

Charter Number Only

4/11/00

OLA

OLA OLAIGBE
Requestor's Name
18441 NW 7th Ave #226
Address
Miami, FL 33169
City State ZIP Phone
654-40908

VALIDATION ONLY

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CORPORATION(S) NAME

AFRICA EDUCATION & CULTURE ORGANIZATION,
INC

RECEIVED
00 APR 17 AM 9:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Mail Out |
| <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up | |

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
AFRICA EDUCATION & CULTURE ORGANIZATION, INC.**

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TALLAHASSEE FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

AFRICA EDUCATION & CULTURE ORGANIZATION, INC.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be:

9111 Andora Drive
Miramar, Florida 33025

ARTICLE III

The purpose for which the corporation is formed, and the business and objects to be carried on and promoted by it, are as follow:

1. The purpose for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may thereafter be amended.

2. The specific purpose for which the corporation is organized shall be:
To promote and advance the welfare of African Citizens of any communities through culture, charitable, education and scientific relief services, to needy families irrespective of their race, color and nationality.

3. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.

4. To solicit funds and donations in kind and from time to time further the purposes of this corporation.

5. To acquire and receive by purchase, donation or otherwise, any property, real, personal, or mixed, and to hold, use and dispose of the same.

6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.

7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets of dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, disposes of all of the assets of the corporation exclusively for the purpose of the corporation organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Broward County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script determine, which are organized and operated exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

The By-Laws may impose other conditions of membership from time to time.

ARTICLE IV

The manner in which the director are selected or appointed shall be:
Through majority vote, a two-third vote of the membership shall be required for the election of new Directors or removal of current Directors.

ARTICLE V

The name and street address of the initial registered agent shall be:

Ola Olaigbe
18441 N.W. 2nd Avenue
Suite #220
Miami, Florida 33169

ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation shall be:

Ola Olaigbe
18441 N.W. 2nd Avenue
Suite #220
Miami, Florida 33169

ARTICLE VII

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other officers as may from time to time be created by the board of Directors. The names of the Officers and the office they shall hold until the first election shall be:

MUFUTAU MURPHY FOLORUNSHO	PRESIDENT 9111 Andora Drive Miramar, FL. 33025
SAMUEL OLOYEDE	VICE PRESIDENT 9111 Andora Drive Miramar, FL. 33025
KUNLE AJAYI	TREASURER 9111 Andora Drive Miramar, FL. 33025
CARINE ARMINDO	SECRETARY 9111 Andora Drive Miramar, FL. 33025
OLOMIDE ORUNMILA	MEMBER 9111 Andora Drive, Miramar, FL. 33025
KAYODE ENIADE	ADVISOR 9111 Andora Drive, Miramar, FL. 33025

ARTICLE III

The members of the Board of Directors shall never be less than three (3) in number. Initial the Board of Directors shall consist of five (5) persons whose names and addresses are as follows and who shall serve as Directors until the first election:

MUFUTAU MURPHY FOLORUNSHO	PRESIDENT 9111 Andora Drive Miramar, FL. 33025
SAMUEL OLOYEDE	VICE PRESIDENT 9111 Andora Drive Miramar, FL. 33025
KUNLE AJAYI	TREASURER 9111 Andora Drive Miramar, FL. 33025
CARINE ARMINDO	SECRETARY 9111 Andora Drive Miramar, FL. 33025
OLOMIDE ORUNMILA	MEMBER 9111 Andora Drive, Miramar, FL. 33025
KAYODE ENIADE	ADVISOR 9111 Andora Drive, Miramar, FL. 33025

ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purposes, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE X

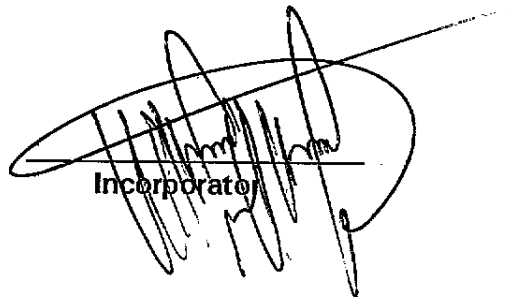
The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XI

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.

The undersigned incorporator has executed these Articles of

Incorporation this 13th day of APRIL 2000


Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement in designating the registered officer/registered agent, in the State of Florida.

First-That AFRICA EDUCATION & CULTURE ORGANIZATION, INC.

(Name of Corporation)

desiring to organize under the laws of the State of Florida with principal office, as

indicated in the Articles of Incorporation has named OLA OLAIGBE

(Name of Registered Agent)

located at 18441 N.W. 2nd AVENUE SUITE #220

(P.O. Box not acceptable)

City of MIAMI, County of DADE
(City) (County)

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature of Registered Agent

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