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FLORIDA PROFIT/NON PROFIT CORPORATION

North Florida & African Educational Exchange Program

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### ARTICLES OF INCORPORATION

OF

North Florida & African Educational Exchange Program Inc.

A Florida Corporation Non Profit

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of incorporation.

#### ARTICLE I

The name of the corporation shall be North Florida & African Educational Exchange Program Inc. (the "Corporation"). Said corporation is organized exclusively for charitable, educational and scientific 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 the corresponding section of any future Federal tax code).

#### ARTICLE II

The street address of the initial principal office of the Corporation shall be 5327 Timuquana Road #151, Jacksonville, Florida 32210.

# ARTICLE III

This corporation was specifically created as a charitable organization to help aide students from Africa to come to school in the U.S..

The Corporation shall also be authorized to engage in and transact business within and without the State of Florida or United States for which corporations not for profit may be incorporated under Chapter 617, Florida Statutes, as amended and supplemented. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 set forth in Article I hereof. 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 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 other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE IV

The initial officers shall be as hereinafter designated:

President Ludovic De Barboza 5327 Timuquana Road #151 Jacksonville, Florida 32210

The method of election of directors is as stated in the bylaws.

### ARTICLE V

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented.

Notwithstanding any provision contained in these articles, the corporation is required to distribute its income for each taxable year at the times and in the manner as not to subject the corporation to tax under section 4942 of the Internal Revenue Code. In addition, the Corporation shall not, during any period and to the extent it is a private foundation described in section 509 of the Internal Revenue Code, (a) engage in any act of self-dealing; (b) retain any excess business holdings; (c) make any investments in a manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code; or (d) make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

#### ARTICLE VI

The corporation shall be perpetual. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such 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 to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VII

The street address of the initial registered office of the Corporation is 5327 Timuquana Road #151, Jacksonville, Florida 32210 and the initial registered agent of the Corporation at that address is Ludovic De Barboza.

# ARTICLE VIII

The name and address of the incorporator for the Corporation is: Ludovic De Barboza, 5327 Timuquana Road #151, Jacksonville, Florida 32210.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of October, 2018.

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.

Ludovic De Barboza, Incorporato

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the Corporation is:
  North Florida & African Educational Exchange Program Inc.
- 2. The name and address of the registered agent is:
  Ludovic De Barboza 5327 Timuquana Road #151
  Jacksonville Florida 32210

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.

Ludovic De Barboza, Registered Agent