

Articles of Incorporation
of

ELISABETH PH. HEISER FOUNDATION

The undersigned, for the purpose of forming a nonprofit corporation under the
New Mexico Non Profit Corporation Act, hereby certifies:

Article I

The name of the corporation shall be: **ELISABETH PH. HEISER FOUNDATION**

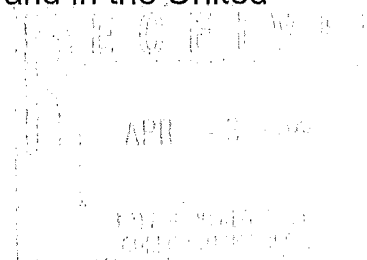
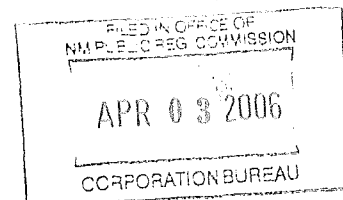
Article II

The period of its duration shall be perpetual.

Article III

The corporation is organized and shall be operated to promote the welfare and
educational development for orphaned children in Africa:

- Identifying new and existing community opportunities for the ELISABETH PH. HEISER FOUNDATION to promote orphanages in Africa.
- Promoting the ELISABETH PH. HEISER FOUNDATION through networking to identify and pursue educational and recreational opportunities that exist within the community for orphans and the orphanage.
- Providing training and support services to continuously improve the ELISABETH PH. HEISER FOUNDATION member skills in life, family, business, community and government.
- Organize consortia to leverage the capabilities of community to promote the ELISABETH PH. HEISER FOUNDATION internationally and in the United States.



- Collaborating with local non-profit, government, and economic development agencies for youth development projects for positive change in the community for ELISABETH PH. HEISER FOUNDATION orphanages.
- To develop leadership skills, sports and fitness, career skills, and life lessons through school activities, which include but are not limited to animal care, camping trips, educational classes, and other activities which promote the welfare of orphans in all areas of life.
- Collaborating with local business professionals to establish orphanage programs in the area of import and export management, education, business management, and other opportunities for the benefit of the ELISABETH PH. HEISER FOUNDATION.
- Conducting all business in a non-partisan, non-sectional and non-sectarian manner.
- To solicit, accept, devise or bequest contributions, donations, or gifts to conduct any business obligations as necessary to support the ELISABETH PH. HEISER FOUNDATION objectives.

The corporation also shall be empowered to engage in such other activities as may be necessary and proper to accomplish the foregoing purposes, subject to the limitations herein.

No part of the net earning of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, private individuals, or organizations organized and operated for a profit (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 as stated above). 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 herein, the corporation shall not carry on any activities not permitted to be carried on

- a) by an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code, as an organization described in Section 501 (c)(3) of such Code: or
- b) by an organization, contributions to which are deductible under Sections 170©(2), 2055(a)(2) of the Internal Revenue Code.

Article IV

Amara Sylla	New Mexico 87110 4523 Sunningdale N.E., Albuquerque, New Mexico 87110
Dian Benn	4523 Sunningdale N.E., Albuquerque, New Mexico 87110
William KAPUKU MUDIPANU	4523 Sunningdale N.E., Albuquerque, New Mexico 87110
Cardinal Frederick Edsou	4523 Sunningdale N.E., Albuquerque, New Mexico 87110
Firmin Phambuntoto	4523 Sunningdale N.E., Albuquerque, New Mexico 87110

The names and addresses of the persons who have consented to serve as initial Board of Directors will serve until their successors are elected and qualified pursuant to the Bylaws.

Article VII

The Board of Directors, except as limited by the New Mexico Nonprofit Corporation Act, and these Articles of Incorporation, shall have the right to make, adopt, alter, amend and repeal the Bylaws, fixing and altering the number of its directors, and providing for the management of its property, and the regulating and governing of its business and affairs.

Article VIII

Upon dissolution~ or liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one of more of the following categories of recipients as the board of Directors of the corporation

During such periods as the corporation is determined to be a private foundation under Section 509 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law:

- a) The corporation 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 Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- b) The corporation shall not engage in any act of self-dealing in such manner as to subject it to tax under Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- c) The corporation shall not retain any excess business holdings in such manner as to subject it to tax under Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- e) The corporation shall not make any taxable expenditures in such a manner as to subject it to tax under Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Article V

The address of the corporation's initial registered office is 4523 Sunningdale Ave. N.E., Albuquerque, New Mexico 87110 and the name of the corporation's initial registered agent at such address is ELIZABETH HEISER FOCHIVE.

Article VI

A Board of Directors consisting of 5 directors shall manage the business of the corporation and the names and addresses of the persons who have consented to serve as the initial Board of Directors are:

Kabeya Jimi Nsenda	4523 Sunningdale N.E., Albuquerque, New Mexico 87110
Kabeya Senda	4523 Sunningdale N.E., Albuquerque, New Mexico 87110
John H Heiser	4523 Sunningdale N.E., Albuquerque,

shall determine:

- (a) a nonprofit organization or organizations, which may have been created to succeed the corporation, as long as such an organization or each of such organizations shall then be (i) a government unit referred to in Section 1 70(c)(1) of the Internal Revenue Code, or (ii) an organization exempt from federal income taxation under Section 501 (a) of such Code as an organization described in Sections 10(c)(2) and 501(c)(3) of such Code; or
- (b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected by the Board of Directors of the corporation as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify (i) as a governmental unit under Section 1 70(c)(1) of the Internal Revenue Code, or (ii) as an organization exempt from federal income taxation under Section 501 (a) of such Code as an organization described in Sections 1 70(c)(2) and 501 (c)(3) of such Code; or
- (c) the list of distributee organizations contained in paragraph (a) and (b) above may be overridden by conditions specified in individual grants to the corporation. However, no such condition may specify distribution on liquidation to any organization which is not a nonprofit organization qualified (i) as a governmental unit under Section 1 70(c)(1) of the Internal Revenue Code; or (ii) as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Sections 1 70(c)(2) and 501 (c)(3) of such Code.

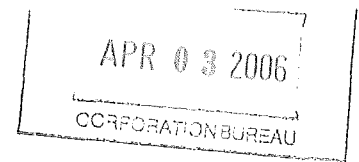
Article IX

The name and address of the incorporator is: ELIZABETH HEISER FOCHIVE, 4523 Sunningdale N.E., Albuquerque, New Mexico 87110.

IN WITNESS WHEREOF, the undersigned has set her hand this 29 day of MARCH 2006.


ELIZABETH HEISER FOCHIVE

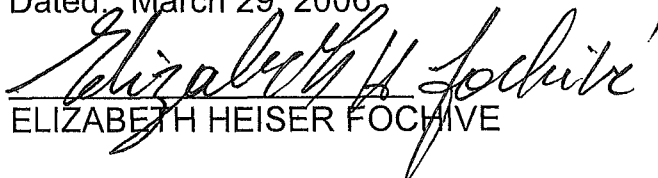
**AFFIDAVIT OF ACCEPTANCE
OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT**



TO: Public Regulation Commission State of New Mexico

Pursuant to the provisions of Section 53-8-32 of the New Mexico Nonprofit Corporation Act, the undersigned hereby acknowledges his acceptance of appointment as the initial registered agent of the ELISABETH PH. HEISER FOUNDATION, a nonprofit corporation.

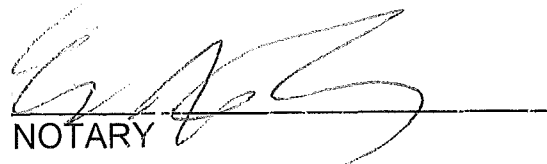
Dated: March 29, 2006


ELIZABETH HEISER FOCHIVE

STATE OF NEW MEXICO
COUNTY OF: BERNALILLO

This instrument was acknowledged before me on this 29 day of March 2006, By ELIZAEBTH P SYLLA.

~ Notary SEAL


NOTARY

My Commission Expires: 