

Delaware

PAGE 1

The First State

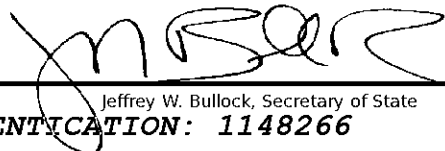
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "GEMS DEVELOPMENT FOUNDATION", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF FEBRUARY, A.D. 2014, AT 5:50 O'CLOCK P.M.

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

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1148266

DATE: 02-20-14

CERTIFICATE OF INCORPORATION

OF

GEMS DEVELOPMENT FOUNDATION

I, the undersigned natural person of the age of eighteen years or more, for the purpose of forming a nonstock and nonprofit corporation under the General Corporation Law of the State of Delaware, hereby certify as follows:

FIRST: The name of the corporation (hereinafter referred to as the "Corporation") is: GEMS Development Foundation.

SECOND: The registered address of the Corporation in the State of Delaware is:

Corporation Trust Center
1209 Orange Street
City of Wilmington
County of New Castle
Delaware 19801

and the Corporation's initial registered agent at that address is The Corporation Trust Company.

THIRD: The Corporation shall be organized and operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in effect or as may hereafter be amended (the "Code"), and, in particular, for the purposes of providing charitable and educational support to people in the developing world to foster sustainability through livestock care and animal husbandry; promoting education and providing educational support in the developing world and in needy areas of the United States and Canada with a focus on sustainable business development; providing charitable and educational support with respect to medicine, medical research and medical services; and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

FOURTH: The Corporation shall have the power to do any and all lawful acts and things and to engage in any and all activities which may be necessary, useful, suitable, desirable

or proper for the furtherance, accomplishment or attainment of any of the purposes for which the Corporation is organized and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain such purposes.

FIFTH: The duration of the Corporation shall be perpetual.

SIXTH: The Corporation shall not have authority to issue capital stock.

SEVENTH: The Corporation shall have no members. For purposes of any statute or rule of law relating to corporations, the Directors of the Corporation shall be treated as the members of the Corporation.

EIGHTH: The affairs of the Corporation shall be managed and controlled by a Board of Directors, whose Directors shall have the sole voting power and all of the authority of the Corporation and may take any action permitted by the General Corporation Law of the State of Delaware. The number of Directors, the manner of their election, and their respective terms and qualifications shall be set forth in the bylaws of the Corporation. The name and address of the initial Director of the Corporation is set forth immediately below:

Ellen Ratner
236 Massachusetts Avenue, NE
Suite 605
Washington, DC 20002

NINTH: The name and address of the incorporator of the Corporation is set forth immediately below:

M. Sean Purcell
Vorys, Sater, Seymour and Pease LLP
1909 K Street, N.W.
Ninth Floor
Washington, DC 20006

TENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the Corporation

shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

ELEVENTH: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code), and the Corporation shall not participate in, 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 this Certificate of Incorporation, the Corporation shall not directly or indirectly carry on any activities not permitted to be carried on (a) by a corporation described in Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

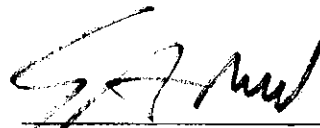
TWELFTH: Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed by the Board of Directors to an organization or organizations as shall at that time qualify for exemption as an organization described in Section 501(c)(3) of the Code or for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

THIRTEENTH: It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization

described in Section 501(c)(3) of the Code and that is other than a private foundation by reason of being described in Section 509(a)(1) or 509(a)(2) of the Code. This Certificate of Incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

FOURTEENTH: This Certificate of Incorporation and the Bylaws of the Corporation may be amended by the Board of Directors in accordance with the procedures set forth in the Delaware General Corporation Law and the Bylaws of the Corporation.

IN WITNESSETH WHEREOF, I have signed this Certificate of Incorporation on this 19th day of February, 2014.



M. Sean Purcell
Incorporator