

N08000000927

Joel White

(Requestor's Name)

2218 Pontiac Drive

(Address)

(Address)

Talla., FL 32301 877.7493

(City/State/Zip/Phone #)

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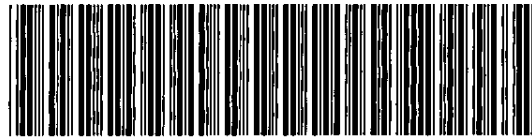
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ARTICLES OF INCORPORATION OF AFRICA 2008, INC.

A Florida Corporation Not for Profit

The undersigned, a citizen of the United States, desires to form a non-profit corporation under the "Florida Not For Profit Corporation Act" (Chapter 617, Florida Statutes) and does hereby certify:

Article 1. Name

The name of this Corporation shall be **Africa 2008, Inc.**

Article 2. Principal Office

The street address of the initial principal office of the Corporation shall be 2218 Pontiac Drive, Tallahassee, FL 32301.

Article 3. Corporate Purposes

The Corporation shall be a nonprofit entity organized and operated exclusively for educational and cultural purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, and such purposes including to:

- A.**
encourage the development of and provision for greater cultural exchange between Africa and the Americas, and greater cultural exchanges within Africa and the Americas, by employing the principles of social entrepreneurship;
- B.**
enhance opportunities for the development of new, and the improvement of greater, cultural exchanges between Africa and the Americas, and greater cultural exchanges within Africa and the Americas;
- C.**
enhance opportunities for the conduct and dissemination of research related to enhancing greater cultural exchange between Africa and the Americas, and greater cultural exchanges within Africa and the Americas;

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D.

coordinate with other organizations concerned with enhancing greater cultural exchanges between Africa and the Americas, and greater cultural exchanges within Africa and the Americas;

E.

solicit funding from private or public sources for cultural exchange opportunities designed to enhance health, development, trade promotion, and good governance in Africa and the Americas, and within Africa and the Americas, by employing the principles of social entrepreneurship;

F.

conduct cultural exchange meetings, symposia, and conferences revolving around the enhancement of greater cultural exchanges between Africa and the Americas, and greater cultural exchanges within Africa and the Americas;

G.

publish the work-product arising from cultural exchange meetings, symposia, and conferences designed to encourage greater cultural exchanges between Africa and the Americas, and greater cultural exchanges within Africa and the Americas;

Unless otherwise indicated, as used in this Article 3 and hereinafter, all references to the "Internal Revenue Code" or the "Code" are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

Article 4. Corporate Powers

Section 4.01. The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article 3 above. Specifically, no part of the assets or the net earnings of the Corporation shall inure to the benefit of, or be distributable to any officer, member of the Board of Directors, or any other person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 above. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable.

Section 4.02. During any period that the Corporation is a private foundation, as defined by Section 509(a) of the Internal Revenue Code, the Corporation shall:

(a) distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code;

(b) not engage or be involved in any act of self-dealing, as defined in Section 4941(d) of the Code, so as to give rise to any liability for the tax imposed by Section 4941(a) of the Code;

(c) not retain any excess business holdings as defined in Section 4943(c) of the Code, so as to give rise to any liability for the tax imposed by Section 4943(a) of the Code;

(d) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and

(e) not make any taxable expenditures, as defined in Section 4945(d) of the Code, so as to give rise to any liability imposed by Section 4945(a) of the Code.

Article 5. Board of Directors

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors. The number of members of the Board shall be as stated in the Bylaws of the Corporation but shall consist of not fewer than three. Qualification for membership on the Board shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

The number of Directors constituting the first Board of Directors is three, their names and addresses being as follows:

Name: **Theresa Matthews** Address: **6880 Myrtle Beach Highway, Gable, S.C. 29051**

Name: **Cynthia White** Address: **1216 S. Melville St., Philadelphia, PA 19143**

Name: **Ruth Dillard** Address: **3108 Whirlaway Trail, Tallahassee, FL 32309**

At a minimum, members of the first Board of Directors shall serve until the first annual meeting, at which their successors, if any, are duly elected and qualified, or they are removed as provided in the bylaws.

Article 6. Amendments

Amendments may be adopted by a majority vote of the Board of Directors or as specifically provided in the bylaws.

Article 7.

Dissolution

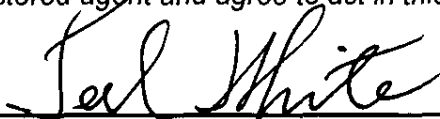
Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed (i) for one or more exempt purposes to any organization which shall then be qualified for exemption under Section 501(c)(3) of the Internal Revenue Code and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 of the Code as applicable, (ii) to the federal government, or (iii) to a state or local government for a public purpose. Any 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, as the said court shall determine, to one or more such organizations as have been organized and operated exclusively for such purposes. None of the assets shall be distributed to any officer, member of the Board of Directors, or any other person or organization not described in the preceding sentence.

Article 8. Registered Office and Registered Agent

The street address of the Corporation's initial registered office and the name of its initial registered agent are as follows:

Joel White
2218 Pontiac Drive
Tallahassee, Florida 32301

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



Joel White, Registered Agent

Article 9. Incorporator

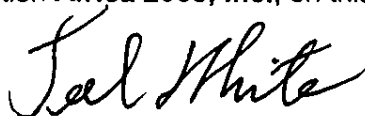
The names and addresses of the incorporators of the Corporation are:

Name: **Joel White**

Address: **2218 Pontiac Drive, Tallahassee, FL 32301**

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the Florida not-for-profit corporation **Africa 2008, Inc.**, on this **30th day of January, 2008**.

Signature:



Date: **January 30, 2008**

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