

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.STATE.PA.US/CORP

Nurturing Minds, Inc.

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ENTITY NUMBER: 3698555

Saul Ewing LLP
Penn National Insurance Tower, 2 North Second Street, 7th Floor
Harrisburg, PA 17101

ARTICLES OF INCORPORATION
OF
NURTURING MINDS, INC.

In compliance with the requirements of 15 Pa. C.S.A. § 5306 (relating to articles of incorporation) the undersigned, desiring to incorporate a nonprofit corporation, hereby certifies that:

1. The name of the corporation is: Nurturing Minds, Inc.
2. The location and post office address of the initial registered office of the corporation in this Commonwealth is:

1201 Valley Road
Villanova, PA 19085
3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania for the following purpose or purposes:

(a) The corporation is formed exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") (or the corresponding provision of any future United States Internal Revenue Law), and particularly, but not limited, to:

raise funds and provide financial support for the education of Tanzanian girls;

and, subject to the limitations set forth in paragraphs (b), (c), and (d) of this Article 3, to perform all other things and acts and exercise all other powers, rights and privileges which a nonprofit corporation may now or hereafter be organized or authorized to do or to exercise under the Pennsylvania Nonprofit Corporation Law of 1988, as amended from time to time.

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(b) The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, contributions and distributions in furtherance of the purposes of the corporation set forth in the foregoing paragraph (a) of this Article 3.

(c) 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 or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

(d) Upon the dissolution of the corporation, the Directors, shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Directors shall determine. Any remaining assets not so disposed of shall be disposed of by a court of competent jurisdiction 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. The use of any surplus funds for private inurement to any person in the event of a sale or dissolution of the corporation is prohibited.

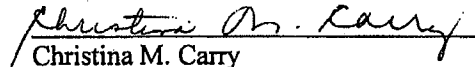
4. The corporation is to exist for a perpetual term.
5. The corporation is organized upon a non-stock basis.
6. The corporation shall not have members.
7. The incorporator shall adopt the Bylaws on behalf of the corporation.

8. The name and post office address of the incorporator is:

Christina M. Carry
Legal Assistant
Saul Ewing LLP
1200 Liberty Ridge Drive, Suite 200
Wayne, PA 19087

9. All conditions, qualifications, requirements, privileges and regulations regarding the governing Board of the corporation shall be fixed and governed by the Bylaws of the corporation.

IN TESTIMONY WHEREOF, the incorporator has signed and sealed these Articles of Incorporation this 3rd day of January, 2007.


Christina M. Carry
Incorporator