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6-16-35347



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 10, 2006

JASON LEWIS
1658 ST PAUL AVE
JACKSONVILLE, FL 32207

SUBJECT: NDEYE SAAN, INCORPORATED
Ref. Number: W06000035342

We have received your document for NDEYE SAAN, INCORPORATED 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 effective date is not acceptable since it is not within five working days of the date of receipt.

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) 245-6925.

Cynthia Blalock
Document Specialist
New Filing Section

Letter Number: 906A00049784

Articles of Incorporation
of
NDEYE SAAN, INCORPORATED
A Florida Not-for-Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

Article I NAME

The name of this corporation shall be **Ndeye Saan, Incorporated.**

Article II STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes.

Article III PURPOSES

The specific and primary purposes for which this corporation is formed are to operate for the advancement of theatrical performances to underserved educational communities in order to enhance educational experiences of students throughout the State of Florida in particular, and for students in the Southeast in general. To this end, Ndeye Saan, Incorporated will mount workshops and in-school theatre performances; produce, print and assemble study guides for the performances; record and produce CD and other media of productions; and coordinate collaborations, performances, and residences with West African musicians, dancers, historians, and scholars.

The general purpose for which this corporation is formed is to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

This corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; not shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article IV DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

Article VI PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be:

- (1) Principal place of business: 1658 St. Paul Avenue
Jacksonville, Florida 32207
- (2) Mailing address: 1658 St. Paul Avenue
Jacksonville, Florida 32207

Article VII LOCATION OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT

The name and address of the registered agent of this corporation are
Jason Lewis, 1658 St. Paul Avenue, Jacksonville, Florida 32207.

Article VIII INITIAL DIRECTORS

- (a) There shall be four directors constituting the initial board of directors.
The name and address of each person who is to serve as an initial director are:

Jason Lewis
1658 St. Paul Avenue
Jacksonville, Florida 32207

Jennifer Chase
1333 MacArthur Street
Jacksonville, Florida 32205

Michael R. Yokan
2824 Saint Johns Ave
Jacksonville, FL 32205-8231

John W. Fields, Jr.
6828 Caballero Drive
Jacksonville, Florida 32217

- (b) The manner in which the Directors are elected or appointed is as follows:
- (1) The Incorporator shall appoint the initial Directors. Future Director vacancies on the Board of Directors shall be filled accordingly:
 - (i) The President shall nominate director candidates, and
 - (ii) A quorum of the Board of Directors shall grant final approval by a simple majority vote.
 - (2) If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the directors then in office or by a sole remaining director.
 - (3) A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until death, resignation, or removal from office.

Article IX INCORPORATORS

The names and addresses of the incorporators of this corporation are the same as the names and addresses of the initial directors listed in Article Seven of these Articles of Incorporation.

Article X MANAGEMENT OF CORPORATE AFFAIRS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be four; provided, however, that such number may be changed by a bylaw duly adopted by the board.

Article XI

DISTRIBUTION OF ASSETS

- (a) Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of §501(c)(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.
- (b) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided for by §501(h) of the Internal Revenue Code), and this corporation 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.
- (c) Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on:
 - (1) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or
 - (2) by a corporation, contributions to which, are deductible under §170(c)(2) of the Internal Revenue Code.
- (d) In any taxable year in which this corporation is a private foundation as described in §509(a) of the Internal Revenue Code, the corporation:
 - (1) shall distribute its income for said period at such time and manner as not subject it to tax under §4942 of the Internal Revenue Code;
 - (2) shall not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code;
 - (3) shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code;

- (4) shall not make any investment in such manner as to subject the corporation to tax under §4944 of the Internal Revenue Code; and
- (5) shall not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code.

Article XII AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the Board of Directors. Amendments may be adopted by the vote of two-thirds of the members of the Board of Directors.

Article XII EFFECTIVE DATE

The effective date of incorporation shall be August 10, 2006.
~~June 15, 2006.~~ *RJH*

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.



Jason Lewis

Date: 06.10.06

We, the undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true, and for the purpose of forming this nonprofit charitable corporation under the Laws of the State of Florida have executed these Articles of Incorporation on June 2, 2006.



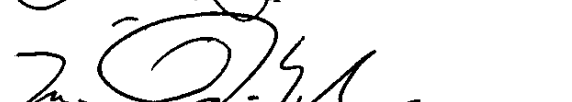
Jason Lewis, Incorporator

Date: 06.10.06



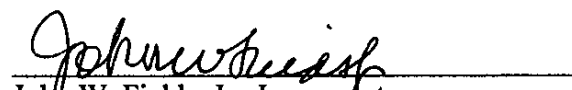
Jennifer Chase, Incorporator

Date: 06-14-06



Michael R. Yokan, Incorporator

Date: 6/20/06



John W. Fields, Jr., Incorporator

Date: 6/10/06