

NO4000007918

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400049778784

Amended

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05 APR 11 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DR
4

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Wotchef U.S.A, Inc.

DOCUMENT NUMBER: No4000007918

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tony. H. Nzeribe
(Name of Contact Person)

Wotchef U.S.A, Inc.
(Firm/ Company)

925 Hawthorne Street
(Address)

Tallahassee, fl. 32308
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Tony. H. Nzeribe at (850) 322-4541
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

Wlotclef USA, Inc

(Name of corporation as currently filed with the Florida Dept. of State)

N04000007918

(Document number of corporation (if known))

FILED
05 APR 11 AM 11:03
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

N/A

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

Please see attached

(Attach additional pages if necessary)

(continued)

The date of adoption of the amendment(s) was: 4-11-05

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 04 day of 11-2005

Signature Tony H. Nzeribe

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

TONY H. Nzeribe
(Typed or printed name of person signing)

Incorporator
(Title of person signing)

FILING FEE: \$35

AMENDMENT TO ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

By

WOTCLEF, USA, INC.,

Document # N04000007918

EIN # 34-2011043

We, the undersigned, for forming a corporation under and pursuant to the provisions of Chapter 617, Florida Statutes, known as the Department of State Division of Corporations, do hereby associate ourselves together as a body corporate and amend the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be WOTCLEF, USA, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be located in the city of Tallahassee, county of Leon, Florida. The Board of Directors may, however, change the principal office from one location to another within Leon County by noting the changed address and effective date in the minutes of the meeting at which such change of location is approved.

ARTICLE III

This corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501©(3) of the Internal Revenue Code, more specifically, to mobilize community awareness and action against human trafficking, child labor, abuse of the rights of women and children and prevent the spread of HIV/AIDS. Notwithstanding any other provision of these articles, this corporation and its directors, officers and other agents shall conduct no

activities not permitted to be carried on (a) by an organization exempt from taxation under Section 501(C)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE IV

Directors shall be nominated for membership by the Nominating Committee and/or any other member of the board at a meeting noticed for the purpose of nominations. The vote for approval of the Director(s) shall be held at the next scheduled board meeting. Approval shall be by a majority vote of the directors in attendance at the meeting, as long as there is a quorum.

ARTICLE V

Name(s), address(es) and specific title(s) of Board Members:

1. Dr. Christine Warnke, Attorney at Law
555 Thirteenth Street, NW
Washington, DC 20004
2. Dr. Henry Lewis III, Professor
College of Pharmacy and Pharmaceutical Sciences
Florida A&M University (FAMU)
33 New Pharmacy Building
Tallahassee, FL 32307-3800
3. Dr. Barbara Nowak
Director of the Master of Social Work (MSW) program
Florida A&M University
301 Ware-Rhaney Building
Tallahassee, FL 32307-3500
4. Dr. Maria Uzo Okeke
Associate Professor
Department of Health and Allied Sciences
Florida Agricultural & Mechanical University (FAMU)
Room 206, Gaither Office Complex
Tallahassee, FL 32307-6100
5. Melvin P. Foote
President & CEO
Constituency for Africa

2400 N Street, NW. Suite 510
Washington, DC 20037

6. Jeannine B. Scott
Vice President
Africare
Africare House, 440 R Street, NW.
Washington, DC 20001
7. Dr. Ndi Oyuike Okereke
508 Concord Road
Tallahassee, FL 32308
8. Ado Uthman Yola
828 Second Avenue
Suite 405
New York, NY 10017
9. Mr. Peter Okocha
115 North Harbor
Chicago, Illinois 60601
10. Jackie Faris, Business Consultant
705 Crossway Road
Tallahassee, Florida 32308
11. Ambassador Howard F. Jetter
1900 K Street NW
Suite 1050
Washington, DC 20006-1110
12. Her Excellency Chief (Mrs.) Amina Titi Atiku Abubakar
Founder of WOTCLEF
Plot 306, Gabes Street, Wuse Zone 2
Abuja, FCT., Nigeria
13. Dr. Sharon Ames-Dennard
Sakkara Youth Institute
812 S Macomb St
Tallahassee, FL 32301

Members of the first board of directors shall serve until their successors have been duly elected and qualified by a vote of the membership at a general meeting, and subsequent elections will take place on an annual basis.

ARTICLE VI

No director shall derive any personal profit or gain, directly or indirectly, by his or her participation with the corporation. Each director shall disclose any personal interest that he or she may have in any matter pending before the Board and shall refrain from participation in any discussion or decision on such matter.

ARTICLE VII

The corporation shall have no capital stock.

ARTICLE VIII

The corporation shall not afford pecuniary gain, incidentally or otherwise to its members, directors, or officers, except that the corporation shall be authorized to make reasonable allowance in payment for actual expenditures incurred or services rendered for or on behalf of the corporation.

The corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE IX

Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501©(3) of the Internal Revenue 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 X

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Tony H. Nzeribe
925 Hawthorne Street
Tallahassee, FL 32308

ARTICLE XI

The **name and address** of the Incorporator is:

Tony H. Nzeribe, Incorporator
925 Hawthorne Street
Tallahassee, FL 32308

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent

Date

Signature/Incorporator

Date