

NO3000006474

Holmes Financial Services  
280 E. FM 544  
Suite 106  
Murphy, TX 75094  
972.429.1213

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

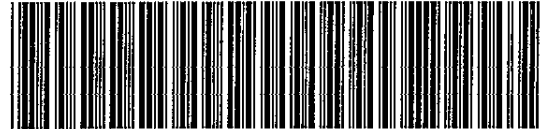
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2554-2557-611  
W03-16211  
2554



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TALLAHASSEE FLORIDA

7/29/03



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 5, 2003

HOLMES FINANCIAL SERVICES  
280 E. FM 544  
SUITE 106  
MURPHY, TX 75094

SUBJECT: OLUJIMI CULTURAL RESOURCE CENTER, INC.  
Ref. Number: W03000016211

We have received your document for OLUJIMI CULTURAL RESOURCE CENTER, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

- ✓ The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable. *Article X*
- ✓ The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.) *Article X*
- ✓ The registered agent must sign accepting the designation. *Article X*
- ✓ You must list the corporation's principal office and/or a mailing address in the document. *Article I*

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 503A00035479

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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The undersigned incorporator, a natural person 18 years of age or older, in order to form a corporate entity under Florida Statutes, Chapter 617, adopts the following articles of incorporation.

ARTICLE I  
NAME/PRINCIPAL OFFICE

The name of this corporation shall be: Olujimi Cultural Resource Center, Inc. (herein referred to as the "Corporation"). The corporation's principal office is located at: P.O. Box 571172 Miami, FL 33257-1172.

ARTICLE II  
DURATION

This corporation shall exist perpetually, unless dissolved under provisions of its, Bylaws or the Florida Statutes, commencing upon the filing of these Articles of Incorporation with the Department of State. This Corporation shall be a non-stock corporation.

ARTICLE III  
PURPOSE

1. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall enhance cultural preservation, enhance socio-economic vitality, foster cultural literacy, create greater mutual respect among other cultural groups, and educate and empower to create artistic excellence and achievement within the community. Through artistic merit and expression the Corporation will help youth establish self-identity, promote accountability and responsibility, provide apprenticeships, provide community outreach, promote awareness of humanitarian issues, process awareness of environmental issues, and inspire creativity.
2. To operate as a corporation not for profit pursuant to Chapter 617 of the Florida Statutes.
3. To have and exercise all of the powers of a corporation not for profit as set forth in Sections 617.0302 and 617.0303, Florida Statutes, as amended or superseded from time to time.
4. To use and apply the whole or any part of the income and assets of the corporation to activities related to the fields of interest of the corporation, including, but not limited to, the provisions of use and application to be exclusively for charitable/ educational purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, and the regulations as promulgated hereunder as they now exist or as they may hereafter be amended, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent United States revenue laws.

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#### ARTICLE IV LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of this corporation.

#### ARTICLE V MANAGEMENT OF CORPORATE AFFAIRS

1. Powers: The powers of this corporation shall be exercised, its property controlled, and its affairs managed by the Board of Directors.
2. Number: Upon the filing of the Articles of Incorporation the powers of the incorporator shall terminate. The number of Directors of the corporation shall be not less than three (3); provided however, that such number may be increased pursuant to the Bylaws of the Corporation.

3. Election: The initial Board of Directors shall consist of five (5) Directors. A Director will serve until his/her successor shall be elected and shall qualify. Directors shall be elected by a majority vote of the then existing membership on an annual basis. Pursuant to Section 617.0807, Florida Statutes (2002), as amended or superseded from time to time, any Director may resign at any time by providing the remaining Directors written notice. Vacancies on the Board of Directors shall be filled by and at the convenience of the remaining directors, as provided in Section 617.0809, Florida Statutes (2001), as amended or superseded from time to time.

4. Term of Office: The Directors elected at the first meeting of directors shall serve such time as provided in the Bylaws. Directors elected at all times thereafter shall serve such time as provided in the Bylaws.

5. Action Without Meeting: Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to actions so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this corporation authorized the Directors to so act. Such a statement shall be prima facie evidence of such authority.

#### ARTICLE VI DEBT OBLIGATIONS, PERSONAL LIABILITY and INDEMNIFICATION

1. No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

2. This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

#### ARTICLE VII DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within

the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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, which are organized and operated exclusively for such purposes.

#### ARTICLE VIII AMENDMENT TO BYLAWS

As permitted by Section 617.0206, Florida Statutes (2002), as amended or superseded from time to time, subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted by a majority of the Board of Directors present at any meeting; provided, that notice of the proposed change is mailed to each member at least fifteen (15) days prior to such meeting.

#### ARTICLE IX AMENDMENT OF ARTICLES

As permitted by Section 617.1002, Florida Statutes (2002), as amended or superseded from time to time, amendments to these Articles of Incorporation may be adopted by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors.

#### ARTICLE X REGISTERED AGENT AND OFFICE

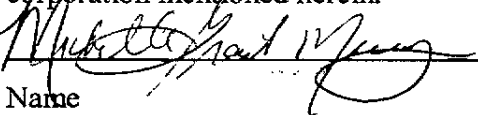
The name and address of the initial registered agent of this corporation shall be

Michelle Grant-Murray  
8210 SW 203<sup>rd</sup> Street  
Miami, FL 33189

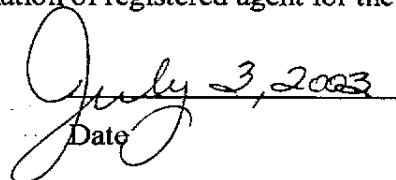
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned acknowledges and accepts the designation of registered agent for the corporation mentioned herein.

Name



Date

  
July 23, 2003

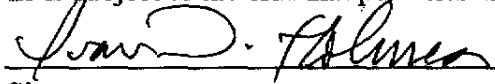
#### ARTICLE XI

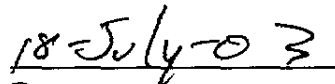
INCORPORATOR

The name and address of the incorporator of this corporation is:

Ivan D. Holmes  
Andre J. Holmes, CPA LLC  
9052 SW 214<sup>th</sup> Street  
Miami, FL 33189

The undersigned incorporator certifies both that he executes these Articles for the purposes herein stated, and that by such execution, he affirms the understanding that should any of the information in these Articles be intentionally or knowingly misstated, he is subject to the criminal penalties for perjury.

  
Signature

  
Date