

CORPORATE
ACCESS,
INC.

N01000005314

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1665 . Fax (850) 222-1666

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1.) Chinye Foundation, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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J. BRYAN JUL 27 2001

CERTIFICATE OF INCORPORATION
OF

CHINYE FOUNDATION, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a not-for-profit corporation under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE 1: NAME

The name of the Corporation shall be: **CHINYE FOUNDATION, INC.**, hereinafter referred to as the "Corporation".

ARTICLE 2: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation and the mailing address is 1395 NW 167th Street, Suite 101, Miami, Florida 33169.

ARTICLE 3: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE 4: PURPOSES

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or (2) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 5: RESTRICTION ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in including (the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE 6 REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 1395 NW 167th Street, Suite #101, and Tony Chinye is the registered agent of the Corporation at that address.

ARTICLE 7: BOARD OF DIRECTORS

The initial Board of Directors shall consist of five (5) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws.

The following persons are to serve on the initial Board of Directors:

Ike Chinye
15821 SW 20th Street
Miramar, Florida 33027

Isaac Chinye
13242 SW 54 Court
Miramar, Florida 33027

Godfrey Chinye
7816 Rockport Circle
Lakeworth, Florida 33467

Tony Chinye
1395 NW 167 Street, # 101
Miami, Florida 33167

Ernest Chinye
P. O. Box 552261
Carol City, FL 33055

ARTICLE 8: OFFICERS

The officers of the Corporation shall be a President, , Secretary, Treasurer, and such other officers as may be provided by the bylaws or deemed necessary by the Board of Directors.

ARTICLE 9: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

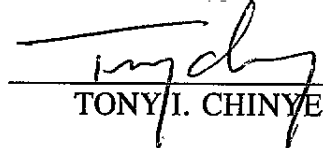
ARTICLE 10: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt under Section 501(c) (3) of the internal Revenue Code.

ARTICLE 11: INCORPORATION

The incorporator of the Corporation is as follows: TONY I. CHINYE
1395 NW 167th Street, Suite 101
Miami, FL 33169

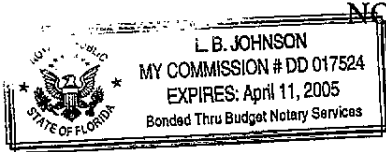
IN WITNESS WHEREOF, I, TONY I. CHINYE, the undersigned incorporator to these Articles of Incorporation, have affixed my signature on this 26th day of July, 2001.


TONY I. CHINYE

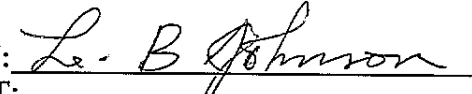
STATE OF FLORIDA)
COUNTY OF BROWARD)

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TALLAHASSEE, FLORIDA
CLERK OF STATE

The foregoing instrument was sworn to before me this 26 day of July, 1999, by TONY I. CHINYE, who personally appeared before me at the time of notarization, and who is personally known to me or has produced a Florida Driver's License as identification.



NOTARY PUBLIC

SIGN: 
PRINT: _____
STATE OF FLORIDA AT LARGE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to the provisions of Section 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First -- That CHINYE FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Miami-Dade, State of Florida, has named TONY I. CHINYE located at 1395 NW 167th Street, Suite 101, Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

- Acceptance of Agent -

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: 