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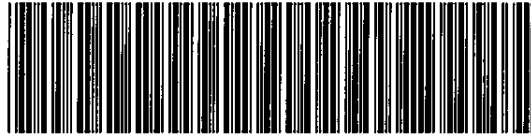
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2007 FEB 19 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C.S. 2-20

## COVER LETTER

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

SUBJECT: ALLIANCE FOR ETHIOPIAN CHILDREN, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: DESALEGN V. BEKELE  
Name (Printed or typed)

2838 OLD MILL WAY  
Address

CRESTVIEW, FL 32539  
City, State & Zip

(850) 902-1123  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
Alliance for Ethiopian Children, Inc.  
A Florida "Not for Profit" Corporation**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I NAME OF CORPORATION**

The name of the corporation shall be: Alliance for Ethiopian Children, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The initial principal place of business and mailing address of the corporation shall be: 2838 Old Mill Way, Crestview, FL 32539.

**ARTICLE III DURATION AND COMMENCEMENT**

The corporation will exist perpetually, commencing on the date of filing of these Articles of Incorporation.

**ARTICLE IV PURPOSE**

The corporation is organized as a corporation not for profit, exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, including, but not limited to, serving the needs of single and/or double orphans in Ethiopia. The primary activities of the corporation will consist of the following:

1. Saving the lives of orphans and other vulnerable children in Ethiopia by providing assistance to meet their basic needs.
2. Enabling these vulnerable children to have productive and fulfilling lives by focusing on their education and other necessary life skills.
3. Raising awareness of how poor social conditions in Ethiopia affect children, whose lives are already in tremendous danger due to lack of adequate food and water, a poor health care system, and economic crisis.
4. Raising awareness of the devastating tragedy of HIV/AIDS, an epidemic that is responsible for most Ethiopian children becoming orphans.
5. Empowering communities to combat the HIV/AIDS epidemic through aggressive educational campaigns.

Furthermore, the corporation may engage in any and all lawful activities which may be

necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

## **ARTICLE V   LIMITATIONS ON CORPORATE POWER**

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these 7 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.
6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:
  - a. The Corporation will distribute its income for each tax year at a time and

in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- b. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e. The Corporation will not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE VI MEMBERS**

The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

#### **ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT**

The corporation designates 2838 Old Mill Way, Crestview FL 32539 as the street address of the initial registered office. The name of the initial registered agent of the corporation is Desalegn Bekele at that address to accept service of process within this state.

#### **ARTICLE VIII INITIAL BOARD OF DIRECTORS**

The corporation has five (5) directors initially. The number of directors may be either increased or decreased from time to time, as provided in the bylaws, but will never be less than three (3). The method of election or appointment of the directors shall be as provided in the bylaws. The names and addresses of the initial directors are:

- |                             |                     |
|-----------------------------|---------------------|
| 1. Title:                   | President           |
| Name (Last, First, Middle): | Bekele, Desalegn, Y |
| Street Address:             | 2838 Old Mill Way   |
| City, State:                | Crestview, FL       |
| Zip Code:                   | 32539               |

2. Title: Vice President  
Name (Last, First, Middle): Donnelly, Rebecca  
Street Address: 65A Hatchee Road  
City, State: Eglin AFB, FL  
Zip Code: 32542
3. Title: Treasurer  
Name (Last, First, Middle): Darby, Melissa  
Street Address: 194 Peaden Bridge Rd.  
City, State: Baker, FL  
Zip Code: 32531
4. Title: Secretary  
Name (Last, First, Middle): Demesse, Kidest-Mimi  
Street Address: 505 Mall Blvd Apt. # 309  
City, State: Savannah, GA  
Zip Code: 31406
5. Title: Director  
Name (Last, First, Middle): Mekonnen, Tsion, M  
Street Address: 2838 Old Mill Way  
City, State: Crestview, FL  
Zip Code: 32539

#### **ARTICLE IX INCORPORATOR**

The name and address of the incorporator are: Desalegn Y. Bekele, 2838 Old Mill Way, Crestview, FL 32539.

#### **ARTICLE X INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that such person is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by such person (or by the heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

The undersigned incorporator, for the purpose of forming a corporation not for profit under the laws of the state of Florida, has executed these Articles of Incorporation on February 15, 2007.

Desalegn Y. Bekele  
Desalegn Y. Bekele  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

I agree to act as registered agent for the above stated corporation. I am familiar with and accept the appointment as registered agent.

Date: February 15, 2007

Desalegn Y. Bekele  
Desalegn Y. Bekele  
Registered Agent

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