

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on November 29, 2010.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

**CERTIFICATE OF INCORPORATION
OF
JAMBO FOUNDATION USA**

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, a natural person of the age of eighteen years or over acting as the incorporator of a corporation pursuant to the New York Not-for-Profit Corporation Law, hereby adopts the following certificate for this corporation:

First: The name of the Corporation is Jambo Foundation USA (the "Corporation").

Second: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law.

Third: The Corporation shall be a Type B corporation pursuant to Section 201 of the Not-for-Profit Corporation Law.

Fourth: The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), including, for such purposes, the granting of funds to not-for-profit organizations which support economic, health, social, and community development in Kenya.

Fifth: The office of the Corporation is to be located in Bronx County, State of New York.

Sixth: The Corporation shall have no members within the meaning of Section 601(a) of the Not-for-Profit Corporation Law. The Corporation shall be operated by a Board of Directors, the number of which is to be no less than three.

Seventh: The names and post office addresses of the initial Directors of the Corporation are:

NAMES	ADDRESSES
Eric Powers	3300 Netherland Avenue, Apt. 5E Bronx, NY 10463
Bradley Johnson	P.O. Box 4501 Martinsville, VA 24115
Jacqueline Sherry	2712 Wisconsin Ave., NW #102 Washington, DC 20007

Eighth: The Secretary of State is designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the

Secretary of State shall mail a copy of any process accepted on behalf of the Corporation is:

Eric Powers
3300 Netherland Avenue, Apt. 5E
Bronx, NY 10463

Ninth: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its incorporator, 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 Paragraph 4 hereof. 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 or in opposition to 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Tenth: In the event of dissolution, all of the remaining assets and property of the Corporation shall after payment of necessary expenses and satisfaction of all liabilities thereof be distributed upon approval of a Justice of the Supreme Court of the State of New York to an organization exempt under Section 501(c)(3) of the Internal Revenue Code or to the Federal government, or state or local government for a public purpose.

Name of Incorporator: Eric Powers
Signature of Incorporator: Eric Powers
Address of Incorporator: 3300 Netherland Avenue, Apt. 5E
Bronx, NY 10463
Date: November 23, 2010

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CERTIFICATE OF INCORPORATION
OF
JAMBO FOUNDATION USA

Under Section 402 of the Not-for-Profit Corporation Law

Filed by: Eric Powers
3300 Netherland Avenue, Apt 5E
Bronx, NY 10463

lcc

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED NOV 26 2010

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BY: PAK

Bronx

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