

**ARTICLES OF INCORPORATION
OF
LAPTOPS TO LESOTHO INC.**

I, the undersigned natural person, of the age of twenty-one years or more, acting as incorporator of a corporation pursuant to the Idaho Nonprofit Corporation Act (Idaho Code, Title 30, Chapter 3), do adopt the following Articles of Incorporation:

ARTICLE 1. NAME

The name of this corporation is Laptops to Lesotho Inc.

ARTICLE 2. DURATION

The period of duration for this corporation shall be perpetual or until such time as the Board of Directors shall adopt a resolution recommending that the corporation be dissolved pursuant to the Idaho Nonprofit Corporation Act.

ARTICLE 3. PURPOSES

This corporation is organized exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

This corporation is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any member of the Board of Directors or any other individual except that this corporation may make payments of reasonable compensation for services rendered.

This corporation's philosophy is, "Teach a child facts and you have taught her for one day, teach a child to think and you have taught her for life."

This corporation is organized for the following purpose:

To increase educational opportunities for children in rural Lesotho through access to advanced technologies.

This corporation will achieve its purpose by raising funds for and facilitating:

- distribution of laptops to children in rural Lesotho,
- training the children and their teachers in the laptop's use,
- teaching the children critical thinking and problem solving skills using the laptops,
- development of a community-based organization to provide local support and funding,
- deployment of alternative power sources for sites off the electrical grid,
- establishment of LAN networks, and
- access to the internet.

The activities of this corporation shall not include direct or indirect participation or intervention in political campaigns on behalf of or in opposition to any candidate for public office. Nor is the primary activity of this corporation the operation of a social club for the benefit, pleasure, or recreation of its members. This corporation shall not carry on a business with the general public in a manner similar to organizations which are operated for profit. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

Notwithstanding any provision of these Articles of Incorporation, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

ARTICLE 4. MEMBERS

This corporation shall have no members until and unless such time as the Board of Directors shall adopt a resolution recommending that the corporation accept members, pursuant to the Idaho Nonprofit Corporation Act. Upon the decision of the Board of Directors that the corporation admit members, these Articles must be amended.

ARTICLE 5. STOCK

This corporation shall not have authority to issue capital stock.

ARTICLE 6. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 55 Eagle Creek Road, Wayan, Idaho 83285-5003, and the name of its initial registered agent at such address is Janissa Balcomb, residing in the State of Idaho.

ARTICLE 7. AMENDMENTS TO ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal, by the affirmative vote of a majority of the members of its Board of Directors, any of the provisions contained in these Articles of Incorporation.

ARTICLE 8. FUNDS AND ASSETS

This corporation shall use its funds only to accomplish the purposes stated in these Articles of Incorporation. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

ARTICLE 9. DIRECTORS

The manner in which Directors shall be elected or appointed shall be provided in the Bylaws of the corporation. The name and address of the person who is to serve as initial Director until her successor is elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Janissa Balcomb	55 Eagle Creek Road, Wayan, ID 83285-5003

ARTICLE 10. INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Janissa Balcomb	55 Eagle Creek Road, Wayan, ID 83285-5003

ARTICLE 11. BYLAWS

The Board of Directors shall have the power to adopt, amend, or repeal the Bylaws of this corporation. The Bylaws shall govern the operation of this corporation unless any Bylaw conflicts with these Articles of Incorporation, in which case the Articles of Incorporation shall be controlling.

Signed: _____ Date: _____
Janissa Balcomb, President

I, _____, a Notary Public, hereby certify that on the ____ day of _____, 2009, Janissa Balcomb appeared before me and signed the foregoing document as incorporator, and has averred that the statements therein contained are true.

Notary Public