EXHIBIT C

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION

CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and accordingly, this CERTIFICATE of INCORPORATION is hereby issued to

SAMANCOR FOUNDATION, U.S.A.

as of SEPTEMBER 23RD , 1992 .

Barbara E. Brown
Acting Director

Paul E. Waters
Acting Administrator
Business Regulation Administration

Vandy L. Jamison, Jr
Acting Superintendent of Corporations
Corporations Division

Sharon Pratt Kelly
Mayor

FILED

SEP 23 1992

BY: VLD

ARTICLES OF INCORPORATION

OF

SAMANCOR FOUNDATION, U.S.A.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the NON PROFIT CORPORATION ACT (D.C. Code, 1918 edition, Title 29, Chapter 5), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is SAMANCOR FOUNDATION, U.S.A.

SECOND: The period of duration is perpetual.

THIRD: The purposes for which the corporation is organized are:

To collect and receive funds and apply them to the purposes of the Samancor Foundation in the Republic of South Africa.

To collect and receive funds and apply them to assist, uplift and develop the community and to promote the physical, intellectual, emotional and spiritual welfare of the members of the public.

To develop educational, training and health facilities, prevent ill health and disease, advise and assist in self help and other development projects and to develop business skills and projects of general benefit to members of the public.

To contribute towards, encourage, finance and support any institution, society, organization, association, university, college, trust or school within South Africa which are in the opinion of the trustees of the Samancor Foundation contributing to the upliftment and welfare of the community, and are themselves exempt from income tax, donations tax and estate duty under the laws of South Africa.

To grant endowments, bursaries, scholarships or loans.

To co-operate, for the benefit of members of the community, with educational and charitable and ecclesiastical institutions, societies, trusts, organizations or associations in the Republic of South Africa which are exempt from income tax, donations tax and estate duty.

To establish a special fund in South Africa for the sole purpose of receiving donations to be used exclusively for the defrayal of any expenditure directly incurred for educational or training purposes or in administering any educational institution or school for the benefit of the pupils or students of the school or institution.

FOURTH: The corporation shall have members who shall be members of the Advisory Committee.

FIFTH: Members of the corporation shall be representatives of donors to the corporation and shall constitute the only class of members. Their role shall be advisory and they shall not have the right to vote.

SIXTH: The Board of Directors shall be comprised of two officers of the corporation, the President and the Vice-President, the Chairman and the Manager of the Samancor Foundation in South Africa, and three other U.S. persons representing donors to the Samancor Foundation in South Africa who shall be chosen by the President of the corporation.

SEVENTH: Provisions for the regulation of the internal affairs of the corporation are:

1) The corporation shall indemnify any director, officer, former director or officer, or any person who may have served at its request as a director or officer of another corporation in which it holds an interest against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason thereof except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of the directors or otherwise.

2) The power to make, alter, amend and repeal by-laws is vested in the directors, but the directors may by resolution from time to time grant any or all of said power to the members to such extent as the resolution shall provide.

3) The private property of the incorporators, members, directors and officers shall not be subject to the payment of corporate debts.

4) No director shall be disqualified from voting or acting on behalf of the corporation in contracting with any other corporation in which he or she may be a director, officer or member, nor shall any director of the corporation be disqualified from voting or acting in its behalf by reason of any personal interest.

5) In the case of dissolution of the corporation all obligations must be paid or satisfied in full and the remaining assets shall be transferred to the Samancor Foundation in the Republic of South Africa.

Further provisions for the regulation of the internal affairs of the corporation are as provided in the by-laws.

EIGHTH: The name of the initial registered agent of the corporation in the District of Columbia at its original registered office, and the address thereof, is Robert N. Pyle, 1223 Potomac Street, N.W., Washington, D.C. 20007.

NINTH: The number of directors constituting the full initial Board of Directors of the corporation is four (4). The names and addresses of the persons who are to serve as directors until the President shall appoint the remaining members or until their successors are appointed and shall qualify are:

Robert N. Pyle	1223 Potomac Street, N.W. Washington, D.C. 20007
Nicholas A. Pyle	1223 Potomac Street, N.W. Washington, D.C. 20007
Hans Smith	88 Marshall Street Johannesburg 2000 South Africa
B.J. Van Der Walt	88 Marshall Street Johannesburg 2000 South Africa

TENTH : The name and address of each incorporator:

Karen M. Klunk	4621 43rd Street, N.W. Washington, D.C. 20016
Bailey E. Hutman	1221 Potomac Street, N.W. Washington, D.C. 20007
Jacqueline M. Hutman	1221 Potomac Street, N.W. Washington, D.C. 20007

ELEVENTH: The corporation reserves the right to amend, alter, change or repeal any provisions contained in the foregoing Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on membership, directors and officers are subject to this reserved power.

Executed on September 22, 1992

Washington DC

INCORPORATORS:

Karen M. Klunk

Bailey E. Hutman

Jacqueline M. Hutman

Henry D. Berkowitz

Henry D. Berkowitz
Commission expires 1-31-96

BY-LAWS

OF THE

SAMANCOR FOUNDATION, U.S.A.

ARTICLE ONE.

Organization.

1. The name of this organization shall be: SAMANCOR FOUNDATION, U.S.A.

2. The organization shall have a seal which shall be in the following form:

3. The organization may at its pleasure by a vote of the Board of Directors change its name.

ARTICLE TWO.

Purposes.

The following are the purposes for which the organization has been organized:

To collect and receive funds and apply them to the purposes of the Samancor Foundation in the Republic of South Africa.

To collect and receive funds and apply them to assist, uplift and develop the community and to promote the physical, intellectual, emotional and spiritual welfare of the members of the public.

To develop educational, training and health facilities, prevent ill health and disease, advise and assist in self help and other development projects and to develop business skills and projects of general benefit to members of the public.

To contribute towards, encourage, finance and support any institution, society, organization, association, university, college, trust or school within South Africa which are in the opinion of the trustees of the Samancor Foundation contributing to the upliftment and welfare of the community, and are themselves exempt from income tax, donations tax and estate duty under the laws of the Republic of South Africa.

To grant endowments, bursaries, scholarships or loans.

To cooperate, for the benefit of the members of the community, with educational and charitable and ecclesiastical institutions, societies, trusts, organizations or associations in the Republic of South Africa which are exempt from income tax, donations tax and estate duty under the laws of the Republic of South Africa.

To establish a special fund in South Africa for the sole purpose of receiving donations to be used exclusively for the defrayal of any expenditure directly incurred for educational or training purposes or in administering any educational institution or school for the benefit of the pupils or students of the school or institution.

ARTICLE THREE.

Membership.

Membership in this organization shall be limited to members of the Board of Directors and representatives of donors to the corporation. Members shall serve as members of the Advisory Committee in a strictly advisory capacity.

ARTICLE FOUR.

Meetings.

The annual membership meeting of this organization shall be held on the 15th day of January each and every year except if such day be a legal holiday then and in that event the Board of directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-laws. The Secretary shall cause to be mailed to every director and member in good standing at his address as it appears in the membership roll book of this organization a notice telling the time and place of such annual meeting.

Regular meetings of this organization shall be held quarterly.

The presence of not less than three (3) directors and members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these By-laws and the Secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the President when he deems it for the best interest of the organization. Notices of such meeting shall be mailed to all directors and members at their addresses as they appear in the corporate rolls at least seven (7) but not more than twenty (20) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

At the request of two (2) members of the Board of Directors or ten (10) members of the organization the President shall cause a special meeting to be called but such request must be made in writing at least thirty days before the requested schedule date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE FIVE.

Voting.

At all meetings, except for the election of officers and directors, all votes shall be by voice vote, except that for the election of officers ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

At any regular or special meeting if a majority so requires any question may be voted upon in the manner and style provided for election of officers and directors.

At all votes by ballot the Chairman of such meeting shall immediately prior to the commencement of balloting appoint a committee who shall act as "Inspectors of the Election" and who shall at the conclusion of such balloting certify to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE SIX.

Order of Business.

1 - Roll Call

2 - Reading of the minutes of the preceding meeting.

3 - Reports of committees.

4 - Reports of officers.

5 - Old and unfinished business.

6 - New Business.

7 - Good and Welfare.

8 - Adjournments.

ARTICLE SEVEN.

Board of Directors.

The business of this organization shall be managed by a Board of Directors consisting of seven (7) members who shall be the President and the Vice President of the corporation, the Chairman and the Manager of the Samancor Foundation in South Africa, and three other U.S. persons representing the Advisory Committee who shall be chosen by the President of the corporation. At least one (1) of the directors shall be a resident of the District of Columbia and a citizen of the United States.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

Two (2) of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the first Friday of each January, April, July and October.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors. The Board of Directors shall select from one of their number a secretary.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the organization, for this hearing.

ARTICLE EIGHT.

Officers.

The officers of the organization shall be as follows:

President.

Vice President.

Secretary.

Treasurer.

The President shall preside at all membership meetings.

He shall by virtue of his office be Chairman of the Board of Directors.

He shall present at each annual meeting of the organization an annual report of the work of the organization.

He shall appoint all committees temporary or permanent.

He shall see all books, reports and certificates as required by law are properly kept or filed.

He shall be one of the officers who may sign the checks or drafts of the organization.

He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

The Secretary shall keep the minutes and records of the organization in appropriate books.

It shall be his or her duty to file any certificate required by any statute, federal or state.

He or she shall give and serve all notices to members of this organization.

He or she shall be the official custodian of the records and seal of this organization.

He or she may be one of the officers required to sign the checks and drafts of the organization.

He or she shall present to the membership at any meetings any communication addressed to him or her as Secretary of the organization.

He or she shall submit to the Board of Directors any communications which shall be addressed to him or her as Secretary of the organization.

He or she shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.

He or she must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

He or she shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

He or she shall exercise all duties incident to the office of Treasurer.

The President and Vice President shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE NINE.

Salaries.

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the organization.

ARTICLE TEN.

Committees.

The only permanent committee shall be the Advisory Committee which shall be comprised of representatives of donors to the organization to be ratified by the President.

The formation and composition of any other committees shall be left to the discrimination of the Board of Directors.

ARTICLE ELEVEN.

Amendments.

These By-laws may be altered, amended, repealed or added to by an affirmative vote of not less than four (4) members of the Board of Directors.