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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**MAHABER: PARTNERS FOR ETHIOPIA, INC.**

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## Articles of Incorporation

In Compliance with Chapter 617, F.S., (Not for Profit)

### ARTICLE I NAME

The name of this corporation shall be Mababer: Partners for Ethiopia, Inc. (the "Corporation").

### ARTICLE II PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 2110 Alachua Street, Fernandina Beach, Florida 32034.

### ARTICLE III PURPOSE

This Corporation is organized exclusively for charitable and educational purposes, more specifically to promote the education, health and economic opportunities of needy communities and populations within the country of Ethiopia. To this end, the Corporation shall at all times be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including engaging directly in support of such purposes and making distributions to other organizations for their use in support of such purposes. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes. The Corporation may engage in any and all other lawful activities incidental to and in pursuit of the foregoing purposes, except as restricted herein.

As a means of accomplishing these purposes, the Corporation in furtherance and not by way of limitation of its statutory powers, shall have the power to solicit, raise, accept, hold and administer funds exclusively for its objects and purposes, and to that end to take and receive, by purchase, grant, gift, bequest or devise, or as beneficiary of any trust, any property, real or personal, tangible or intangible, wheresoever situated; to make donations in furtherance of such purposes; to invest and reinvest the funds and other property of the Corporation, including the power to invest and reinvest such funds and property in furtherance of such purposes, without regard to whether such investments would be considered as desirable or prudent by an investor interested solely in profit and not interested in promoting such purposes; to collect and receive the income, if any, from any investment or reinvestment of such funds or property; and to apply the income and, if the Corporation so decides, the principal of such property as the Corporation may from time to time possess, to the purposes of the Corporation.

It is the intention of the Corporation to be exempt from income taxation as an organization described in Section 501(c)(3) of the Code. Accordingly, notwithstanding any other provision of this Certificate of Incorporation:

- A. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income taxation under Code Section 501(c)(3);
- B. The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any director, officer, employee or member of a committee of, or person connected with, the Corporation or any private individual

(other than an individual who is a member of a charitable class of the type that the Corporation is organized to support); provided, however, that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes or an amount representing the fair market value of property purchased by the Corporation;

C. In the event of the liquidation, dissolution or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the Corporation's property or assets shall not be conveyed or distributed to any director, officer, employee or member of a committee of, or person connected with, the Corporation, or any other private individual, nor to any organization created or operated for profit; but, after deducting all necessary expenses of liquidation, dissolution or winding up, as the case may be, all the remaining property and assets of the Corporation shall be distributed for one or more exempt purposes as defined by Section 501(c)(3) of the Code as the directors of the Corporation shall in their discretion determine; and

D. Except to the extent permitted by the Code, the Corporation shall not carry on propaganda or otherwise attempt to influence legislation, and the Corporation shall not participate in or intervene in (including by the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

#### ARTICLE IV DURATION

The duration of the corporate existence shall be perpetual.

#### ARTICLE V MEMBERSHIP/BOARD OF DIRECTORS

The Corporation shall have no members. The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined in the Corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation. The method of election of the Directors shall be as stated in the Corporation's bylaws. The number of Directors constituting the first Board of Directors is five, their names and addresses being as follows:

Richard Masters  
100 E. Sibley  
Park Ridge, IL 60068

Nicolas Commandeur  
1115 Bloomfield St., Apt. 2  
Hoboken, NJ 07030

Carolyn Phansteil  
2785 S. Fletcher Ave.  
Fernandina Beach, FL 32034

Saba Gizaw  
1143 W. Orange Ave.  
Tallahassee, FL 32310

Mimi Daniel  
1411 Aspen Pines Drive  
New Port, KY 41071

The Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

**ARTICLE VI PERSONAL LIABILITY**

No officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officer, or Directors be subject to the payment of the debts or obligations of this corporation.

**ARTICLE VII DISSOLUTION**

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

**ARTICLE VIII REGISTERED AGENT**

The registered office of the Corporation in the State of Florida is to be 2110 Alachua Street, Fernandina Beach, FL 32034, and the name of its registered agent at such address is Brenda Commandeur.

**ARTICLE VIX INCORPORATOR**

The incorporator of this corporation is: Nicolas Commandeur, and his address is 1115 Bloomfield St., Apt. 2, Hoboken, New Jersey, 07030. The undersigned incorporator certifies that he executes these articles for the purposes herein stated.

I hereby accept my appointment as the registered agent for the Corporation:

Brenda Commandeur  
Signature/Registered Agent

November 23, 2008  
Date

[Signature]  
Signature/Incorporator

November 23, 2008  
Date

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