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FLORIDA PROFIT/NON PROFIT CORPORATION

The Foundation for African Community Development, In

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**ARTICLES OF INCORPORATION
OF
THE FOUNDATION FOR AFRICAN COMMUNITY DEVELOPMENT, INC.
(A Corporation Not-For-Profit)**

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation is The Foundation for African Community Development, Inc. (the "Corporation"). The principal office or mailing address of the Corporation is 2178 Savanna Highway, Charleston, South Carolina 29407.

**ARTICLE II
PURPOSE**

The Corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

**ARTICLE III
MEMBERS**

The members of the Corporation shall consist of the individuals constituting the Board of Directors hereinafter provided, and their successors in office. The qualification for membership and the voting rights accorded members in the Corporation may be modified as provided in the Bylaws.

**ARTICLE IV
DIRECTORS**

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of directors shall not be less than three (3). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws. The names and addresses of the persons who are to serve as the Directors until the first annual meeting of the Corporation or until their successors are elected are:

Howard Comen

2178 Savanna Highway
Charleston, South Carolina 29407

Dr. Alpha Bah

1244 Lenevar Drive South
Charleston, South Carolina 29407

Richard Wellington

32 Clapboard Ridge Road
Danbury, Connecticut 06811

ARTICLE V
OFFICERS

The officers and their manner of election shall be as provided in the Bylaws. The initial persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors or until their successors are elected are:

President
Secretary
Treasurer

Howard Comen
Richard Wellington
Richard Wellington

ARTICLE VI
PROPERTY

The members of the Corporation shall have no vested right, interest or privilege of, in, or to the assets, functions, affairs, or contracts of the Corporation, nor shall the members have any such right, privilege, or interest which may be transferable, or inheritable, or which shall continue when membership ceases. Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE VII
REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is: Fowler White Boggs Banker P.A., 5811 Pelican Bay Blvd., Ste. 600, Naples, FL 34108.

ARTICLE VIII
AMENDMENTS

These Articles may be amended as provided in the Bylaws.

ARTICLE IX
DISTRIBUTION UPON DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under section 501(c)(3) of the Code.

ARTICLE X
INCORPORATOR

The name and address of the incorporator is: Aaron A. Farmer, Esq., Fowler White Boggs Banker P.A., 5811 Pelican Bay Blvd., Ste. 600, Naples, FL 34108.

ARTICLE XI
TAX EXEMPT RESTRICTIONS

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XII
INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 15th day of May 2006, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By: 
Aaron A. Farmer, Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

THE FOUNDATION FOR AFRICAN COMMUNITY DEVELOPMENT, INC.

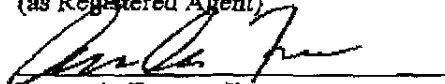
2. The name and address of the registered agent and office is:

Fowler White Boggs Banker P.A.
5811 Pelican Bay Blvd., Ste. 600
Naples, FL 34108

Fowler White Boggs Banker P.A., located at 5811 Pelican Bay Boulevard, Suite 600, Naples, Florida 34108, having been named as registered agent and to accept service of process for the above-stated corporation hereby accepts the appointment as registered agent and agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

Dated: May 15, 2006

FOWLER WHITE BOGGS BANKER P.A.
(as Registered Agent)


Aaron A. Farmer, Esq.

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