

ARTICLES OF INCORPORATION
OF
REFUGEE EDUCATION INITIATIVE

I, the undersigned, for the purpose of forming a nonprofit corporation pursuant to the Utah Revised Non-Profit Corporation Act, Utah Code Ann. 16-6a-101 et. seq. (1953, as amended) (the "Act") in the capacity of incorporator, adopt the following Articles of Incorporation

ARTICLE 1

NAME

The name of the corporation is Refugee Education Initiative. For convenience the corporation shall be referred to in this instrument as the "Corporation".

ARTICLE 2

DURATION

The existence of this corporation shall be perpetual.

ARTICLE 3

PURPOSES

This Corporation does not contemplate pecuniary gain or profit to any person or entity. No part of the income of the Corporation will be distributable to its any person or persons including, without limitation, trustees, or officers, no part of its earnings may inure to the benefit of any private shareholder or individual and all income collected shall be used solely to meet its losses and operating expenses. The specific purposes for which it is formed are to assist students or potential students with a refugee background including, but not limited to:

- (a) To identify and assist students with a refugee background who are likely to succeed in college or university and provide them financial and other assistance to be able to qualify to attend a college and university including, without limitation, providing them with tutoring, extracurricular activities, school supplies and other support that will enhance their preparation for and ability to be admitted to and succeed in college and university education

(b) To provide financial and other assistance to students with a refugee background in making applications to colleges and universities.

(c) To provide financial and other assistance to students with a refugee background who are attending colleges and universities at the undergraduate and graduate levels including, without limitation, providing tuition, books and supplies, tutors, living expenses, transportation and citizenship fees.

(d) To provide financial and other assistance to support for the parents and families of students with a refugee background that will allow them to keep their family members in college, and to assist the parents in supporting their family members in high school and university.

(e) To provide financial and other assistance to students or potential students with a refugee background in achieving citizenship.

(f) All purposes incidental to or in support of the foregoing purposes.

ARTICLE 4

VOTING RIGHTS

The Corporation shall not have voting members and shall issue no shares or stock.

ARTICLE 5

GOVERNING BOARD

The affairs of this Corporation shall be managed by a Governing Board (the "Board") of three (3) trustees ("Trustees"). The number of Trustees may be changed by amendment of the Bylaws of the Corporation. The names and addresses of the persons who are to act in the capacity of Trustees until the selection of their successors are:

<u>Name</u>	<u>Residence Street Address</u>	<u>City and State</u>
Steven B. Ostler	90 South 400 West, Suite 200	Salt Lake City, Utah 84101
Amy Wylie	90 South 400 West, Suite 200	Salt Lake City, Utah 84101
H. Roger Boyer	90 South 400 West, Suite 200	Salt Lake City, Utah 84101

ARTICLE 6
ACT AND BYLAWS

The affairs of the Corporation shall be conducted in accordance with the Act and Bylaws adopted and amended from time to time, by its trustees.

ARTICLE 7
INDEMNIFICATION

Every Trustee, committee person and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Trustee, committee person or officer of the Corporation, whether or not he is a Trustee, committee person or officer at the time such expenses are incurred, except when the Trustee, committee person or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Trustees approves such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Trustee, committee person or officer may be entitled.

ARTICLE 8
DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by all of the Board of Trustees. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, Corporation, trust or other organization to be devoted to such similar purposes.

ARTICLE 9
AMENDMENTS

Amendment of these Articles shall require the assent of a majority of the Board of Trustees.

ARTICLE 10
INCORPORATOR

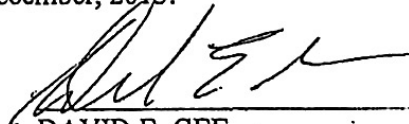
The name and address of the incorporator is:

<u>Name</u>	<u>Residence Street Address</u>	<u>City and State</u>
David E. Gee	185 South State Street, Suite 800	Salt Lake City, Utah 84111

ARTICLE 11
REGISTERED AGENT

The location and address of the initial registered agent shall be 90 South 400 West Suite 200, Salt Lake City, Utah 84103. The name of the registered agent at that address is Steven B. Ostler.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Utah, the undersigned, being the incorporator of this Corporation, has executed these Articles of Incorporation this ^{9th} 7 day of December, 2013.



DAVID E. GEE