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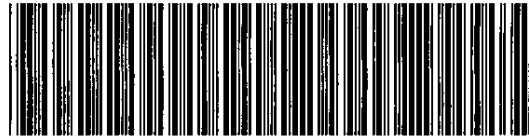
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MAY 17 2017

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Project Akilah, Inc.

DOCUMENT NUMBER: N07000008246

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

Please return all correspondence concerning this matter to the following:

Tanya Diallo Welsh

(Name of Contact Person)

Project Akilah, Inc

(Firm/ Company)

195 Plymouth St Suite 2-4

(Address)

Brooklyn, NY 11201

(City/ State and Zip Code)

tanya@akilahinstitute.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tanya Diallo Welsh

917

719 3110 ext 0

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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DIVISION OF CORPORATIONS

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**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**PROJECT AKILAH, INC.**

Pursuant to Sections 617.1002, 617.1006, and 617.1007 of the Florida Not-For-Profit Corporation Act (the "Act"), Project Akilah, Inc., a Florida not-for-profit corporation originally incorporated on August 21, 2007 and amended September 13, 2009, does hereby certify that:

A. These First Amended and Restated Articles of Incorporation were duly adopted by the requisite vote of its Board of Directors on **April 3, 2017**;

B. No members were entitled to vote on such First Amended and Restated Articles of Incorporation.

**ARTICLE I**  
**Name and Address**

The name of this corporation shall be:

**PROJECT AKILAH, INC.**

The street address of the principal office of this corporation shall be within or without the State of Florida as the Board of Directors may from time to time designate. The current principal office address of the corporation is 195 Plymouth Street, Suite 2/4, Brooklyn, NY 11201.

**ARTICLE II**  
**Purposes**

(a) The general nature, objective and purpose for which this corporation is exclusively organized and operated is to support Akilah Institute, an accredited women's college with campuses located in East Africa. Akilah Institute prepares young women for competitive careers that allow them to gain economic independence, assume leadership roles, and invest in their families, communities, and nations. This corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable, scientific or educational purposes.

(b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; and the corporation shall

not participate, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the Treasury regulations promulgated thereunder, or by an organization, contributions to which are deductible under Section 170 (c)(2) of such Code and regulations issued there under.

(d) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Code, or to the Federal, state, or local government exclusive public purpose.

### **ARTICLE III**

#### **Powers**

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized, subject, however, to the following:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Code.

### **ARTICLE IV**

#### **Members**

Only persons who are Directors of the Board of the Corporation shall be Members of this Corporation, subject to the terms and conditions set forth in the Bylaws. Members of the Corporation shall not have voting rights as Members.

### **ARTICLE V**

#### **Term of Existence**

The term for which this corporation is to exist shall be perpetual.

### **ARTICLE VI**

#### **Officers and Directors**

The affairs of this corporation shall be managed by a Board of Directors who shall be elected to an initial three-year term by majority vote of the members of the Board of Directors of the corporation, at a duly called meeting, as provided in the bylaws. Directors shall be elected to an additional three-year term and subsequent one-year terms by majority vote of the Board of Directors. Officers shall be elected on an annual basis by a majority vote of the Board of Directors and who shall be members of the Board of Directors. The officers thus to be elected shall be a chairperson, a vice president, a secretary, a treasurer, and such other officers as may be provided for in the bylaws of the corporation.

Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the office of the corporation shall be provided in the bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of the corporation. The number shall not be fewer than three (3) but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida.

Directors and officers of this corporation may be removed, with or without cause, by the Board of Directors at a meeting duly called in the manner set out in the bylaws.

**ARTICLE VII**  
**Registered Office and Registered Agent**

The name of the corporation's registered agent is Corporate Creations Network Inc., and the street address of the corporation's registered office is 11380 Prosperity Farms Road #221E, Palm Beach Gardens, FL 33410.

The corporation may change its registered office or its registered agent both by filing with the Department of State of the State of Florida a statement complying with Section 617.0502, Florida Statutes.

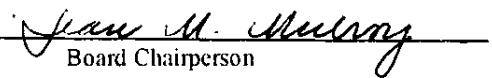
**ARTICLE VIII**  
**Bylaws**

The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this corporation to all the members of the Board of Directors at least three (3) days before the meeting.

**ARTICLE IX**  
**Amendment of Articles of Incorporation**

The provisions of the Articles of Incorporation or Bylaws may be altered, amended, or repealed, or new provisions adopted pursuant to the Bylaws of the Corporation and the Act. No persons other than Directors of the Board of the Corporation shall have any right to amend, alter, or repeal, or adopt new provisions to, the Articles of Incorporation or Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these First Amended and Restated Articles of Incorporation of Project Akilah, Inc. this 3rd day of April, 2017.

  
Board Chairperson

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0501 FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is: PROJECT AKILAH, INC.

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

**Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E,  
Palm Beach Gardens, FL 33410**

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.

Dated this 10th day of November, 2016.



\_\_\_\_\_  
Lauren Vadney, Special Secretary  
Corporate Creations Network Inc.

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

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

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

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

Dated April 3, 2017 \_\_\_\_\_

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

Jean Mulroy

\_\_\_\_\_  
(Typed or printed name of person signing)

Chairman of the Board

\_\_\_\_\_  
(Title of person signing)