

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "RISING HIGH FOUNDATION", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2008, AT 4:10 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4518531 8100

080370627

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6488663

DATE: 03-31-08

**CERTIFICATE OF INCORPORATION
OF
RISING HIGH FOUNDATION**

THE UNDERSIGNED INCORPORATOR, in order to form a nonprofit corporation for the purposes hereinafter stated, pursuant to the provisions of the General Corporation Law of the State of Delaware (the "DGCL"), does execute this Certificate of Incorporation and does hereby certify as follow:

FIRST. The name of the corporation (the "Corporation") is:

RISING HIGH FOUNDATION

SECOND. The address of the Corporation's registered office in the State of Delaware is 1220 North Market Street, Suite 806, New Castle County, Wilmington, Delaware 19801. Registered Agents Legal Services, LLC is the registered agent at such address.

THIRD. The Corporation is being organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any subsequent federal tax law. Such purposes shall be to combat poverty and unemployment in small towns across America by engaging in activities that encourage economic growth and development and that serve to improve the public welfare of the citizens thereof. The first such town shall be Bamberg, South Carolina and the neighboring regions, unless otherwise unanimously determined by the Members of the Corporation.

FOURTH. As a means of accomplishing the foregoing purposes, the Corporation shall have the power to do any and all acts as are necessary or conducive to the attainment of any of the objects and purposes hereinbefore set forth, to the same extent and as fully as any natural person might or could do; provided, however, that 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. In addition, notwithstanding any provision of this Certificate of Incorporation or any provisions of applicable Delaware law to the contrary, the Corporation shall not have the power: (a) to exercise any authority or power either expressly, by interpretation, or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Code, or the corresponding provision of any subsequent federal tax law; (b) to be operated for the primary purpose of carrying on a trade or business for profit; (c) to use any part of its income to reduce a debt on property that will revert ultimately to private individuals; or (d) to engage in any activities that are unlawful under the laws of the United States, the State of Delaware, or any other jurisdiction where its activities are or may be carried on.

FIFTH. No compensation, loan, or other payment shall be paid to any Officer, Director, Member, creator, or organizer of the Corporation, or substantial contributor to it, except as reimbursement of out-of-pocket expenditures and reasonable compensation for services actually

rendered to or on behalf of the Corporation, and no part of the assets or net earnings, current or accumulated, of the Corporation shall ever be distributed to or divided among such persons or inure to, be used for, accrue to, or benefit any such person.

SIXTH. The Corporation shall be a membership corporation and shall have no authority to issue capital stock. The Members of the Corporation shall be the Directors thereof, who shall be nominated and elected by the Incorporator immediately upon the organization of the Corporation and who shall act as the Members and Directors of the Corporation until the election of their successors as provided in the Bylaws of the Corporation (the "Bylaws").

SEVENTH. (a) The affairs and business of the Corporation shall be managed and conducted by the Board of Directors of the Corporation ("the Board of Directors"). Except as otherwise specifically set forth herein, the qualifications, election, number, tenure, powers, and duties of the members of the Board of Directors shall be as provided in the Bylaws.

(b) In furtherance of the purposes hereinabove set forth, the Board of Directors shall have the power, subject to Articles FOURTH and FIFTH hereof, to make grants or contributions or otherwise to render financial assistance to (i) any organization organized and operated exclusively for charitable and/or educational purposes within the meaning of Section 501(c)(3) of the Code; and (ii) other persons that will use such grants, contributions and financial assistance solely to engage in projects that (A) meet the Corporation's special projects criteria determined by the Board of Directors and general fundamental public charity standards and (B) further the Corporation's purposes set forth in Article THIRD hereof. The Board of Directors shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and, if the Board of Directors approves any request, shall authorize payment of such funds to the approved grantee. The Board of Directors shall require that grantees furnish a periodic accounting to show that the funds were expended for the purposes that were approved by the Board of Directors. The Board of Directors may, in its absolute discretion, refuse to make any grants or contributions or otherwise to render financial assistance to or for any or all the purposes for which funds are requested.

(c) In furtherance and not in limitation of the powers conferred upon the Board of Directors by law or this Certificate of Incorporation, the Board of Directors shall have the power to make, adopt, alter, or repeal, from time to time, the Bylaws of the Corporation.

EIGHTH. No Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the Director's duty of loyalty to the Corporation, (b) for acts or omissions not in good faith that involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the DGCL, or (d) for any transaction from which the Director derived an improper personal benefit.

NINTH. In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors shall, except as otherwise may be provided by law, transfer all of the assets of the Corporation in such manner as the Directors, in the exercise of their discretion, may by a majority vote determine;

provided, however, that upon said liquidation, dissolution, or winding up of the affairs of the Corporation, any such transfer of assets shall be to (a) one or more organizations or entities described in Section 501(c)(3) of the Code, or the corresponding provision of any subsequent federal tax law; or (b) the Federal Government, or one or more state or local governments, for public purposes; or (c) if pursuant to a decree of a court of competent jurisdiction, another organization or organizations to be used in such manner as in the judgment of such court will best accomplish the general purposes for which the Corporation is herein organized.

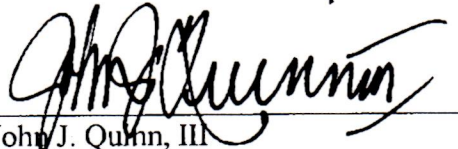
TENTH. The Corporation reserves the right to amend, alter, or repeal any provisions contained in this Certificate of Incorporation in a manner now or hereafter prescribed by applicable statutes, and all rights conferred herein are granted subject to this reservation; provided, however, that no amendment shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Code, or the corresponding provision of any subsequent federal tax law.

ELEVENTH. The Corporation shall have perpetual existence.

TWELTH. John J. Quinn, III is the sole incorporator and his mailing address is c/o Potter Anderson & Corroon LLP, Hercules Plaza, 1313 N. Market Street, 6th Floor, P.O. Box 951, Wilmington, DE 19899.

IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hand this

28TH day of MARCH, 2008.


John J. Quinn, III
Sole Incorporator