

N960000000137

TRANSMITTAL LETTER

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

SUBJECT: National Organization of Nigerian American, Inc. (NONA, 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
- \$122.50 Filing Fee & Certified Copy
- \$131.25 Filing Fee, Certified Copy & Certificate

FROM: E.D. Oyelami
Name (Printed or typed)

7646 Lem Turner Road
Address

P.O. Box 43042
Mailing Address

Jacksonville, FL 32208
City, State & Zip

(904) 744-9048
Daytime Telephone Number

FILED
 05 JAN -2 PM 6:39
 DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA

700001676687
 -01/03/96--01054--018
 ****131.25 ****131.25

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

JAN 8 1996 BSB

W96-602

ARTICLES OF INCORPORATION

The undersigned subscribers to these Articles of Incorporation, each competent to contract, hereby act as incorporators of a NOT-FOR-PROFIT CORPORATION pursuant to Chapter 617, Florida Statutes, as follows:

ARTICLE I. NAME

The name of the corporation is: NATIONAL ORGANIZATION OF NIGERIAN AMERICAN, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation is 7646 Lem Turner Road, Jacksonville, Florida 32208, and P.O. Box 43042, Jacksonville, Florida 32203, but the corporation may have other offices in any other part of the State of Florida and in any other state, territory, district or possession of the United States.

ARTICLE III. PURPOSE AND OBJECTIVES

A. The main purpose of this organization is to operate as a not-for-profit corporation with nationwide membership and chapters.

B. The objectives of this organization are:

1. To engage in any lawful acts, enterprises and activities for which corporation may be organized under the general corporation code of the State of Florida.
2. To support stated objectives and purpose, this Corporation may exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now effective and may be amended at any time.
3. To have the power to acquire, real and personal property in Florida, other states of the United States and elsewhere, as shall be necessary or convenient to the transaction of its business and the realization of its objectives and purpose.
4. To engage in positive, culture-^l ed education to Nigerian Americans, Black children, youths, and adults, nationwide and internationally.
5. To raise funds for charitable purposes.
6. To contribute generously towards any humanitarian act without regard to race, creed, religion, color or nationality within the United States and around the globe.
7. To educate Nigerian immigrants and other African immigrants of the organization and the importance of voting in local, state, and national elections in the United States of America, and encouraging people to vote in their respective country of origin in Africa.

FILED
96 JAN -2 PM 6:39
SECRETARIES
OF STATE
TALLAHASSEE, FLORIDA

8. To create and foster a spirit of understanding among Nigerian immigrants, (Nigerian) non-immigrants, Americans, and the people of the world.
9. To take active roles in social, economic, political, and cultural welfare of our communities in the U.S.A. and Nigeria.
10. To provide a forum for open discussion of all matters that relate to Nigeria and the U.S.A.
11. To provide humanitarian assistance for members in personal hardship or tragedy; and also enhance receipt of membership benefits as approved by the Board of Directors in accordance with this organization's By-laws.
12. To educate Nigerians and people of Nigerian origin not to be involved in illegal activities in America and Nigeria.

PROVIDED, HOWEVER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

1. This corporation shall not exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying, and continuing to qualify, as an organization described in Sec. 501(c)(3) of the Internal Revenue Law.
2. This corporation shall never be engaged in any operation with primary purpose of profitable trade or business activities.

ARTICLE IV. CAPITAL STOCK

This corporation will NOT issue capital stock.

ARTICLE V. AUTONOMY

1. This is an autonomous corporation and, as such, will NOT be subordinate to and/or subject to the authority of any head national organization or other corporation, either FOR-PROFIT or NOT-FOR-PROFIT.

2. This corporation shall be the head of all national, international chapters established under the name of National Organization of Nigerian American, Inc.

3. This corporation shall have the authority to collect monies for membership dues, organizational fees, service charges, etc. from any and all national and/or international chapters established under the name National Organization of Nigerian American, Inc.

ARTICLE VI. TERM OF EXISTENCE

National Organization of Nigerian American, Inc. shall have perpetual existence.

ARTICLE VII. MEMBERSHIP

1. The membership of this corporation shall constitute the persons who become members in the manner provided in the by-laws. Different classes of membership are explained in the by-laws, including the qualifications.

ARTICLE VIII. INITIAL DIRECTORS

The initial Board of Directors shall be comprised of nine (9) persons, who shall serve for one year, office addresses are as follows:

1. Fatai Dele Oyelami
6056 Columbine Drive
Jacksonville, FL 32211
2. Moses Igwe-Onu
4627 Sunbeam Station Ct.
Jacksonville, FL 32257
3. Gabriel Onouho
4115 O'Riely Dr.
Jacksonville, FL 32210
4. Ola Oduwole
3500 University Blvd. N.
Jacksonville, FL 32277
5. Frank Romani
8009 Fresca St.
Jacksonville, FL 32217
6. Kunle Modupe
9855 Regency Square Blvd.
Jacksonville, FL 32211
7. Sonny Ukpong
2150 Park St.
Jacksonville, FL 32204
8. Janet Adedeji
5742 Green Palm Lane
Jacksonville, FL 32211
9. Owete S. Owete
3902 Cove St. Johns Rd.
Jacksonville, FL 32277
10. Bandele M. Onasanya
3816 Heath Rd.
Jacksonville, FL 32211
11. Olugboyega Tunde Oyewole
3682 Paleface Pl.
Jacksonville, FL 32210

ARTICLE IX. BOARD OF DIRECTORS

The Board of Directors assigned with doing business for this corporation shall be conducted in the following manner:

1. The administrative affairs of this corporation shall be managed by a Board of Directors, of not less than five (5) nor more than fifteen (15) persons, as provided in the by-laws. The by-laws may provide for an Executive Committee or other committees.
2. The Board of Directors shall be members of this corporation. They shall be elected by the members and shall hold office as provided in the by-laws. Vacancies in the Board of Directors shall be filled by a majority vote of the remaining directors until the next annual, regular or special meeting of this corporation, when it shall be filled for the unexpired term.
3. NONA's business operations shall be managed by an operational executive committee. All officers shall be members of this committee, and a Chairperson of NONA committee shall be per diem member of NONA's operational executive committee.

ARTICLE X. OFFICERS

The provisions prescribed for officers of this corporation are as follows:

1. The officers of this corporation shall be a President, two Vice Presidents, a Corporate Secretary, a General Secretary, and a Treasurer. Additional officers may be provided in the By-laws.
2. The President, the Vice Presidents, the Secretaries, and the Treasurer shall be elected by the membership at its annual meeting or general election. The other officers of the corporation shall be elected or appointed as provided in the By-laws.
3. The officers of this corporation shall be members in good standing. The duties of the officers shall be prescribed in the By-laws.
4. The names of the persons who are to serve as officers of this corporation until the first annual election thereof are:

President:	Fatai Dele Oyelami
Vice-President:	Moses Igwe-Onu
Vice-President:	Gabriel Onouho
Corporate Secretary:	Ola Oduwole
General Secretary:	Sonny Ukpong
Treasurer:	Frank Romani
Archivist:	Olugboyega T. Oyewole

6. Action by the Board. Except as otherwise provided herein, the vote of a two-third majority of a quorum of the Directors shall be the act of the Board.

ARTICLE VIII. OFFICERS

1. Enumeration. The officers of the corporation shall consist of a President, two Vice-Presidents, Treasurer and the Secretaries who shall hold office for the first four (4) years. Subsequent to the first year, officers shall be elected annually at the general election by the Board of Directors at its first meeting and who shall hold office until their successors are elected and qualify.
2. Election and Term of Office. The Board of Directors may appoint such other officers as the conduct of the corporation may require, each of whom shall have the authority and perform such duties as are provided in these By-laws or as the Board of Directors may from time to time specify, and shall hold office until she/he shall resign or shall be removed or otherwise disqualified to serve. Any number of subordinate offices may be held by the same person.
3. Qualifications. Each officer must be a director of this corporation.
4. Removal. A two-thirds majority of the entire Board of Directors shall have the right to remove any officer at any time if the Board of Directors finds such an officer guilty of failing to perform her/his duties, misconduct, or incompetency.
5. Duties of Officers.

A. President: The President shall preside at all meetings of the Board of Directors, operational executive meetings of NONA. He or she shall be the chair of the Board and Chief Executive Officer of the organization. He or she shall be actively involved in practical operations towards the achievement of NONA goals. "In the absence of the President, any of the two Vice Presidents can be chosen by the Board or in the absence of any of the two Vice Presidents, any Director can be chosen by the Board to preside and assume the President's authority and responsibilities.

B. Vice President/Membership and New Chapter Services: This Vice President shall be the chairperson of the Membership Campaign Committee. The VP shall accept various organization operational functions as designed by the President. This VP shall be the officer in charge of Membership and New Chapter Services.

C. Vice President/Administration and Social Services: This Vice President shall be the chairperson of NONA's Policy Development and Social Committee. The VP shall accept various organization operational functions as designed by the President. This VP shall be the officer in charge of NONA social services, NONA welfare issues, and NONA policy data.

*An incumbent Vice President has the right to voluntarily withdraw his or her nomination for the position of President in any circumstance that incumbent President is removed from office.

D. Corporate Secretary: The Secretary shall be responsible for correspondence in respect to meetings of the Board of Directors based on the President's directives. The Secretary shall keep records of votes, meetings, and minutes of the Board of Directors and other organizational data as directed by the President and keep corporate records as required by law. The Corporate Secretary shall receive and document

donations/gifts received by NONA from members and non-members, and transfer money or property to the Treasurer for deposit or safe keeping as per the Board of Directors or President's directives.

E. General Secretary: This Secretary shall be responsible for correspondence in respect to general meetings and Operational Executive Committee meetings as per the President or Board of Director's directives. This Secretary shall keep records of votes, meetings and minutes of general meetings and the Operational Executive Committee, and organizational data as directed by the Board or the President. This Secretary shall keep records of cash receipts from membership dues and transfer all cash received from membership dues to the Treasurer for deposit to the NONA account. The Secretary shall keep membership financial records as required by law and shall give written and oral reports of membership dues as per the Board of Directors or President's directives. This Secretary shall keep up-to-date lists of NONA members and U.S. registered voters/members and Nigerian descendants' non-members. This Secretary shall give written and oral reports of donations and gifts received by NONA as per the Board of Directors or Operational Executive Committee directives. This Secretary shall be a member of the Board and Operational Executive Committee.

F. Treasurer: The Treasurer shall have the custody of all corporate funds and securities. The Treasurer shall keep full and accurate accounts of receipts and disbursements in the corporate books. The Treasurer shall deposit all money and other valuables in the name and to the credit of NONA in such depositories as designated by the Board. The Treasurer shall keep an up-to-date income and expenses of NONA, Inc. and give written and oral reports as per the Board of Director's directives. The Treasurer shall keep NONA's financial books in accordance to non-profit organizational laws in the State of Florida. The Treasurer shall be a member of the Board and Operational Committee.

G. Committee Chairperson: This person shall be responsible for organizing committee meetings. He or she shall preside in all the committee meetings. The Committee Chairperson shall present committee reports at a Board of Directors meeting. He/she will work in conjunction with other NONA officers towards practical execution of committee projects or actions.

H. Committee Membership: Any member or Director can be a member.

I. Officers or Committee Chairperson: Quarterly NONA activity log -- all officers shall record NONA activities performed on a quarterly basis. The President shall present overall activities of NONA to the Board of Directors on a quarterly basis.

J. Director - Member of the Board: A Director in good standing shall attend at least 2/3 of the Board of Directors meetings. The Director shall demonstrate documented efforts of promoting NONA's Chapter formation in a city, town or state in the U.S.A. Each Director shall give an annual report on Chapter formation efforts to the Board of Directors. The Director shall be a member of a NONA committee. A Director cannot maintain good standing without being a member of a committee. An officer, an active committee member can maintain good standing status without performing these items.

ARTICLE IX. SEAL

1. Provision of. The Board of Directors has provided a corporate seal, which is circular in form and has inscribed thereon the name of the corporation, the state and year of incorporation, and the words "Corporation Seal."

ARTICLE X. COMMITTEES

1. Creation of. By resolution of the Board of Directors, committees may be created and vested with the immediate supervision of particular activities of the corporation. Each committee shall have such powers and duties and such term of existence as shall be prescribed by the Board of Directors.
2. List of current NONA committees:
 - A. New Chapter and Membership Services Committee
 - B. Policy Development and Social Committee
 - C. Fund Raising and Financial Committee
 - D. Newsletter and Publicity Committee
 - E. NONA Community Action Committee
 - F. Nigerian Issues Advocacy Committee
 - G. Audit Committee
 - H. Membership Benefits Research Committee
 - I. Community Events Research Committee

ARTICLE XI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. Contract Authorization. The Board of Directors may authorize any officer or officers' agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
2. Loan Authorization. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name, unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.
3. Payments. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the President, Secretary and Treasurer of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Each check must be signed by two of the names officers to be legal and official.
4. Depositories for Funds. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

5. Acceptance of Contributions. NONA, Inc. may accept any designated contributions bequest or devise consistent with its general tax-exempt purposes, as set forth in its Articles of Incorporation and these By-Laws. As so limited, donor designated contributions will be accepted for special funds, purposes, or uses, and such designations generally will be honored. However, NONA, Inc. shall reserve all right, title and interest in and to control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, NONA, Inc. shall retain complete control over all donated funds (including designated contributions) and shall exercise unlimited discretion as to their use, so as to insure that such funds will be used to carry out its tax-exempt purposes.

ARTICLE XII. AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

1. Method of Amending. These By-laws may be amended or repealed, or new By-laws may be made and adopted at any annual or special meeting called for that purpose, by a vote or written assent of the members, or by a vote of a majority of the Board of Directors at a regular or special meeting of the Board.

ARTICLE XIII. RULES OF PROCEDURE

1. Use of Robert's Rules of Order. The most recent edition of Robert's Rules of Order shall be used as the rule of conduct for all meetings of NONA, Inc., its officers, directors and members.
2. NONA Voting Guideline. Members, Directors and officers' right to vote in NONA general elections guideline:
 - a. Member must have attended 2/3 of NONA general meetings and functions that requires member participation.
 - b. Officers must have attended 2/3 of general meetings, Board of Directors meetings, and operational executive meetings.
 - c. Directors must have attended 2/3 of Board of directors meetings, general meetings, and functions that require member participation.

ARTICLE XIV. FISCAL YEAR

1. Determination and Fixing of. The Board of Directors shall have the power to fix, and from time to time, to change the fiscal year of NONA, Inc. In the absence of action by the Board of Directors, the fiscal year shall be the calendar year: January 1 to December 31.

ARTICLE XV. ANNUAL REPORT

1. Requirement for. A written annual report to members shall be required, and the Board of Directors may cause to be sent to the members other reports in such form and at such times as may be deemed appropriate.

ARTICLE XVI. INSPECTION OF CORPORATE RECORDS

1. Inspection Procedures. The membership ledger, the books of account, and minutes of proceedings of the Board of Directors and standing committees shall be open to inspection upon the written demand of any member within five (5) days of such demand during ordinary business hours if for a purpose reasonably related to his/her interests as a member of NONA. The list of members shall be available for review by any director when required by the demand of any director at any meeting.
2. Storage of Articles of Incorporation and By-laws. NONA, Inc. shall maintain in its principal office the original and one (1) copy of these By-laws and one (1) copy of the corporation's Articles of Incorporation, each as amended or otherwise altered to date and certified by the secretary, which shall be open to inspection by the members at all reasonable times during ordinary business hours.
3. NONA will not take responsibility for the illegal action or activity of individuals that will tarnish the image of this organization.
4. This organization shall use lawful means to prevent members and officers of this organization from human rights and civil rights violations. Internal investigation and research findings of NONA Board of Directors shall review each case before organizational actions.

Ola Oduwole
Ola Oduwole
Sonny Ukpong
Sonny Ukpong

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set her/his hand this 26th day of December, 1995.

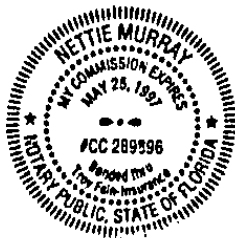
Fatai Dola Oyelami

STATE OF FLORIDA)
)ss.
COUNTY OF DUVAL)

Before me, a notary public duly authorized in the State and County named above to take acknowledgements, personally appeared *Fatai Dola Oyelami*, to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal this 26 day of December, 1995.

Nettie Murray
Notary Public State of Florida at large
My Commission Expires: 5-25-97



DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

WITNESSETH

That **NATIONAL ORGANIZATION OF NIGERIAN AMERICAN, INC.**, desiring to organize under the laws of the State of Florida, which will have its principal office in Jacksonville, Florida, has named **Fatai Dele Oyelami**, 6056 Columbine Drive, Jacksonville, Florida 32211, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named by the incorporator of **NATIONAL ORGANIZATION OF NIGERIAN AMERICAN, INC.** to accept service of process for the Corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the Corporation, and agree to comply with the application provisions of the Florida Statutes.

Dated this 26th day of December, 1995.

Fatai Oyelami
Registered Agent

FILED
96 JAN -2 PM 6:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA