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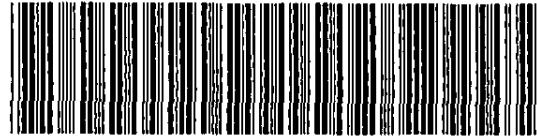
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ATTORNEY AT LAW  
**ROBERT E. WIGGINS**

13799 PARK BOULEVARD N. #254  
SEMINOLE, FLORIDA 33776-3402

EMAIL: bob@rewentertainmentlaw.com

PHONE: (727) 251-8662  
FAX: (727) 213-6780

February 25, 2013

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314-6327

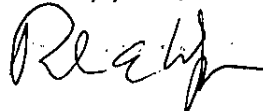
**RE: Chief Okuboye Charitable Foundation, Inc.  
Articles of Incorporation**

Dear Sirs:

Enclosed please find the original Chief Okuboye Charitable Foundation, Inc. Articles of Incorporation. Also enclosed is check # 1472 the amount of Seventy Eight Dollars and Seventy Five Cents (\$78.75) for the filing fee. Please return any correspondence to the address shown above.

Thank you and if you have any questions, please do not hesitate to contact me.

Sincerely yours,



**ROBERT E. WIGGINS**

REW:atm  
Enclosures

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## ARTICLES OF INCORPORATION

OF

### CHIEF OKUBOYE CHARITABLE FOUNDATION, INC.

The undersigned, for the purpose of forming a non profit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

#### ARTICLE I

##### NAME

The name of this corporation is CHIEF OKUBOYE CHARITABLE FOUNDATION, INC.

#### ARTICLE II

##### PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation and mailing address is:

600 N. Osceola Avenue  
Clearwater, Florida 33755

#### ARTICLE III

##### NO MEMBERS

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

#### **ARTICLE IV**

##### **NOT FOR PROFIT**

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 USCA § 501(c)(3)(referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 USCA § 501(c)(3).

#### **ARTICLE III**

##### **TERM**

The term of existence of this corporation is perpetual.

#### **ARTICLE IV**

##### **PURPOSE**

This corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to sponsoring, organizing, administering, enhancing and operating medical clinics that provide services to indigent persons; to create, operate and administer art and music centers, and to transact any and all lawful business for which corporations not for profit may be incorporated under Florida Statutes.

## ARTICLE V

### POWERS

Solely for the above purposes, the corporation shall have the following powers:

- A. To sponsor, organize, administer, enhance and operate medical clinics that provide services to indigent persons; to create, operate and administer art and music centers, and to transact any and all lawful business for which corporations not for profit may be incorporated under Florida Statutes.
- B. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, grant, gift, donation, contribution; purchase, lease or otherwise any property of any sort or nature without limitation as to its amount of value; and to hold, invest, reinvest, manage, use, apply, employ; sell, expend, disburse, lease; mortgage, convey, option; donate or otherwise dispose of the property and the income, principal and proceeds of the property; and to do all other lawful business for which corporations not for profit may be incorporated under Florida Statutes.
- C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.
- D. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

## **ARTICLE VI**

### **IMMUNITY STATUS**

It is intended that the corporation shall qualify as a cultural or educational institution within the United States under 22 USCA § 2459 ("Immunity from seizure under judicial process of cultural objects imported for temporary exhibition or display"). This qualification shall not interfere with the corporation's tax exempt status.

## **ARTICLE VII**

### **LIMITATION**

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but 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 IV (Purposes) of the Articles.

## **ARTICLE VIII**

### **TAX EXEMPT STATUS**

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 USCA § 501(a) as an organization described in 26 USCA § 501(c)(3) and which is other than a private foundation as defined in 26 USCA § 509. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 USCA § 501(c)(3). All references in these Articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as

1986-12-31 (1986-12-31)

from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

## **ARTICLE IX**

### **DISSOLUTION**

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organization as the court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 USCA § 170(c)(1) or 26 USCA § 170(c)(2)(B) and is described in 26 USCA § 509(a)(1), (2) or (3).

## **ARTICLE X**

### **DIRECTORS**

This corporation shall have two (2) Directors initially. The initial directors are elected by the incorporator. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the Bylaws. The number of Directors may be

either increased or diminished from time to time by the Bylaws but shall never be less than one

(1). The names and addresses of the initial Directors of this corporation, who shall serve until their successor(s) are elected and have qualified or until removed are as follows:

NAME	ADDRESS
Dr. Chief J. Okuboye, M.D., M.Sc.	600 N. Osceola Avenue Clearwater, Florida 33755
Barbara A. Russo, M.S., R.N.	600 N. Osceola Avenue Clearwater, Florida 33755

## ARTICLE XI

### OFFICERS

The officers designated by the Bylaws shall administer the affairs of this corporation. The Board of Directors shall elect the officers and they shall serve at the pleasure of the Board of Directors until such time as they are removed in such time and manner as may be prescribed by the Bylaws or by law. The names and addresses of the officers who shall serve until their successor(s) are designated by the Board of Directors, is as follows:

OFFICE	NAME AND ADDRESS
President	Dr. Chief J. Okuboye, M.D., M.Sc.
Treasurer	600 N. Osceola Avenue Clearwater, Florida 33755
Vice President	Barbara A. Russo, M.S., R.N.
Secretary	600 N. Osceola Avenue Clearwater, Florida 33755



## ARTICLE XII

### REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

**Registered Agent:**

Robert E. Wiggins, Esquire

**Office of Corporation:**

13799 Park Boulevard N. #254  
Seminole, Florida 33776-3402

## ARTICLE XIII

### INDEMNIFICATION

It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws. Every Director and every officer of this corporation serving this corporation at its request, shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of this corporation, or by reason of his serving or having served this corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this corporation. The

foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

#### **ARTICLE XIV**

##### **BYLAWS**

The first Bylaws of this corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

#### **ARTICLE XV**

##### **AMENDMENTS**

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

#### **ARTICLE XVI**

##### **INCORPORATOR**

The name and address of the incorporator is as follows:

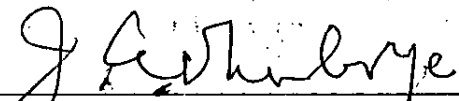
##### **NAME**

##### **ADDRESS**

Dr. Chief J. Okuboye, M.D., M. Sc.

600 N. Osceola Avenue  
Clearwater, Florida 33755

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on this  
20 day of February, 2013.

  
DR. CHIEF J. OKUBOYE, M.D., M.SC.

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE  
OF REGISTERED AGENT**

Pursuant to the provisions of Florida Statute § 617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

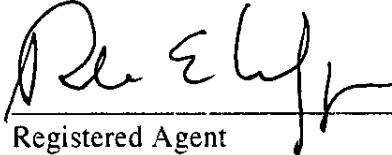
1. Name of the corporation: CHIEF OKUBOYE CHARITABLE FOUNDATION, INC.

2. Name and address of the registered agent and office: 13799 Park Boulevard N.  
#254, Seminole, Florida 33776-3402

Pursuant to the provisions of Florida Statute § 617.0501, the undersigned corporation  
I, ROBERT E. WIGGINS as Registered Agent for CHIEF OKUBOYE CHARITABLE  
FOUNDATION, INC., do hereby agree to accept the appointment of as registered agent and  
agree to act in this capacity. I agree to accept Service of Process on behalf of the corporation, to  
keep my office located at 13799 Park Boulevard N. #254, Seminole, Florida 33776-3402 open

during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: February 15, 2013.

  
\_\_\_\_\_  
Registered Agent

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