such other offices, either within or without the State of Texas, as the Corporation's board of directors ("Board of Directors") may determine or as the affairs of the Corporation may require from time to time.

Section 1.03. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office and may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

PURPOSE

Section 2.01. Organizational Purposes. The Corporation is organized exclusively for charitable, scientific, educational, and literary purposes as defined in Section 501(c)(3) of the Internal Revenue Code, as amended, and the rules and regulations promulgated thereunder as they now exist or as they may hereafter be amended (collectively, the "Code"), and generally to do all those things necessary or appropriate to carry out such purposes. Specifically, the Corporation is organized to solicit cash funds, services and donations in-kind for the development, construction and operations of orphanages for HIV-orphaned children in Botswana, Africa including, without limitation, for the benefit of Associazione Mosaico Euroafricano ONLUS, provided always that all activities of the Corporation shall be of a non-profit making nature.

No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation ("Director"), officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 (including the publication or distribution of statements) any political campaigning on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Upon dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations that would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

BOARD OF DIRECTORS

Section 3.01. General Powers. The affairs of the Corporation shall be managed by its Board of Directors ("Board"). Directors need not be residents of Texas.

Section 3.02. Number, Tenure and Qualifications. The number of Directors which shall constitute the whole Board (i) shall not be less than three (3) nor more than twenty (20), (ii) shall be fixed by the annual election of Directors by the Board, and (iii) upon resolution of the Board shall may be increased or decreased (provided that no decrease in the number of Directors which would have the effect of shortening the term of an incumbent Director may be made by the Board). Each Director shall hold office for a three (3) year term, and until such Director's successor shall have been elected and qualified or until such Director's earlier death, resignation or removal. Each Director may serve for an unlimited number of successor terms of office

Section 3.03. Staggered Terms of Office. The Directors' terms of office shall be staggered so that approximately one-half (1/2) of the Directors will be up for election each year. To phase in this Section 4.03, at the next annual meeting of the Board following the adoption of this Section 4.03, approximately one-half (1/2) of the Directors will be elected to a two (2) year term, and approximately one-half (1/2) of the Directors will be elected to a three (3) year term. Thereafter, all Director positions become eligible for election to a two (2) year term of office in accordance with Section 4.02.

Section 3.04. Regular Meetings. The Board shall provide for by resolution the time and place, either within or without the State of Texas, for the holding of the regular annual meeting(s) of the Board, and may provide by resolution the time and place for the holding of additional regular meetings of the Board, without other notice other than such resolution. However, there shall never be less than one (1) regular meeting (which may be satisfied by the annual meeting) of the Board.

Section 3.05. Annual Meetings. Beginning in 2004, an annual meeting of the Board shall be held at the date, time and place as determined by the Board pursuant to a resolution, which shall be sent to each Director. Other than the delivering of such resolution by mail,

telecopy or electronic mail, no notice shall be required with respect to the time, place and agenda of such annual meeting.

Section 3.06. Special Meetings. Special meetings of the Board may be called by or at the request of the President, or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the State of Texas, as the place for holding any special meetings of the Board called by them.

Section 3.07. Meeting Utilizing Electronic Media. Members of the Board or members of any committee designated by the Board may participate in and hold a meeting of the Board or committee, respectively, by means of conference telephone or similar communication equipment, provided that all persons participating in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully created.

Section 3.08. Notice. Notice of any special meeting of the Board shall be given at least three (3) days previously thereto by oral or written notice delivered personally or sent by mail, telecopy or electronic mail to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. Notice given by telecopier or telephone shall be confirmed by appropriate answer back and shall be effective upon actual receipt if received during the recipient's normal business hours, or at the beginning of the recipient's next business day after receipt if not received during the recipient's normal business hours. Notice given by electronic mail shall be effective upon transmission if transmitted during the recipient's normal business hours, or at the beginning of the recipient's next business day after transmission if not transmitted during the recipient's normal business hours. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 3.09. Quorum. Twenty-five percent (25%) of the Board, but never less than two (2), shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Directors present by proxy at a meeting may not be counted toward a quorum.

Section 3.10. Manner of Acting. The act of a majority of the Directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws. At all meetings of the Board, business shall be transacted in such order as shall from time to time be determined by the President.

Section 3.11. Voting. Each Director is entitled to one vote.

Section 3.12. Vacancies. Any vacancy occurring in the Board, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board. A Director elected to fill a vacancy shall be elected for the un-expired term of his or her predecessor in office. However, vacancies need not be filled unless such a vacancy would result in fewer than three (3) Directors remaining on the Board.

Section 3.13. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board may receive a reasonable amount to cover their expenses of attendance. Nothing in this Section 4.13 shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 3.14. Informal Action by Directors. Any action required by the Texas Non-Profit Corporation Act (the "Act"), the Articles of Incorporation, or the Corporation's Bylaws to be taken at a meeting of either the Board or a committee of the Corporation or any action that may be taken by the Board or a committee of the Corporation may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Directors or committee members as would be necessary to take that action at a meeting at which all of the Directors or committee members were present and voted.

Section 3.15. Resignation. Any Director may resign by giving written notice to the President. The resignation shall be effective at the next called meeting of the Board or at such time stated in such notice.

Section 3.16. Removal. Any Director may be removed with or without cause by a two-thirds (2/3) majority of the remaining Directors.

ARTICLE IV

OFFICERS

Section 4.01. Officers. The officers of the Corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article V. The Board may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 4.02. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his or her successor shall have been duly elected and qualified.

Section 4.03. Removal. Any officer elected or appointed by the Board may be removed by a two-thirds (2/3) majority vote of the Board whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4.04. Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board for the un-expired portion of the term.

Section 4.05. President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business affairs and activities of the Corporation. He or she shall preside at all meetings of the Board. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties as may be prescribed by the Board from time to time, including participating in various committee meetings as a member or chairperson thereof. He or she shall also be responsible for informing the Board of possible programs, meetings, and functions of the Corporation.

Section 4.06. Vice-President(s). In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President (or in the event there is more than one Vice-President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President(s) shall perform such other duties as from time to time may be assigned to him or her by the President or Board. The Vice-President (in the event there is more than one Vice-President, then the first Vice-President in order of their election) shall be responsible for organizing and submitting grant proposals with the aid of the President, maintaining the Corporation's membership roster, [producing and distributing the newsletter, and taking care of the publicity of any public event held by the Corporation] with the assistance of any Directors as deemed necessary.

Section 4.07. Treasurer. The Treasurer shall have general supervision over the maintenance of accurate financial records of the Corporation, and shall have such other powers and duties as designated in these Bylaws and as from time to time may be assigned to the Treasurer by the Board or the President.

Section 4.08. Secretary. The Secretary shall keep the minutes of the meetings of the Board in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or Board.

ARTICLE V

COMMITTEES

Section 5.01. Committees of Directors. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which

shall consist of two (2) or more persons, a majority of whom shall be Directors, which committees, to the extent provided in said resolution shall have and exercise the authority in the management of the Corporation of the Board. However, no such committee shall have the authority of the Board in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board. The designation and appointment of any such committee and the delegation thereof of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed on it or him or her by law.

Section 5.02. Executive Committee. The Board may designate and appoint from among the Directors and officers of the Corporation an Executive Committee, which shall be comprised of at least three (3) members the majority of whom must be Directors. The Executive Committee shall serve at the pleasure of and under the direction and control of the Board. If so designated by the Board, the President, unless absent or otherwise unable to do so, shall preside as Chairperson of the Executive Committee. The Executive Committee shall meet at the call of the President or the Board, or any two (2) members of the Executive Committee, and shall have and may exercise when the Board is not in session the power to perform all duties, of every kind and character, not required by law or the Articles of Incorporation of the Corporation to be performed solely by the Board. The Executive Committee shall have authority to make rules for the holding and conduct of its meetings. A majority but never less than three (3) of the members of the Executive Committee in office shall be sufficient to constitute a quorum at any meeting of the Executive Committee, and all actions taken at a meeting where a quorum is present shall be by a majority of those present. All acts performed by the Executive Committee in the exercise of its aforesaid authority shall be deemed to be, and may be certified as, acts performed under authority of the Board. Vacancies in the Executive Committee shall be filled by appointment by the Board. All actions of the Executive Committee shall be recorded in writing in a minute book kept for that purpose and a report of all actions shall be made to the Board at its next meeting. The minutes of the Board shall reflect that such a report was made along with any action taken by the Board with respect thereto.

Section 5.03. Nominating Committee. The President may, at least sixty (60) days prior to the annual meeting, appoint the members of the Nominating Committee who shall make nominations with respect to the upcoming annual meeting. As a non-managerial committee as further described in Section 6.05 of these Bylaws, the Nominating Committee shall be comprised of Directors and members of the Advisory Council. The Nominating Committee shall nominate candidates for officers and Directors of the Corporation and shall report its nominations in writing to the Board no less than thirty (30) days prior to the annual meeting. Additional nominations, of officers and Directors may be made by any single Director at the annual meeting.

Section 5.04. Advisory Council. The Board may, but is not required to, establish an Advisory Council which shall consist of at least two (2) members, neither of whom need be

Directors. The Board may by resolution establish the scope of the Advisory Council's responsibilities. The Advisory Council will be a committee that does not have the managerial power of the Board. As such, the Advisory Council will be subject to Section 6.05 of these Bylaws. The function and purpose of the Advisory Council shall be to advise the Board on matters relating to the purpose of the organization and to suggest projects that the Corporation may undertake; provided, however, that any recommendation made by the Advisory Council shall not be binding upon the Board.

Section 5.05. Other Committees. Other committees not having and exercising the authority of the Board in the management of the Corporation ("Non-Managerial Committees") may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The President may designate and appoint Non-Managerial Committees, if the Board by resolution delegates such authority to the President. Any Board resolution directly establishing or delegating to the President the authority to designate and appoint Non-Managerial Committees shall set forth the scope of authority of the Non-Managerial Committee authorized by such resolution. Any member of a Non-Managerial Committee thereof may be removed by either the Board or the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal. Members of such committee or committees may, but need not be, Directors.

Section 5.06. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof. The Board may remove, with or without cause, any member of a committee of the Corporation.

Section 5.07. Chairperson. One member of each committee shall be appointed chairperson of such committee by the Board.

Section 5.08. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5.09. Quorum. Unless otherwise provided by these Bylaws or by a resolution of the Board designating and appointing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5.10. Rules. Each committee may adopt rules for its government not inconsistent with these Bylaws or with rules adopted by the Board.

Section 5.11. Committee Dissolution. The Board may, in its sole discretion, dissolve any committee with or without cause. Except for the Executive Committee, such dissolution shall require approval by a majority of the quorum. The Executive Committee shall only be dissolved by approval of two-thirds (2/3) or more of all members of the Board.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS, GIFTS, & MISCELLANEOUS

Section 6.01. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 6.02. Checks and Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, other evidence of indebtedness issued in the name of the Corporation, or other similar instruments (hereinafter “Financial Instruments”) may be signed by such officers as the Board may by resolution determine from time-to-time.

Section 6.03. Maintenance of Accounts. Unless otherwise provided by a resolution of the Board, the Treasurer shall be responsible for maintaining records of all accounts for Financial Instruments described in Section 7.02 of these Bylaws.

Section 6.04. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 6.05. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise (“Donations”) for the general purposes or for any special purpose of the Corporation. In furtherance of its power to accept Donations on behalf of the Corporation, the Board may adopt, by resolution, a gift policy to govern the Corporation’s acceptance of Donations. However, in no event will the Corporation accept any Donation that will place the Corporation’s federal tax status as a Section 501(c)(3) organization or a Section 509 public charity at risk.

Section 6.06. Ethics/Conflicts Policy. The Board may adopt an Ethics/Conflicts Policy applicable, in its discretion, to the Directors, officers, and committee members of the Corporation and to any other person who is an “insider” for purposes of private inurement or a “disqualified person” for purposes of the excess benefit rules under Section 4958 of the Code.

ARTICLE VII

BOOKS AND RECORDS

Section 7.01. Books and Records. The Corporation shall keep correct and complete books and records of account of the activities and transactions of the Corporation, which includes a minute book that shall contain a copy of the Corporation’s application for tax-exempt status (Internal Revenue Service (the “IRS”) Form 1023), a copy of the Corporation’s IRS Determination Letter, a copy of any determination letter received from any state or local government, copies of the organization’s annual IRS Form 990, a copy of the Articles of Incorporation and Bylaws with all amendments to the same, all minutes from the meetings of the Board, and all filings with the Texas Secretary of State. The Corporation shall also keep minutes of the proceedings of its Board and any committees having the authority of the Board. All books and records of the Corporation may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time. Representatives of the IRS may inspect these books and records as necessary to meet the requirements relating to IRS Form 990.

Section 7.02. Financial Records. The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices.

Section 7.03. Financial Reports. Based on the financial records maintained in accordance with Section 8.02, the Board shall annually prepare or approve a report of the financial activity of the Corporation for the preceding year. The report must conform to accounting standards as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue, and expenses and changes in fund balances, a statement of functional expenses, and balance sheets for all funds.

Section 7.04. Maintenance of Financial Records and Reports. All of the Corporation's financial records, books, and annual reports shall be kept at its registered office or principal office in the State of Texas for at least three (3) years after the closing of each fiscal year.

Section 7.05. Tax Records and Returns. The Board shall prepare and file all required federal and state tax returns, which includes the IRS Form 990 (or the future IRS Form adopted by the IRS in place of the current IRS Form 990). The Corporation shall maintain a copy of all returns filed with the IRS at its principal office and all regional or district offices with three (3) or more employees for a period of three (3) years, with such period beginning the last day prescribed for filing such returns (determined with regard to any extension for filing). The Corporation shall permanently maintain at its principal office and all regional and district offices with three (3) or more employees a copy of its IRS Form 1023 and all attachments thereto that were submitted to the IRS.

ARTICLE VIII

FISCAL YEAR

Section 8.01. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board and, in the absence of such determination, it shall be the calendar year.

ARTICLE IX

SEAL

Section 9.01. Seal. The Board may authorize a corporate seal.

ARTICLE X

WAIVER OF NOTICE

Section 10.01. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

AMENDMENTS TO BYLAWS

Section 11.01. Amendments to Bylaws. Notwithstanding Section 4.14 of these Bylaws, these Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of all the Directors in office at any regular meeting or at any special meeting, if at least one day's written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting.

ARTICLE XII

INDEMNIFICATION

Section 12.01. Indemnification. As permitted by Section G of Article 1396-2.22A of the Texas Non-Profit Corporation Act (the "Indemnification Article"), the Corporation:

(a) makes mandatory the indemnification permitted under Section B of the Indemnification Article as contemplated by Section G thereof;

(b) agrees to advance the reasonable expenses of a director upon such director's compliance with the requirements of Sections K and L of the Indemnification Article; and

(c) extends the mandatory indemnification (provided in Section 13.01(a) of these Bylaws) and the obligation to advance reasonable expenses to all officers of the Corporation, to all non-directors serving on any Committee of the Board (including the Advisory Council) and to all persons who are or were serving at the request of the Corporation as a director, officer, manager, member, partner or trustee of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust or employee benefit plan to the same extent that the Corporation has agreed to indemnify and advance expenses to directors under the Indemnification Article.

Section 12.02. Defined Terms. Terms used herein that are defined in the Indemnification Article shall have the respective meanings set forth in the Indemnification Article.

Section 12.03. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent, or volunteer of the Corporation or who is or was serving or acting at the request of the Corporation as a director, officer, manager, member, partner or trustee of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust or employee benefit plan to the same against any liability asserted against such person and incurred by such person in such a capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify that person against that liability under this Article XIII. In any event the insurance purchased should meet the requirements of Texas Civil Practices and Remedies Code Title 4, Chapter 84, which if such requirements are met, the liability of certain directors, officers and volunteers of the Corporation will be limited.

Section 12.04. Non-Exclusivity. The agreement of the Corporation to indemnify any person pursuant to Section 13.01 shall not be deemed exclusive of any other rights to which any such person may be entitled under any other agreement, as a matter of law or otherwise, either as to action in his official capacity or as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer; employee or agent of the Corporation, and shall inure to the benefit of the heirs, executors, and administrators of such person. No person shall be entitled to indemnification pursuant to this Article XIII in relation to any matter as to which indemnification shall not be permitted by law.

ARTICLES OF INCORPORATION

OF

KALAHARI CHILDREN'S HOME FOUNDATION, INC.

The undersigned, a natural person of the age of eighteen (18) years or more, acting as the sole incorporator of the corporation under the Texas Non-Profit Corporation Act (the "Act"), does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is The Kalahari Children's Home Foundation, Inc.

ARTICLE II

The Corporation is a non-profit corporation that is being organized pursuant and subject to the provisions of the Act.

ARTICLE III

The period of its duration is perpetual unless terminated, dissolved or wound up in accordance with applicable laws.

ARTICLE IV

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 "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from income tax under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any subsequent federal tax laws. Specifically, the Corporation is organized to solicit cash funds, services and donations in-kind for the development, construction and operations of orphanages for HIV-orphaned children in Botswana, Africa including, without limitation, for the benefit of Associazione Mosaico Euroafricano ONLUS, provided always that all activities of the Corporation shall be of a non-profit making nature.

ARTICLE V

The Corporation shall have no members.

ARTICLE VI

6.1 All powers of the Corporation shall be vested in a Board of Directors (the "Board"). The number of the Corporation's Directors, the method of their election, the terms of office, and the number of Directors necessary for a quorum at a meeting of the Directors shall be determined by the Bylaws of the Corporation and shall be subject to change as the Bylaws may be amended. The number of Directors shall never be less than three (3) and at all times a majority of the Directors shall be citizens of the United States.

6.2 The number of Directors constituting the initial Board is five (5). The names and addresses of the persons who are to serve as Directors on the initial Board are:

<u>NAME</u>	<u>ADDRESS</u>
Roger D. Aksamit	c/o Bracewell & Patterson, LLP South Tower, Pennzoil Place 711 Louisiana, Suite 2900 Houston, Texas 77002
William J. Holms	_____ _____ El Paso, Texas _____
Dr. Paul Gubbas	_____ _____ El Paso, Texas _____
Andreas Manfredi	Vin Chechov 20 20151, Milano Italy
Mrs. _____ Cecilia	Vin Chechov 20 20151, Milano Italy

ARTICLE VII

The street address of the initial registered office of the Corporation is c/o Bracewell & Patterson, LLP, South Tower, Pennzoil Place, 711 Louisiana, Suite 2900, Houston, Texas 77002, and the name of its initial registered agent at such address is Mr. Roger D. Aksamit.

ARTICLE VIII

A Director shall not be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director, except that this Article VIII does not eliminate or limit the liability of a Director to the extent the Director is found liable for (i) a breach of the Director's duty of loyalty to the Corporation; (ii) an act or omission not in good faith that constitutes a breach of duty of the Director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of law; (iii) a transaction from which the Director received an improper benefit, whether or not the benefit resulted from an act taken within the scope of the Director's office; or (iv) an act or omission for which the liability of the Director is expressly provided by an applicable statute. Any repeal or amendment of this Article shall be prospective only and shall not adversely affect any limitation on the liability of a Director existing at the time of such repeal or amendment. In addition to the circumstances in which a Director is not liable as set forth in the preceding sentences, a Director shall not be liable to the fullest extent permitted by any amendment to the statutes of Texas hereafter enacted that further limits the liability of a Director.

ARTICLE IX

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers or any other private person or individual whomsoever, 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 IV hereof. Except as otherwise permitted by Section 501(h) of the Code (or the corresponding provisions of any subsequent federal tax laws), 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

1. by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provisions of any subsequent federal tax laws); or
2. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provisions of any subsequent federal tax laws)

ARTICLE X

If the Corporation is a private foundation within the meaning of Section 509(a) of the Code, or corresponding provisions of any subsequent federal tax laws, the Corporation:

1. Shall 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, or corresponding provisions of any subsequent federal tax laws;
2. Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws;
3. Shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws;
4. Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws; and
5. Shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all 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, literary or scientific purposes as shall at the time (i) qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any subsequent federal tax laws), and (ii) be organized and operated to serve the same purposes as the Corporation's assets and income are pledged pursuant to these Articles of Incorporation, as they may be amended from time to time, to support, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the registered 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 no event shall any portion of such assets revert to or vest in any donor, incorporator, Director, officer, agent, or custodian of said Corporation or any private person or individual whomsoever.

ARTICLE XII

All other matters pertaining to the internal affairs of the Corporation shall be governed by the Bylaws of the Corporation, so long as such Bylaws are not inconsistent with these Articles of Incorporation or the laws of the State of Texas.

ARTICLE XIII

The Corporation reserves the right to amend the Articles of Incorporation from time to time in accordance with the Texas Nonprofit Corporation Act.

ARTICLE XIV

Any action required by the Texas Non-Profit Corporation Act, these Articles of Incorporation, or the Corporation's Bylaws to be taken at a meeting of either the Board of Directors or a Committee of the Corporation or any action that may be taken by the Board of Directors or a Committee of the Corporation may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Directors or Committee Members as would be necessary to take that action at a meeting at which all of the Directors or Committee Members were present and voted.

ARTICLE XV

The name and street address of the incorporator:

NAME

Roger D. Aksamit

ADDRESS

South Tower Pennzoil Place
711 Louisiana, Suite 2900
Houston, Texas 77002-2781

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of December 2003.

Roger D. Aksamit