

95000001815

Obaaye Afolabi Abisogbo  
21431 SW 109 Court,  
Miami FL 33189-2903  
April 5, 1995  
(305) 232 - 5838

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

Please find enclosed the Articles of Incorporation of The Center For African Cultural Studies, Inc. and a money order for the amount of One hundred twenty two and fifty cents. (\$122.50)

Should you have any questions regarding these articles, please telephone (305) 232 - 5838).

Thank you for your attention.

Sincerely

Obaaye A. Abisogbo  
Obaaye Abisogbo (incorporator)

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ARTICLES OF INCORPORATION  
OF  
THE CENTER FOR AFRICAN CULTURAL STUDIES, INC.

I, the undersigned incorporator, hereby make, subscribe, acknowledge, and file with the Department of State of the State of Florida these Articles of Incorporation for the purposes of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

THE CENTER FOR AFRICAN CULTURAL STUDIES, INC.

ARTICLE II

Existence

This corporation shall have perpetual existence, and its existence shall commence at the date and time of filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III

Powers, Purposes and Dissolution

The purposes for which this corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (the "code:), including, for such purposes making distributions to organizations that qualify as exempt organizations under code Section 501 (c)(3), and including the following objectives:

- A. To promote history, religion and culture to men, women and children primarily of African descent, in The United States of America and abroad. Services will include, but not limited to, counseling, community development, educational information and instruction.
- B. To facilitate contact between Africa and the Diaspora's:-
  - \* Encourage international conference.
  - \* Encourage exchange students and teachers.
  - \* Promote art and culture through exhibition.

## Articles 1

- C. To serve as liaison to the community with other local, state and federal agencies.
- D. To serve as a resource focal point for research, academic and social information on Blacks in Americas metropolitan and rural areas, the diaspora and abroad.
- E. To coordinate and manage all activities relating to the above objectives.

Notwithstanding any other provision of these articles this corporation shall not carry on any other activities if such activities are not permitted to be carried on by (a) an organization exempt from Federal Income tax under Code Section 501(c)(3) (b) a corporation contributions to which are deductible under Code Section 170 (c) (2), or (c) a nonprofit corporation organized under the laws of the State of Florida.

No part of the net earnings of the corporation shall be to the benefit of, or be distributable to, its members, 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 contributions in furtherance of the purposes set forth in this Article.

Upon the termination, dissolution, or winding up of the corporation, the residual assets of this corporation will be turned over to one or more organizations which themselves are exempt as organizations described in code section 501 (c) (3) and 170 (c) (2), or to the Federal, State or local government for exclusive public purposes.

No substantial part of the activities of the corporation shall be the carrying on the 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 any candidate for public office.

Subject to and in accordance with Florida Statutes Section 617.0105, the corporation, during any period when it is a "private foundation" under Code section 509(a), shall not (1) engage in any act of self-dealing as defined in Code Section 4941(d) which could give rise to any liability for the tax imposed by Code Section 4941(a), (2) retain any excess business holdings as defined in Code 4943(c) which would give rise to any liability for the tax imposed by Code Section 4943(a), (3) make any investment which would jeopardize the carrying out Articles 2 of any of its exempt purposes, within the meaning Code Section 4944 so as to give rise to any liability for the tax imposed by code Section 4944(a), (4) make any taxable expenditures as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945(a), nor (5) fail to distribute, for the purposes specified in these articles, for each taxable year amounts at least sufficient to avoid liability for the tax imposed by Code Section 4942(a).

#### ARTICLE IV

##### Membership in the Organization

The original members of the organization shall be the initial members of the Board of Directors. Membership shall be open only to such persons as determined in the absolute discretion of the Board of Directors. The manner of admission of members and rights and duties of the members shall be provided for in the organization's by-laws.

#### ARTICLE V

##### Registered Office and Agent

The initial registered office of this corporation shall be at 21431 SW 109 Court, Miami, FL 33189-2903 and the name of its initial registered agent shall be Obaaye Afolabi Abisogbo.

#### ARTICLE VI

##### Principal Office and Mailing Address

The principal office and mailing address shall be The Center for African Cultural Studies, c/o Obaaye A. Abisogbo, 21431 SW 109 CT., Miami, FL 33189-2903.

#### ARTICLE VII

##### Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than four (4) and not more than fifteen (15) members, the number of the same to be fixed the corporate by-laws. Directors shall serve a term of one (1) years or until their successors shall be elected. A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the director may b be held within or without the State of Florida. directors shall be members. The Board of directors shall be responsible for electing and removing directors, as provided in more detail in the corporate by-laws.

Articles 3

## ARTICLE VIII

### Initial Directors

The names and address of the initial directors, who shall serve for a term of one (1) year or until their successors shall be elected, are as follows:

Obaaye Afolabi Abisogbo  
21431 SW 109 CT.  
Miami, FL 33189-2903

Femi Falomi Browne (at-large)  
8240 NW 15th Avenue  
Miami, FL 33147

Chief Dr. Omotoso Eluyemi  
24b Obalufon street  
Ile-Ife, Nigeria, West Africa

V. Arturo Miles  
8701 NW 17th Avenue  
Miami, FL 33147

Kim Shuaib  
6649 NW 181 Lane  
Miami, FL 33015

Wendy Shallaney Johnson  
21431 SW 109 CT.  
Miami, FL 33189-2903

Irene Omotoyo Soares  
781 E 56TH Street  
Brooklyn, NY 11234

Chief Emmanuel U.K. Ukpai  
4700 NW 12th Court  
Lauderhill FL 33313

## ARTICLE IX

### Incorporators

The name and address of the incorporator is Obaaye Afolabi Abisogbo, 21431 SW 109 CT. Miami, FL 33189-2903.

## ARTICLE X

### By-Laws

The power to adopt, alter, amend or repeal the by-laws of this corporation, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation, by majority vote. The by-laws of this corporation shall be for the government of the corporation and may contain any provisions of requirements for the corporation provided the same are not inconsistent with the provisions of the Articles of Incorporation, or contrary to the laws of this State or of the United States.

## ARTICLE XI

### Amendment of Articles of Incorporation

The corporation, through its Board of Directors, reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation. Any proposed amendment of these Articles of Incorporation shall be mailed to each member of the corporation at least two weeks prior to the regular or special meeting at which the amendment is to be considered, along with notice of such meeting.

Articles 4

## ARTICLE XII

### Officers

The corporation shall have a President, Vice-President, Secretary and Treasurer, who shall be appointed by the Board of Directors.  
the initial officers, who shall serve for a term of one (1) year following the date of incorporation, are:

President:	Mr. V. Arturo Miles
Vice-President:	Chief Dr. Omotoso Eluyemi
Secretary:	Mrs. Kim Shuaib
Treasurer:	Ms. Obaaye Afolabi Abisogbo and Ms. Irene Omotoyo Soares

## ARTICLE XIII

### Indemnification

The corporation shall, indemnify, and advance expenses to, the fullest extent authorized or permitted, by law any person made, or threatened to be made, a party to any action suit or proceeding by reason of the fact that the or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture trust or other enterprise (collectively, and ("Entity")). Unless otherwise expressly prohibited by law, and except as otherwise provided in the foregoing sentence the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she was an employee or agent of the corporation or serving at the corporation or agent of another Entity, no employee or agent of the corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for uses and purposes herein stated.

Obaaye A. Abisogbo  
Obaaye Afolabi Abisogbo

STATE OF FLORIDA

SS

COUNTY OF DADE

Before me personally appeared Obanye Afolabi Abisogbo to me well known to be the person described in and who executed the foregoing instrument, and acknowledge to and before me that she executed said instrument for the purpose therein expressed.

Witness my hand and official seal this 3 day of April 19 95

My commission Expires:

Eileen R. Phelps  
NOTARY PUBLIC



EILEEN R. PHELPS  
MY COMMISSION # CC431454 EXPIRES  
January 4, 1999  
BONDED THRU TROY FAH INSURANCE, INC.



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as Registered Agent for the above-stated corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with provisions of law in the relation thereto.

Obaayc Afolabi Abisogbo  
Obaayc Afolabi Abisogbo

95 APR 12 AM 7:10  
TALLAHASSEE, FL 32309  
SECRETARY OF STATE



# N95000001815

September 1, 1995

Division of Corporations  
State of Florida  
Amendments & Mergers Section  
P.O. Box 1500  
Tallahassee, Florida 32302

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## BOARD OF DIRECTORS

### Officers

Dr. Roy Phillips  
President  
Robert Butler Jr.  
Secretary  
Verdell C. Anderson  
Treasurer

### Members

Cornelia L. Allen  
Margaret Clyne, Esq.  
Clarence W. Ewell  
I. Wilford Lee  
Ronald E. Tucker  
Howard Hickey Jr. M.D.  
John A. Holt  
Ken Mason  
Congresswoman Corra P. Mook  
Dr. Rudolph Moss  
Guth C. Thomas  
Neil Robinson  
Dorothy Stewart  
Kathleen Johnson Street  
Harold H. Black  
Executive Director

RE: THE CENTER FOR AFRICAN CULTURAL STUDIES, INC.  
Document number: N95000001815

To whom it may concern:

Please find enclosed the original and one copy of the Articles of Amendment to the Articles of Incorporation for the above referenced company and a check #478 in the amount of eighty-seven dollars and fifty cents to cover the amendment charges.

Please file the enclosed documents for the corporation and retain a certified copy to the following:

OBAAYE ABISOGBO  
21431 S.W. 109th Court  
Miami, Florida 33189-2903

If you have any questions please do not hesitate to contact me at (305) 232-5838 or 596-8281.

Sincerely,

William C. Young, JD, CPA

*Handwritten:*  
N95 000001815  
Amended  
Copy  
9-7-95

draft/articles/staff-cultural

**TOOLS FOR CHANGE**  
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

6255 N.W. 7th Avenue • Miami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
THE CENTER FOR AFRICAN CULTURAL STUDIES, INC.**

Pursuant to the provisions of Sections 617.01011 et seq. of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is THE CENTER FOR AFRICAN CULTURAL STUDIES, INC.

2. The following amendment to the Articles of Incorporation was adopted by the Members and the Board of Directors of the corporation on the 30th of July 1995, in the manner prescribed by the Florida Not For Profit Corporation Act:

3. The number of votes casted by the members of the organization for the amendment was sufficient for approval in the manner prescribed by the Florida Not For Profit Corporation Act.

**ARTICLE XIV - PROPERTY**

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

4. The aforementioned amendment was adopted by the members of THE CENTER FOR AFRICAN CULTURAL STUDIES, INC., ON THE 30th of July 1995.

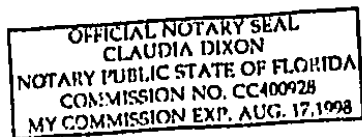
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I, OBAAYE AFOLABI ABISOGBU, the President of THE CENTER FOR AFRICAN CULTURAL STUDIES, INC. have signed these Articles of Amendment, on this First day of Sept, 1995, and acknowledge the same to be my act.

Obaaye A. Abisogbo  
OBAAYE AFOLABI ABISOGBU

STATE OF FLORIDA     )  
COUNTY OF DADE         )

The foregoing instrument was sworn to before me this 1<sup>st</sup> day of September, 1995, by OBAAYE AFOLABI ABISOGBU, President of THE CENTER FOR AFRICAN CULTURAL STUDIES, INC., a Florida Not For Profit Corporation, on behalf of the corporation. She personally appeared before me at the time of notarization, and who is personally known to me or have produced a Florida Driver's License as identification.



NOTARY  
SIGN: Claudia Dixon  
PRINT: CLAUDIA DIXON  
STATE OF FLORIDA