

ARTICLES OF INCORPORATION

Organization for the Promotion of Education and Research (OPER)

We, the undersigned natural persons, of the age of eighteen years or more, acting as Incorporators of a corporation under the CANADIAN NONPROFIT CORPORATION ACT (NFP Act), do adopt the following Articles of Incorporation:

ARTICLE 1. NAME

The name of this corporation is Organization for the Promotion of Education and Research (OPER).

ARTICLE 2. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 53 Rue Rouviere, J5A0J6, St-Constant, QC, Canada, and the name of its initial registered agent at such address is Jean Paul Ouedraogo, residing in 53 Rue Rouviere, J5A0J6, St-Constant, QC, Canada.

ARTICLE 3. INCORPORATORS

The names and addresses of the incorporators are:

NAMES	ADDRESS
Yves Sere	59 Presidential Dr, #2, Quincy MA, 02169, U.S.A.
Jean-Paul Ouedraogo...	53 Rue Rouviere, J5A0J6, Saint -Constant, QC, Canada
Lionel Bosso	1 rue de Belchamps, 57000 METZ, FRANCE
Wendgounda Francis Ouedraogo	Klingsorstraße 25, 12167 Berlin, Germany

ARTICLE 4. DURATION

The period of duration for this corporation shall be perpetual or until the Board of Directors shall adopt a resolution recommending that the corporation be dissolved under the Canada Not-for-profit Corporations Act (NFP Act: S.C. 2009, c. 23) of 2009-06-23

ARTICLE 5. PURPOSES

This corporation is organized exclusively for non-profit and educational purposes within the meaning of section 3 (1). The organization will engage in activities permissible under section (4) including:

- (i) promoting education with support with educational materials such as books and notebooks through donations,
- (ii) promoting scientific research through support of research institutions with research knowledge and laboratories materials,
- (iii) transferring out –of-use but functional laboratory equipment (tested, non-contaminated, non-embargoed) as well as unopened and useful laboratories consumables,
- (iv) promoting education and scientific research by reinforcing collaboration between researchers in developed countries and developing countries, providing theoretical and practical training on laboratories equipment to users in developing countries.

(v) transferring unused equipment in developed countries to used equipment in developing countries.

No part of any activities of the organization will include participating in or intervening in any political campaign on behalf of or in opposition to any candidate for public office.

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.

The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

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 6. MEMBERS

This corporation shall have 1 class of members as provided in the By laws and under the Non-profit Corporation Act.

ARTICLE 7. DIRECTORS

How Directors shall be elected or appointed shall be provided in the By-Laws of the corporation. The names and addresses of the persons who are to serve as initial Directors until their successors are elected and qualified are:

NAMES	ADDRESS
Yves Sere	59 Presidential Dr, #2, Quincy MA, 02169, U.S.A
Jean-Paul Ouedraogo...	53 Rue Rouviere, J5A0J6, Saint -Constant, QC, Canada
Lionel Bosso	1 rue de Belchamps, 57000 METZ, France
Wendgounda Francis Ouedraogo	Klingsorstraße 25, 12167 Berlin, Germany

ARTICLE 8. STOCK

This corporation shall not have the authority to issue capital stock.

ARTICLE 9. FUNDS, ASSETS AND DECLARATION RELATING TO THE DISTRIBUTION OF THE REMAINING ASSETS UPON LIQUIDATION

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, and only to, one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

ARTICLE 10. 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 11. BY-LAWS

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

Incorporator's Name and Address:

Jean Paul Ouedraogo
53 Rue Rouviere, St Constant, J5A0J6, Qc, Canada