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N CULLIGAN

NOV 30 2017

Hurwit & Associates

Legal counsel for philanthropy and the nonprofit sector

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Newton, Massachusetts 02461
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November 20, 2017

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

Re: Alliance for Africa's Orphanages, Inc.
Articles of Incorporation

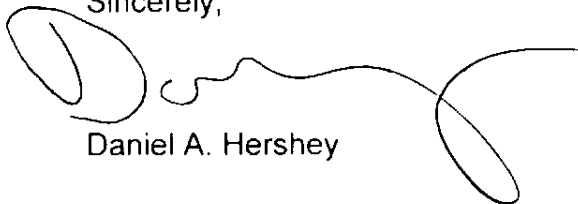
Dear Sir or Madam:

Enclosed please find the following submitted on behalf of the above-named organization:

1. Two copies of the Articles of Incorporation with the Cover Letter.
2. Filing Fee in the amount of \$78.75 with an additional copy of the Articles of Incorporation to obtain a Certified Copy. Please return the Certified Copy to our address in the self-addressed, stamped envelope provided.

Should you have any questions about any of the above, please do not hesitate to contact me.

Sincerely,



Daniel A. Hershey

DAH:kmj

Enclosures

Cc: Arlene Allen

COVER LETTER

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

SUBJECT: Alliance for Africa's Orphanages, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and ^{two (2) copies} ~~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: Daniel Hershey

Name (Printed or typed)

1150 Walnut Street

Address

Newton, MA 02461

City, State & Zip

617-630-6900

Daytime Telephone number

dhershey@hurwitassociates.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
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: Alliance for Africa's Orphanages, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address:

10548 Sunset Isles Court

Boynton Beach, FL 33437

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Please see attached.

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ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: As stated in bylaws.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Arlene Allen, President, Clerk & Director

Address: 10548 Sunset Isles Court

Boynton Beach, FL 33437

Name and Title: Judith Major, Treasurer & Director

Address: 10390 Boynton Place Circle

Boynton Beach, FL 33437-2619

Name and Title: Larry Bassett, Director

Address: 901 Jefferson Street

#6

Lynchburg, VA 24504

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Arlene Allen
Address: 10548 Sunset Isles Court
Boynton Beach, FL 33437

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ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Tracey Bolotnick
Address: 1150 Walnut Street
Newton, MA 02461

ARTICLE VIII EFFECTIVE DATE: Additional provisions. Please see attached.

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

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.

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


Required Signature of Registered Agent

11/14/2017
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Required Signature of Incorporator

11/14/2017
Date
11/20/2017

Alliance for Africa's Orphanages, Inc.

Articles of Incorporation

Article III: Purpose

The purposes for which the corporation is organized are:

The corporation is organized exclusively for charitable and educational purposes including, without limitation, improving the care of and services available to orphaned children, widows, and disabled and elderly persons throughout the African continent by supporting and empowering small orphanages. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 617, Florida Statutes, and which are not inconsistent with the corporation's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

Alliance for Africa's Orphanages, Inc.
Articles of Incorporation
Article VIII: Additional Provisions – Page 1 of 2

The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, 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 of the corporation. Except to the extent permitted by the Internal Revenue Code, whether pursuant to an election under Section 501(h) or otherwise, 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 neither participate nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation 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 corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

In the event of dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the board of directors shall determine, in such manner as required by Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the statutes of the State of Florida.

No officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the officer's or director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

Alliance for Africa's Orphanages, Inc.
Articles of Incorporation
Article VIII: Additional Provisions – Page 2 of 2

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by the corporation.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an officer or director entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This provision constitutes a contract between the corporation and the indemnified officers and directors. No amendment or repeal of this provision which adversely affects the right of an indemnified officer or director shall apply to such officer or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

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