

N 0000003753 FILED

TRANSMITTAL LETTER

01 MAY 22 AM 11:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000004303050--1
-05/23/01--01113--002
*****78.75 *****78.75

SAPHAREX INTERNATIONAL, INC.
SAPHAREX COMMUNITY FOUNDATION, INC.

SUBJECT:

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

DR. MAMADOU DIOMANDE

Name (Printed or typed)

655 Ives DAIRY RD #2-401

Address

MIAMI, FL 33179

City, State & Zip

(305) 493-9061

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
SAPHAREX COMMUNITY FOUNDATION, INC.

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized pursuant to the Dade County Nonprofit Corporation Code.

ARTICLE I.
CORPORATE NAME

The names of this Corporation shall be

SAPHAREX COMMUNITY FOUNDATION, INC.

FILED
01 MAY 22 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II.
TERMS OF EXISTENCE

This corporation shall have perpetual existence as a nonprofit mutual benefit corporation.

ARTICLE III.
PURPOSES AND POWERS

(A) This Corporation is organized for the purpose of engaging in charitable and educational purposes to aid the poor and disadvantaged individuals and families toward a life of self sufficiency. The programs consist of, but shall not be limited to : Seminars, workshops, Cultural Exchange and interaction, Outreach Advocacy programs for the Disadvantaged, Employment, Literacy, Counseling, Teenage Pregnancy, Job Training, Job Placement, and Acquisition, Substance Abuse and other Programs to aide those in need. This corporation is organized and operated exclusively for Educational and Charitable purposes within the meaning of Section 501 (C) (3) of the Internal Revenue Code.

(B) Notwithstanding any other provision of these Articles, The corporation shall not carry on any other activities not permitted to carry on (1) by a corporation exempt from federal income tax under Section 501 (C) (3) of The Internal Revenue Code or (2) of the Internal Revenue Code.

ARTICLE IV.
CAPITAL STOCK

There shall be no capital stock and will offer no particular shares thereof.

ARTICLE V.
DIRECTOR

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws of the Corporation.

The name and mailing address of the initial director who shall hold office until his successor or successors are elected and have qualified are as follows:

DR. MAMADOU DIOMANDE, EXECUTIVE DIRECTOR

ARTICLE V. DIRECTORS

This Corporation shall have one Executive Director and two other respective directors initially. The number of directors may be increased or diminished from time to time by board electoral vote as stated in the By-Laws of the Corporation.

The names, addresses and offices of the respective Directors who will serve until the first election or appointment under these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>OFFICE</u>
DR. MAMADOU DIOMANDE	655 IVES DAIRY ROAD, SUITE 2-401	EXEC. DIRECTOR
MR. ISMAEL KONE	655 IVES DAIRY ROAD, SUITE 2-401	DIRECTOR
MR. SATI M.M. DIOMANDE	655 IVES DAIRY ROAD, SUITE 2-401	DEPUTY DIRECTOR

ARTICLES VI. REGISTERED AGENT AND REGISTERED OFFICE

The Corporation's Resident Agent for services in the state of Florida Shall be

DR. MAMADOU DIOMANDE, EXECUTIVE DIRECTOR

THE ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION SHALL BE

PRINCIPAL	DR. MAMADOU DIOMANDE, EXECUTIVE DIRECTOR
ADDRESS	655 IVES DAIRY ROAD, SUITE 2-401
CITY/STATE/ZIP	NORTH MIAMI, FLORIDA 33179

ARTICLE VII. AMENDMENTS

This Corporation reserves the rights to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any provision or provisions contained in these Articles of Incorporation, or any amendment hereto in the manner now or hereafter prescribed by the Statutes of the State of Florida, and any rights and powers conferred upon the director and shareholders herein are granted subject to this reservation.

ARTICLE VIII. INCORPORATOR

The name and mailing address of the Incorporator is as follows:

DR. MAMADOU DIOMANDE, EXECUTIVE DIRECTOR
655 IVES DAIRY ROAD, SUITE 2-401
MIAMI, FLORIDA 33179

IN WITNESS WHEREOF, the above named Incorporators, Directors and Registered Agent has hereunder subscribed his name, this 21st day of MAY, 2001.

Mamadou Diomande

Incorporator, Director
Registered Agent

STATE OF FLORIDA)
: SS:
COUNTY OF DADE)

Before me the undersigned authority personally appeared

DR. MAMADOU DIOMANDE, EXECUTIVE DIRECTOR
who is to me well known to be the person(s) described in and who subscribes the foregoing Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 21st day of MAY, 2001.

Magali Cabrera
Notary Public, STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES: 06/09/2001

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE



PURSUANT to the provisions of Section 501(C)(3). Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida:

1. The name of the Corporation is

SAPHAREX COMMUNITY FOUNDATION, INC.

2. The name and address of the registered agent and office is:

DR. MAMADOU DIOMANDE, EXECUTIVE DIRECTOR
(NAME)
655 IVES DAIRY ROAD, SUITE 2-401
(ADDRESS) (P.O. BOX NOT ACCEPTABLE)
NORTH MIAMI, FLORIDA 33179
(CITY/STATE/ZIP)

SIGNATURE: *M. A. ...*
(CORPORATE OFFICER)

TITLE: CHIEF EXECUTIVE OFFICER (C.E.O.)

DATED: 5/21/01

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: *M. A. ...*
Dated: 5/21/01

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

01 MAY 22 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED