

ARTICLES OF INCORPORATION
OF
HAITI HEALTH INITIATIVE
A NON-PROFIT CORPORATION

We, the undersigned natural persons of the age of twenty-one (21) years or more acting as incorporators of a non-profit corporation under the laws of the State of Utah, and specifically the laws governing non-profit corporations, adopt the following Articles of Incorporation for such non-profit corporation.

ARTICLE I. NAME

The name of this non-profit corporation shall be **HAITI HEALTH INITIATIVE**.

ARTICLE II. DURATION

The Corporation shall exist in perpetuity, or until dissolved according to law.

ARTICLE III. PURPOSES

The corporation is organized exclusively for charitable and educational purposes, and the activities of the corporation are limited to those activities within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, including but not by way of limitation, to the extent consistent with said purposes and limitations, to the following:

- (a) The operation of a charitable foundation to assist poverty stricken people of Haiti.
- (b) To do all other lawful and legal acts consistent with operating a charitable

foundation that are consistent with the corporation's non-profit status.

(c) To engage in such other business activities and pursuits as may be reasonably related to the foregoing; and

(d) To engage in any and all other lawful purposes, whether similar or dissimilar to the foregoing.

ARTICLE IV. BY-LAWS

The Board of Trustees may, but shall not be required to, adopt such By-laws of the corporation as in their judgment are necessary or advisable and may alter, amend, or repeal the same from time to time. Such By-laws shall not conflict with these Articles or with the laws or the constitution of the State of Utah.

ARTICLE V. MEMBERS

The corporation shall have no members. The corporation shall not issue shares of membership stock or other evidence concerning membership or interest in the corporation.

ARTICLE VI. REGISTERED AGENT AND PRINCIPAL OFFICE

The initial registered agent is Matthew R. Crane, 1136 South 1430 East, Provo, Utah 84606. The address of the initial registered office of the corporation is 44 East 1430 North, Orem, Utah 84057, which office may be changed at any time by the governing board without amendment to the Articles of Incorporation.

ARTICLE VII. TRUSTEES

The affairs of the corporation shall be managed by a governing Board of Trustees, who

shall elect such officers and take such actions as they shall deem appropriate for the corporation, subject to the requirements of these Articles and all applicable laws governing non-profit corporations.

The following persons shall serve the corporation as trustees until the first annual meeting called to elect Trustees:

Marc-Aurel Martial
44 East 1430 North
Orem, Utah 84057

Marc Johnson
2561 Woodland Drive
Ogden, Utah 84403

Matthew R. Crane
1136 South 1430 East
Provo, Utah 84606

The above-named Trustees shall hold office until the first annual meeting of the corporation and until their successors have been elected by the Trustees. The number of Trustees elected at each annual meeting of the corporation shall be seven, except as otherwise provided in the By-laws of the corporation. However, in no event shall the number of Trustees be less than three.

ARTICLE VIII. INCORPORATORS

The name and street address of each of the incorporators of this corporation are as follows:

Marc-Aurel Martial
44 East 1430 North
Orem, Utah 84057

Marc Johnson
2561 Woodland Drive
Ogden, Utah 84403

Matthew R. Crane
1136 South 1430 East
Provo, UT 84606

**ARTICLE IX. INCORPORATORS, MEMBERS AND TRUSTEES NOT
RESPONSIBLE FOR DEBTS OF THE CORPORATION**

The private property of the incorporators, members, and trustees shall not be liable for or responsible for the debts of the corporation.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended by a vote of two-thirds majority of the Board of Trustees, provided, however, that such vote must be obtained at a meeting of the Trustees for which notice of the intention to propose such amendment has been given to each member.

ARTICLE XI. LIMITATIONS

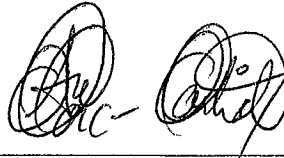
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to the trustees, members or officers of the corporation, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 of the provisions 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 corresponding section of any future federal tax code; of (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or correspondent section of any future federal tax code.

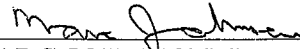
ARTICLE XII. DISSOLUTION

Upon the dissolution of the corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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.

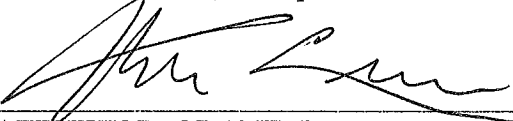
IN WITNESS WHEREOF, for the purpose of forming this non-profit corporation under the laws of the State of Utah, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 29th day of September, 2010.



MARC-AUREL MARTIAL, Incorporator



MARC JOHNSON, Incorporator



MATTHEW R. CRANE, Incorporator

STATE OF UTAH)
 : ss
COUNTY OF UTAH)

I, Sarah Strong, a Notary Public, hereby certify that on this 28 day of September, 2010, personally appeared before me, MARC-AUREL MARTIAL, who being by me first duly sworn severally declared that he is one of the persons who signed the foregoing instrument as incorporators, and that the statements contained therein are true.

IN WITNESS whereof, I have hereunto set my hand and seal this 28 day of September, 2010.


NOTARY PUBLIC

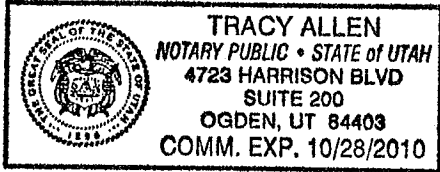
STATE OF UTAH)
 : ss
COUNTY OF UTAH)

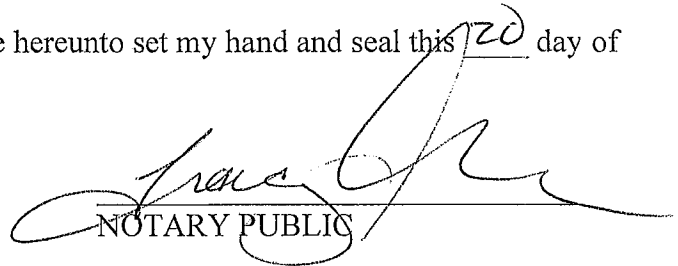


I, Tracy Allen, a Notary Public, hereby certify that on this 20

day of September, 2010, personally appeared before me, MARC JOHNSON, who being by me first duly sworn severally declared that he is one of the persons who signed the foregoing instrument as incorporators, and that the statements contained therein are true.

IN WITNESS whereof, I have hereunto set my hand and seal this 20 day of September, 2010.



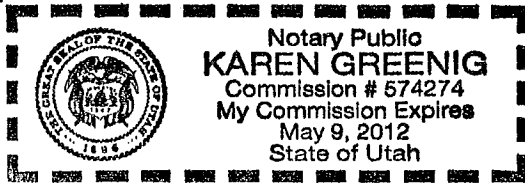

NOTARY PUBLIC

STATE OF UTAH)
 : ss
COUNTY OF UTAH)

I, Karen Greenig, a Notary Public, hereby certify that on this 29 day of Sept., 2010, personally appeared before me, MATTHEW R. CRANE, who being by me first duly sworn severally declared that he is one of the persons who signed the foregoing instrument as incorporators, and that the statements contained therein are true.

IN WITNESS whereof, I have hereunto set my hand and seal this 29 day of

Sept., 2010.



Karen Greenig
NOTARY PUBLIC

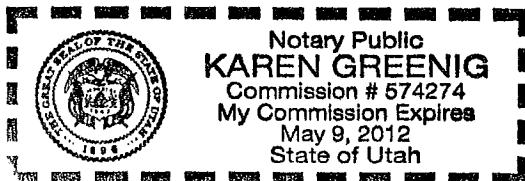
ACKNOWLEDGMENT BY REGISTERED AGENT

I, MATTHEW R. CRANE, whose address is 1136 South 1430 East, Provo, UT 84606, hereby acknowledge that I have been appointed as Registered Agent for **HAITI HEALTH INITIATIVE, A NON-PROFIT CORPORATION**, in the foregoing Articles of Incorporation, and consent to my appointment as Registered Agent for said Corporation.

DATED this 29th day of September, 2010.

Matthew R. Crane
MATTHEW R. CRANE

SUBSCRIBED AND SWORN to before me this 29 day of Sept, 2010.



Karen Greenig
NOTARY PUBLIC