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FLORIDA PROFIT/NON PROFIT CORPORATION  
Tambara Mata Help for Niger Corporation

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Estimated Charge	\$70.00

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# ARTICLES OF INCORPORATION

These Articles of Incorporation are adopted for the purpose of forming a corporation not for profit under the Florida Not For Profit Corporation Act, to be filed with the Florida Department of State, as follows:

## ARTICLE I

The corporation is being formed by Patrick Ruster, as Incorporator, whose address is 3908 26th St W, Bradenton, FL 34205.

## ARTICLE II

The name of the corporation is Tambara Mata Help for Niger Corporation. The address of its principal office is the same as its mailing address, which is 3908 26th St W, Bradenton, FL 34205. The principal office address and mailing address may be changed on any one or more occasions by two-thirds vote of the Directors.

## ARTICLE III

The corporation shall commence its existence upon the filing of these Articles of Incorporation with the Florida Department of State and it shall exist perpetually thereafter.

## ARTICLE IV

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Subject to the preceding paragraph, the primary purpose of the corporation is to promote projects in the United States, Europe, and Niger to step up cooperation between institutions, schools, companies according to the needs of the inhabitants of the Republic of Niger. Such projects include, but are not limited to, providing education and training to young people, provide medical facilities and equipment, building wells and solar projects, sponsor, host, and participate in events and activities that promote cultural and economical exchange between the United States and the Republic of Niger.

## ARTICLE V

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Membership in the corporation shall be open to those persons (including organizations and other entities) supporting the purposes of the corporation as set forth in Article IV hereof. Further qualifications and requirements for membership and the admission of members shall be governed by provisions in the bylaws of the corporation. The initial directors named in Article VI hereof shall all be charter members of the corporation. The corporation shall not issue shares of stock and may (but need not) issue membership certificates to its members, as determined by the Board of Directors.

ARTICLE VI

The corporation shall be governed by a Board of Directors and there shall be an initial board of three Directors. The number of Directors may be changed by provisions in or amendments to the bylaws, but the number of Directors shall never be less than three. Directors shall be elected by majority vote of the members in such manner, at such times, and for such terms as are specified in the bylaws. The following persons shall be the initial Directors of the corporation, whose names and addresses are:

- Detlev Kirsch, 602 North Point Drive, Holmes Beach, FL 34217
- Heinke Bartel, Oberer Ehmschen 73, 25462 Rellingen, Germany
- Manuela Schiermann, Am Kaiserkai 29, 20457 Hamburg, Germany

The initial Directors shall hold office until the election of successor Directors by the members or until their earlier resignation or removal in accordance with the bylaws and Florida law.

ARTICLE VII

The Corporation shall have the following as its officers: President, Vice President, Secretary, and Treasurer, together with such other officers as may be specified in the bylaws. The duties and responsibility of each respective office shall be as stated in the bylaws. Officers shall be elected by majority vote of the Directors in such manner, at such times, and for such terms as are specified in the bylaws. The initial officers of the corporation are:

- President ..... Detlev Kirsch
- Vice-President ..... Heinke Bartel
- Secretary/Treasurer ..... Manuela Schiermann

The initial officers shall hold office until the election of successor officers by the Directors or until their earlier resignation or removal in accordance with the bylaws and Florida law.

ARTICLE VIII

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors; however, the members of the corporation may also adopt, alter, amend, or repeal by-laws. Such actions by the members shall require not less than four-fifths vote of the members, at any regular meeting of the members or at any special meeting of the members called for that purpose.

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ARTICLE IX

The registered office of the corporation shall be at 3908 26th Street West, Bradenton, Florida 34205, and the initial registered agent at that address is Gulf Coast Agents, LLC, a Florida limited liability company. Such registered office and agent may be changed by majority vote of the Directors.

ARTICLE X

Amendment of these Articles of Incorporation shall require not less than four-fifths vote of the members, at any regular meeting of the members or at any special meeting of the members called for that purpose.

ARTICLE XI

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 IV hereof. 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 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 (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XII

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax 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 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.

In Witness Whereof, I subscribe to these Articles of Incorporation on January 9, 2020.

*/s/ Patrick Ruster*

Patrick Ruster, Incorporator

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ACCEPTANCE OF APPOINTMENT  
as  
REGISTERED AGENT

Gulf Coast Agents, LLC, a Florida limited liability company, hereby accepts its appointment as Registered Agent for Tambara Mata Help for Niger Corporation, a Florida not for profit corporation, and will maintain the Registered Office of the Company in Manatee County, Florida, at 3908 26th St W, Bradenton, FL 34205.

Gulf Coast Agents, LLC, is familiar with and accepts the obligations imposed upon it as Registered Agent under Florida law.

Dated: January 9, 2020.

Gulf Coast Agents, LLC,  
a Florida limited liability company

by: Patrick Ruster  
Patrick Ruster

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