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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : ACE INDUSTRIES, INC.

Account Number : 070744001530

Phone : (305) 358-2571

Fax Number : (305) 358-7832

FLORIDA NON-PROFIT CORPORATION

~~ILLITERACY, INC.~~

FUNCTIONAL ILLITERACY RESEARCH AND EDUCATION, INC.

Certificate of Status	0
Certified Copy	1
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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

02 MAY -9 PM 2:43

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 8, 2002

ACE

SUBJECT: FUNCTIONAL ILLITERACY RESEARCH AND EDUCATION INCORPORATED
REF: W02000013324

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

CORPORATIONS MAY FILE USING ONLY THE CORPORATE NAME.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6067.

Neyssa Culligan
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FAX Aud. #: H02000135336
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H02-135336

**ARTICLES OF INCORPORATION
FOR
FUNCTIONAL ILLITERACY RESEARCH AND EDUCATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the provisions of Chapter 617, Florida Statutes, hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I - NAME

The name of the corporation shall be "Functional Illiteracy Research and Education, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The Principal place of business and mailing address of the nonprofit corporation shall be: 544 Walnut Street Altamonte Springs, Florida 32714-2329.

ARTICLE III - DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV - PURPOSE

The purpose of the Functional Illiteracy Research and Education Inc., is to utilize an interdisciplinary approach known as multi-sectoral programming with a family/community-oriented focus to promote functional literacy in societies that lack these skills in various degrees. The specific objectives of this nonprofit making corporation include, but are not restricted, to:

1. Conduct needs assessment research on functional illiteracy,
2. Use gathered research data to design and develop education and community sensitization programs and materials,
3. Create an enabling educational environment through a "trainer of trainers" program involving community members at the grass-root level,
4. Educate and train community members towards grass-root empowerment through establishment of development projects,
5. Liaise with local educational institutions (schools, colleges, and universities) and non-governmental organizations to implement literacy programs,
6. Foster and growth of local ownership of such programs by training leaders from the communities to take over leadership of literacy and development projects,

The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to/or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

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The general nature of the business to be transacted by the said corporation shall be as follows:

- A. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state and any political body.
- B. To establish and maintain offices for any and all operations of this corporation at such places to be determined by the directors, wheresoever the same may be located.
- C. To purchase, lease, hire, or otherwise acquire, to hold, own, maintain, improve, alter, and to sell, rent, convey, mortgage, or otherwise dispose of real estate and personal property, and any interest herein or out of this State, and elsewhere in the United States or any of its territories, or in any foreign country.
- D. To borrow or raise money for any of the purposes of the corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, and execute promissory notes, drafts, bonds, debentures and other negotiable and non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereof by mortgage of the whole or any part of the property of the corporation, by mortgage conveyance or assignment in trust of the whole or any part thereof, and to sell, pledge, or otherwise dispose of such bonds or other obligation for its corporate purpose.
- E. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.
- F. The enumeration herein of the powers, objects, and purposes of the corporation shall not be deemed to exclude by inference any powers, objects, or purposes which the corporation is empowered to exercise, whether expressly by force of the General Corporation laws of the State of Florida, or implied by the reasonable construction of said laws.
- G. To exercise all other rights and powers conferred by the laws of the State of Florida upon nonprofit corporation.

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ARTICLE V - LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but 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 (Purpose) hereof.

ARTICLE VI - VOTING MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting members of one or more classes, who shall be admitted in such manner and who shall have rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Name**Address**

1. Mrs. Fenna E. Bacchus, President, 544 Walnut St., Altamonte Springs, FL 32714
2. Mr. Winston J. Akala V. President, 510 South Elm St., Apt. 3 Champaign, IL 61820
3. Mr. Christopher E. Osimen, CFO/CPA, Fin/Tre, 10069 N. Florida Ave. Tampa, FL 33612
4. Dr. Fredrick M. Nafukho, V.P. Research Associate, 108 Graduate Education Building, Fayetteville, Arkansas 72701.
5. Miss Amina P. Alio, V.P. Research Associate, 3357 Peachtree Corners Circle L, Norcross, GA 30092
6. Mr. George V. Amagnoh, V.P. Research Associate, 300 West State Street Apt. G-6, Athens, OH 45701

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is Ten (10). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Voting Members shall elect the Directors annually. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
1. Dr. William T. Trent, Chairman	B/D 368 S. Sixth St., Champaign, IL 61820
2. Dr. Nyaigotti- Chacha, Chacha Exec. Sec.	P. O. Box 7110, Kampala, Uganda
3. Dr. Emile Kwamasirabo Natl. Univ. of Rwanda	P.O. BOX 56, Butare, Rwanda
4. Dr. Noah Adewale Adeniran Ogunsaya	College of Education, Nigeria
5. Dr. Philomena Okeke-Ihejirika,	University of Alberta, Women Studies
6. Dr. Alex Iwara,	University of Ibadan, Department of Linguistics and African Studies, Nigeria
7. Honorable Dr. Corrine Brown,	U.S.A. House Rep., Orlando, Florida
8. Dr. Patrick A. Ijewere,	1740 Hulett Dr. Brandon, FL 33511-2250
9. Honorable Arthenia Joyner,	State House Rep., Tampa, Florida
10. Dr. Dajin Peng,	Dept. of GIA, USF, Tampa, FL 33612

ARTICLE VIII - OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
1. Mrs. Fenna E. Bacchus, President,	544 Walnut St., Altamonte Springs, FL 32714
2. Mr. Winston J. Akala V. President,	510 South Elm St., Apt. 3 Champaign, IL 61820
3. Mr. Christopher E. Osimen, CFO/CPA, Fin/Tre,	10069 N. Florida Ave. Tampa, FL 33612
4. Dr. Fredrick M. Nafukho, V.P. Research Associate,	108 Graduate Education Building, Fayetteville, Arkansas 72701.
5. Dr. Amina P. Alio, V.P. Research Associate,	3357 Peachtree Corners Circle L, Norcross, GA 30092
6. Mr. George V. Amagnoh, V.P. Research Associate,	300 West State Street Apt. G-6, Athens, OH 45701

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ARTICLE IX - NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

ARTICLE X - INCORPORATOR

The name and residence address of the Incorporator of these Articles of Incorporation is: Fenna E. Bacchus at 544 Walnut Street, Altamonte Springs, FL 32714

05-09-02
Date



ARTICLE XI - BYLAWS

The Bylaws of the corporation are to be made and adopted by the approval of the Board of Trustees of the corporation, and may be altered, amended or rescinded by the Board of Trustees.

ARTICLES XII - AMENDMENTS TO ARTICLES

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

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ARTICLE XIV - INITIAL REGISTERED AGENT

The name and address of the initial registered agent of the corporation is: Fenna E. Bacchus at 544 Walnut Street, Altamonte Springs, FL 32714

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.034 Florida Statutes, the following is submitted:

FIRST: That Functional Illiteracy Research and Education Inc. desiring to organize or qualify under the laws of the State of Florida as a Nonprofit corporation, with its principal place of business at 544 Walnut Street, Altamonte Springs, FL 32714, has named Fenna E. Bacchus of 544 Walnut Street, Altamonte Springs, FL 32714, as its agent to accept service of process within Florida.

SECOND: Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

05-09-02

Date



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