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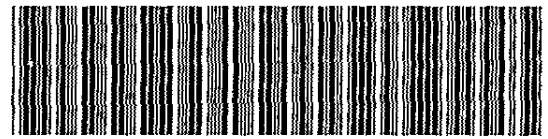
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TALLAHASSEE, FLORIDA

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TSO/1/30/04

Simonie, Simonie, Ratnecht & Associates, Inc.
Certified Public Accountants

8750 Perimeter Park Boulevard
Jacksonville, Florida 32216-6347
Office (904)928-1040
FAX (904)928-0939

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

SUBJECT: AFRICAN ZULU HIV/AIDS EDUCATION FOUNDATION, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 to cover the fees for filing and certified copy.

Regards,

Nicholas T. Simonie
Certified Public Accountant

NTS/gs
enclosures

ARTICLES OF INCORPORATION

OF

ZULU AFRICAN HIV/AIDS EDUCATION FOUNDATION, INC.

(A Florida Corporation Not For Profit)

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby constitute a Not-for-Profit benevolent organization, to operate in accordance with the laws of God and in a not-for-profit corporate form pursuant to the applicable provisions of the Statutes of the State of Florida relative to corporations not for profit; and Section 501(C)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law and I hereby covenant and agree as follows:

ARTICLE I - NAME

The name of this corporation is: **ZULU AFRICAN HIV/AIDS EDUCATION FOUNDATION, INC.** and its principal office shall be in the City of Jacksonville, Duval County, Florida, or at such other place as the Board of Trustees may decide.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS

The office and mailing address of the principal office is:

**8750 PERIMETER PARK BOULEVARD
JACKSONVILLE, FLORIDA 32216-6347**

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

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ARTICLE IV - PURPOSES

- The objectives and purposes for which this Corporation is constituted and organized are:
1. The corporation has organized exclusively for charitable and educational purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.
 2. To mirror the success of the ABC HIV/AIDS educational initiatives of South Africa, specifically in Uganda. The key points of the ABC initiative are creating a culture that promotes:
 - a. Sexual abstinence
 - b. Being faithful to one's mate
 - c. If one chooses to be sexually active, condoms should be used.
 3. To promote the ABC educational initiative in South Africa we will work with the prominent South Africans asking them to serve as spokesmen for the initiative to the local population. Radio airtime will be purchased for this purpose. Buying other South African media exposure is also possible. The ABC initiative will also be promote other ways, such as through seminars at colleges and universities and with any other opportunities that may arise.
 4. To set up South African orphanages for the care and upbringing of children whose parents have be lost to Aids. American philanthropists will be able to symbolically adopt children in the orphanages to keep in contact with through correspondence, etc.
 5. To act with charitable concern for, and to help all men in need of any help which this corporation can give, regardless of race, social positions, or religious affiliation.
 6. To engage in such other businesses, whether related thereto or not, as may be approved by the Board of Trustees and which businesses are permitted by law within the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE V - OFFICERS

The affairs of this corporation shall be administered by its officers which shall be a president, vice president, a secretary/treasurer, all of whom shall be members of the Board of Trustees; and such other assistants or administrative officers as are determined by the Board of Trustees from time to time. The Board of Trustees shall appoint the officers and the officers shall serve at the pleasure of the Board of Trustees; provided, however, that any person dealing with the corporation shall be entitled to rely upon the documents signed on behalf of the corporation by its president with its corporate seal thereto affixed and attested to by its secretary.

The initial officers of the corporation are:

Calvin Grabau, President
Roger Henderson, Vice-President
Nicholas T. Simonic, Secretary/Treasurer

ARTICLES VI - BOARD OF TRUSTEES

The Board of Trustees is that group of persons vested with the management of both the spiritual and secular business and affairs of this corporation subject to the law, the Articles of Incorporation and the By-Laws.

The number of Trustees of this corporation shall not be less than three at any time. Until further amendment of the By-Laws, the number of Trustees may vary from time to time between a minimum of three and a maximum of nine. The manner of election will be stated in the By-Laws.

The names and addresses of the initial Trustees of the corporation are:

Calvin Grabau	2361 Cortez Road, Jacksonville, FL 32246
Roger Henderson	7816 1293 Brighton Ridge Court, Jacksonville, FL 32218
Nicholas T. Simonic	9950 Chelsea Lake Drive, Jacksonville, FL 32256

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

**CALVIN GRABAU
8750 PERIMETER PARK BOULEVARD
JACKSONVILLE, FL 32216-6347**

ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. The Board of Trustees may authorize any officer or officers, agency or agents of the corporation, to enter into contracts or execute and deliver instruments in writing in the name of and on behalf of the corporation and such authority may be general or confined to specific instances. Where an officer/trustee/incorporator has a financial interest in property, that person will not represent this corporation when negotiating agreements/contracts for the use or sale of any such property.
2. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by each officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Trustees.
3. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select.
4. The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation.

ARTICLE IX - BY-LAWS

The Board of Trustees shall provide the By-Laws for the conduct of its business and the business of this Corporation as the Board of Trustees may deem necessary from time to time. Such By-Laws may be amended, altered, or rescinded by a majority of its vote of the Board of Trustees present at any regular meeting or any special called meeting which is called for that purpose.

ARTICLE X - ACTIVITIES

1. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue code or the corresponding provision of any future United States Internal Revenue law.
2. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XI - COMPENSATION

1. Any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, trustees or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.
2. The majority of the Board of Trustees will not receive a salary in their capacity as trustees and will not be related to salaried personnel, to parties providing services to the organization or to recipients of assistance from the organization, that salaried personnel may not vote on their own compensation, and that all compensation decisions will be made by the Board of Trustees.

ARTICLE XII - DISSOLUTION

This Corporation may be dissolved only pursuant to the agreement of the Board of Trustees. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding provision 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 the Court of Common Pleas 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 XIII - INCORPORATOR

The name and the street address of the incorporator of these articles of incorporation is:

**CALVIN GRABAU
8750 PERIMETER PARK BOULEVARD
JACKSONVILLE, FL 32216-6347**

The undersigned incorporator has executed these Articles of Incorporation this _____ day
of _____, 2004.



CALVIN GRABAU

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

ZULU AFRICAN HIV/AIDS EDUCATION FOUNDATION, INC.

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

**CALVIN GRABAU
8750 PERIMETER PARK BOULEVARD
JACKSONVILLE, FL 32216-6347**

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 _____


CALVIN GRABAU

Date _____

3-4-04

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