

3/10/2021

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FLORIDA PROFIT/NON PROFIT CORPORATION
The New Africa Fund Inc.

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ARTICLES OF INCORPORATION
OF
THE NEW AFRICA FUND INC.

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

ARTICLE I
Name

The name of the Corporation shall be The New Africa Fund Inc. (the "Corporation").

ARTICLE II
Principal Office

The principal place of business and mailing address of the Corporation shall be 5269 Princeton Way, Boca Raton, FL 33496.

ARTICLE III
Purposes

A. The purposes for which the Corporation is organized and shall be operated are exclusively religious, charitable, scientific, literary, and/or educational, and such other allowable charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law (the "Code"). The purposes of the Corporation further include financial support and technical assistance to organizations working in health, education, livelihood, women's empowerment, LGBT rights and community development in Africa.

In furtherance of these purposes, but not in limitation thereof, the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, including, but not limited to, making distributions for charitable purposes within the meaning of Section 501(c)(3) of the Code. In all events the Corporation shall operate exclusively for purposes within the meaning of Section 501(c)(3) of the Code.

B. Notwithstanding any other provision set forth herein:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes.

2. No substantial part of the activities of the Corporation shall consist of 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.

3. The Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible for federal income tax purposes.

ARTICLE IV
Operation and Manner of Election

The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors of the Corporation. The number, term of office, method of selection and manner of removal of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

2021

ARTICLE V
Initial Registered Agent and Street Address

The name and Florida street address of the Corporation's registered agent shall be Rebeca Linz, Dentons Cohen & Grigsby P.C., Mercato-Suite 6200, 9110 Strada Place, Naples FL 34108.

ARTICLE VI
Corporate Duration

The Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VII
Members

The Corporation shall have no members.

ARTICLE VIII
Indemnification

The Corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Section 617.0831. 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 Section 617.0834 and other similar laws.

ARTICLE IX
Dissolution

In the event the Corporation is dissolved or liquidated, the Board of Directors, after paying or making provision for payment of all of the known liabilities of the Corporation, shall distribute the Corporation's property and assets to such other one or more exempt organizations under Section 501(c)(3) of the Code as, in the sole judgment of the Corporation's Board of Directors, have charitable purposes most closely allied to those of the Corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such exempt purposes of any exempt organization or organizations under Section 501(c)(3) of the Code as said court shall determine.

ARTICLE X
Private Foundation Status

A. If the Corporation is ever classified as a private foundation under the Code, the following provisions shall be applicable:

1. The Corporation shall distribute its income for each tax year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
4. The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code.
5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

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