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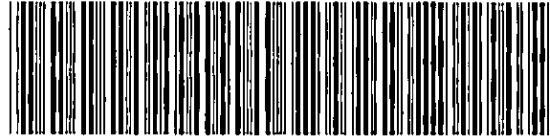
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TALLAHASSEE
SECRETARY OF STATE

D O'KEEFE

AUG 09 2017

COVER LETTER

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

SUBJECT: Government College Ughelli Foundation 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: ERIC O. SAWYER
Name (Printed or typed)

4662 Russell's Pond Lane
Address

Tallahassee FL 32303
City, State & Zip

850 566-2243
Daytime Telephone number

eolusawyer@gmail.com
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
OF
GOVERNMENT COLLEGE UGHELLI FOUNDATION, INC.**

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State of Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit.

ARTICLE I

NAME AND TERM OF EXISTENCE

The name of this corporation is GOVERNMENT COLLEGE UGHELLI FOUNDATION, INC. (hereinafter referred to as "the GCU Foundation"). It shall have perpetual existence.

ARTICLE II

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial agent of the GCU Foundation for services is Eric O. Sawyerr whose current address is 4662 Russell's Pond Lane, Tallahassee, Florida 32303

ARTICLE III

The GCU Foundation is a not for profit corporation under Chapter 617, Florida Statutes. The GCU Foundation is not formed for pecuniary profit. No part of the earnings of the GCU Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persona, except that the GCU Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make profits and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the GCU Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the GCU Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provisions of these articles, the foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, the GCU Foundation is organized for the purpose of raising funds to support Government College Ughelli, a public secondary school in the Delta State of the Federal Republic of Nigeria.

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ARTICLE IV

PURPOSES

Purposes. The GCU Foundation as organized and capitalized shall be operated exclusively for charitable, scientific, educational and economic development purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal code. More specifically, the purposes for which this GCU Foundation is organized are as follows:

1. To serve and operate as a Direct Support Organization (DSO) of the Government College Ughelli Old Boys Association Inc. .
2. To encourage, solicit, receive and administer gifts and bequest of property and funds for scientific, educational, charitable and economic development purposes, all for the advancement of Government College Ughelli objectives and purposes and to that end to take and hold either absolutely or in trust for any of said objectives and purposes, funds and property of all kinds, subject only to any limitations or conditions imposed by law or instrument under which received; to sell, lease, convey and dispose of any property and to invest and reinvest any proceeds and other funds, and to deal with and expand the principal and income for any purposes herein authorized; to act as trustee; and in general to exercise any, all and every power, including trust powers, which a corporation not for profit organized under the laws of Florida for the foregoing purposes can be authorized to exercise.
3. To promote and support accessibility to education; to provide; (a) funds which are not otherwise provided from private and public sources for use in furthering education and welfare of Government College Ughelli, its staff and its providers (b) funds to be used for contracting experienced and outstanding staff, providers and consultants; (c) funds used to establish facilities or mobile classes (d) funds used to provide scholarships, endowments, stipends, honoraria or similar remuneration.
4. To do and perform any acts and expend its funds in any manner which its Board or the National Executive Council of GCU shall determine to be beneficial.
5. Upon special approval of its Board, in conjunction with approval by the National Executive Council of the Government college Ughelli Old Boys Association, to borrow such sums, and with such security, if any, as may be prescribed in such approval, but no trust assets may be pledged or committed in a manner that would violate the trust upon which held.
6. To use its assets and income only for the purposes herein set forth, including the payment of expenses incidental thereto; and no part of its assets or income shall be distributable to, or inure to the benefit of its members, directors or officers, and no substantial part of its activity shall be for the carrying on of propaganda or otherwise attempting to legislation, participate in or intervene in (including the publishing or

distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE V

POWERS

Powers To carry out its purposes, the GCU Foundation shall have the power:

1. To receive by gift, devise, bequest or otherwise any money or property, absolutely or in trust, to be used either principal or the income therefrom, either immediately or in the future, for the furtherance of any of the corporate purposes expressed in its charter or for any other purpose which may hereafter be or become within its corporate powers.
2. To receive and hold by gift, bequest, devise, grant or purchase, any real or personal property including copyrights, royalties, contracts, obligations of individuals or corporations and to use or dispose of same, either as specified by the donor or for the furtherance of the objectives listed above; and to receive, invent, disburse and properly account for any funds derived therefrom.
3. To act and perform the duties of fiduciaries or to act in any fiduciary capacity under deed or trust, will, codicil, patent, agreement either oral or written, or other instrument incidental to and for the purposes of carrying out any of the foregoing objectives and matters and things kindred thereto; and to obligate itself to perform and execute any and all such conditions or trusts.
4. To enter into contracts with government or private agencies or individuals or businesses who wish to use the services provided by the Foundation and to sue or be sued in regard to such contracts.
5. To prosecute and/or aid in the prosecution of applications for patents, both foreign and domestic, to develop a commercial value thereof and to assume and pay appropriate expenses incurred in connection therewith; and to grant a license under all patents held, to dispose of rights therein and to receive or collect royalties or other consideration for use of patents or patent rights or invest in devices, articles and processes for the purposes and objectives as set forth herein.
6. To employ personnel, as needed to carry out the objectives of the Foundation and to purchase equipment and supplies and construct, purchase or rent buildings as needed to carry out the aforesaid objective.
7. To buy or otherwise acquire, hold, own, use export, import, process, develop, assemble, manufacture, sell assign, lease, exchange, dispose of. License the use of, and otherwise deal in all kinds of goods, wares, merchandise and products of every nature and description and to engage and participate in any industrial, mercantile, or manufacturing trade or business of any kind or character whatsoever.
8. To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interest therein, and to own, hold, manage, develop, improve, equip,

maintain and operate, and to sell convey, exchange, lease or otherwise alienate and dispose of, and to mortgage, pledge or otherwise encumber any and all such property and any and all legal or equitable rights thereunder and interests therein.

9. To design, develop, apply for, obtain, register, purchase, lease or otherwise acquire and hold, own, put to use, operate introduce, exploit and sell, assign or otherwise dispose of any and all trademarks, formulae, secret processes, trade names, brands, distinctive marks, copyrights and all inventions, improvements and processes used in connection with or secured under letters of patents or otherwise of the United States or any country.
10. To exercise all the powers enumerate in Section 617, Florida Statutes, as it now exists or as subsequently amended or superseded, and to do and perform such acts and have such powers as shall be desirable and necessary in furtherance of any of the powers hereinabove enumerated which are not in derogation of the laws of the State of Florida.

ARTICLE VI

DIRECTORS

The manner in which Board of Directors shall be chosen and removed from office, their qualifications, powers, duties and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.

ARTICLE VII

DISSOLUTION

The property of this Foundation is irrevocably dedicated to charitable purposes. Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as and exempt organization or organizations under Section 501©(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE VIII

LIMITATIONS

Notwithstanding any other provision in these Articles of Incorporation, the Foundation shall be subject to the following limitations and restrictions:

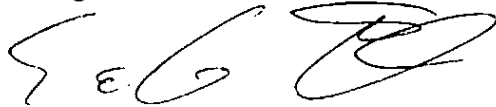
- a) The foundation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- b) The Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.
- c) The Foundation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- d) The Foundation shall not make any investments in such manner as to subject it to tax under Section 2944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of the

GOVERNMENT COLLEGE UGHELLI FOUNDATION, INC have executed these Articles of Incorporation on this ____day of _____, 2017

INCORPORATORS:

Oritsegbemi O. Omatete



Eric Olu. Sawyerr

*Registered Agent
Incorporated*

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CLERK OF SUPERIOR COURT
OF THE DISTRICT OF COLUMBIA