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FLORIDA NON-PROFIT CORPORATION

SANKOFA FOUNDATION, INC.

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SANKOFA FOUNDATION, INC.

Article I. Name

The name of this Corporation is the Sankofa Foundation, Inc.

Article II. Principal Office

The principal place of business and mailing address of the Corporation is:

Sankofa Foundation, Inc.  
150 SE 2<sup>nd</sup> Avenue  
Suite 913  
Miami, Florida 33131  
c/o Cynthia Curry

Article III. Enabling Law And Duration

This Corporation is organized pursuant to the "Corporations Not For Profit Act" of the State of Florida, as set forth at Chapter 617 of the Florida Statutes and it shall have perpetual existence.

Article IV. Purpose

A. This Corporation is organized and shall be operated exclusively for religious, charitable, scientific, educational, athletic and recreational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, but not limited to, providing a forum for determining the causes of social and economic underperformance among the citizens of Miami-Dade County, Florida who are living outside their homelands; attempting to fill the gaps between governmental programs and business opportunities which have caused certain segments of society to be at or near the poverty level and generally fail to prosper; attempt to determine what will benefit and promote economic growth for the disadvantaged segments of the citizens of Miami-Dade County.

B. No part of the net earnings of the Corporation shall inure to the benefit, or be distributable to, its directors, trustee, officers, or other private persons, except that the Corporation

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shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax exempt purposes set forth herein.

C. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation organized under Section 170(c)(2) of the Code, or (iii) by a corporation as defined in Section 617.0105, Fla. Stat. Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise of any powers that are not in furtherance of the primary purposes of this Corporation.

D. No substantial part of the activities of this Corporation shall involve itself in propaganda or otherwise attempt to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

E. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote religious, charitable, scientific, educational, sports, athletic and recreational purposes.

#### Article V. Membership

Membership in this Corporation shall be open to any person, family, corporation, or other entity upon receipt by the Corporation of a written application and payment of an annual fee (if not waived) to be established by the Board of Trustees. Admission to membership in the Corporation shall be by a majority vote of the Board of Trustees. The authorized number, the different classes of membership, dues (if any), and other obligations, rights and privileges of members and the termination of membership shall be as set forth in the Bylaws of this Corporation.

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Article VI. Management Of Corporate Affairs

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Trustees, as provided in the Bylaws.

Article VII. Board Of Trustees

The Board of Trustees shall be composed of members who shall be elected or appointed as set forth in the Bylaws. The number of Trustees may be increased or decreased from time to time as the Board may determine, however, the number of Trustees shall not be less than three. The initial members of the Board of Trustees shall be appointed as provided in the Bylaws.

Article VIII. Dissolution

This Corporation shall be dissolved and its affairs concluded by two-thirds vote of the Board of Trustees. All the property and assets of this Corporation are and shall be irrevocably dedicated to religious, charitable, scientific educational, sports, athletic and recreational purposes meeting the requirements for exemptions provided by Section 501(c)(3) of the Code, as amended. No part of said property or assets shall ever inure to the benefit of any member, Trustee or Officer or to the benefit of any private individual or entity. Upon dissolution, winding up or abandonment of the Corporation provision for payment of all debts and liabilities of this Corporation shall be made to the extent assets are available. If after payment of all such debts and liabilities there remains any Corporate assets, such assets shall be distributed for use in furtherance of the purposes of the Corporation as set forth or then such assets shall be distributed to an organization being operated for charitable purposes which are similar to the purposes of the Corporation, provided that such organization is qualified as an exempt organization under Section 501(c)(3). Any such assets not so disposed shall be disposed of by the Circuit Court 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.

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Article IX. Initial Registered Office And Agent

The initial registered office of this Corporation shall be Suite 200, 700 South Federal Highway, Boca Raton, FL 33432 and the initial registered agent of this Corporation at such office shall be Gregory St. John, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

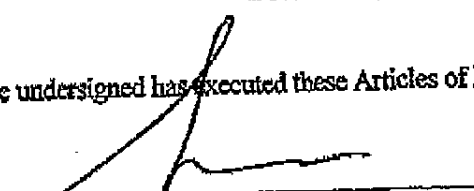
Article X. Incorporator

The name and street address of the person signing these Articles of Incorporation is:

Name  
Gregory St. John

Address  
Suite 200  
700 South Federal Highway  
Boca Raton, FL 33432

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this  
25th day of March, 2002.

  
\_\_\_\_\_  
Gregory St. John, Incorporator

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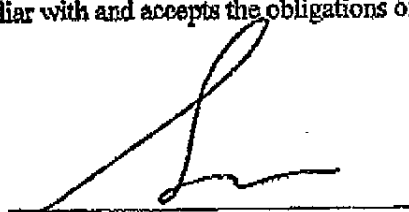
**CERTIFICATE OF DESIGNATION REGISTERED AGENT AND REGISTERED OFFICE  
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is: Sankofa Foundation, Inc.
2. The name and address of the registered agent and the registered office is:

Gregory St. John  
700 South Federal Highway  
Suite 200  
Boca Raton, FL 33432

Pursuant to Sections 48.091 and 607.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of Sankofa Foundation, Inc. at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: March 25, 2002.

  
\_\_\_\_\_  
Gregory St. John, Registered Agent

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