



Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

The Kalahari Children's Home Foundation, Inc.
Filing Number: 800339534

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 05/10/2004

Effective: 05/10/2004



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

MAY 10 2004

Corporations Section

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"), including, without limitation, to lessen the burdens of government.. 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 and are permitted under Section 501(c)(3) of the Code..

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. Holmes	1028 Calle Milagro El Paso, Texas 79912
Dr. Paul Gulbas	4829 Olmos El Paso, Texas 79922
Andreas Manfredi	Vin Chechov 20 20151, Milano ITALY
Mrs. Cecilia Lachat	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:

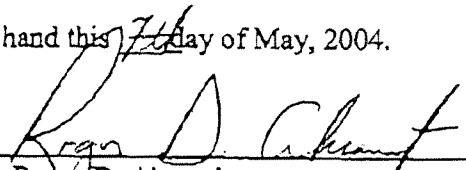
NAME

ADDRESS

Roger D. Aksamit

c/o Bracewell & Patterson, LLP
South Tower Pennzoil Place
711 Louisiana, Suite 2900
Houston, Texas 77002-2781

IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of May, 2004.



Roger D. Aksamit