

N96000001673

March 14, 1996

To Whom It May Concern:

Enclosed is the necessary filing fee (\$132.50 to register this corporation in the State of Florida.

Marie-Odile Val
Registered Agent

MAR 27 1996

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE INSTITUTE OF BLACK WORLD AFFAIRS, INC.**

I, the undersigned incorporator, hereby make, subscribe, acknowledge, and file with the Department 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 INSTITUTE OF BLACK WORLD AFFAIRS, 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 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 of distributions to organizations that qualify as exempt organizations under Code Section 501 (c) (3), and including the following objectives:

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A. To provide services to men ,women and children in The United States of America and abroad. Services will include, but not be limited to counselling, community and economic development, distribution of food, clothing, goods and provision of shelter, financial assistance, referrals, medical and psycho-social assessments and related services.

B. To serve as liaison to the community with other local, state and federal agencies and serve as a focal point of information, education and instruction; to collect, disseminate and otherwise distribute data and statistics relevant to black world affairs and blacks in the Diaspora.

D. To disseminate this information using all available known and unknown means of technology, to coordinate and manage all activities necessary to achieve aforementioned purposes of the organization.

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 of propaganda, otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene

in (including the publishing and 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 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 of any of its exempt purpose, within the meaning Code Section 4944 so as 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 and is the absolute discretion of the Board of Directors. The manner of admission of members and rights and duties of the members shall be provide for in the organization's by-laws.

ARTICLE V

Registered Office and Agent

The initial registered office of this corporation shall be at 6810 NW 2nd Avenue, Miami, FL 33150 and the name of its initial registered agent Marie-Odile Val.

Article VI

Principal Office and Mailing Address

The principal office and mailing address shall be 6810 NW 2nd Avenue Miami, FL 33150.

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 (6) members, the number of the same to be fixed the corporate by-laws. Directors shall serve a term of two (2) 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 tot he by-laws of this corporation, meetings of the director may be held within or outside of 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.

ARTICLE VIII

INITIAL DIRECTORS

The names and address of the initial directors, who shall serve for a term of two (2) years or until their successors shall be elected, are as follows:

Marie-Odile Val
6810 N.W. 2nd Avenue
Miami, FL 33150

Marie-Marthe Beauzile
6810 N.W. 2nd Avenue
Miami, FL 33150

Fela Folana Browne
1850 NE 142nd Street, Ste. 9E
Miami, FL 33181

Femi Folami
3240 N.W. 15th Avenue
Miami, FL 33147

ARTICLE IX

Incorporator

The name and address of the incorporator is Marie-Odile Val; 6810 NW 2nd Avenue, Miami, FL 33150.

ARTICLE X

By-laws

The power to adopt, alter, amend or repeal the bylaws 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 or 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 of America.

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 members herein are subject to this reservation. Any proposed amendment to these Articles of Incorporation shall be mailed to each member of the corporation at least ~~ten~~ weeks prior to the regular or special meeting at which the amendment is to be considered, along with notice of such meeting.

ARTICLE XII

OFFICERS

The corporation shall have four directors who shall serve as officers. The initial officers, who shall serve for a term of four years following the date of incorporation, are:

- 1. Marie-Odile Val**
- 2. Marie-Marthe Beauzile**
- 3. Fela Folana Browne**
- 4. Femi Folami**

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 he 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 or advance expenses to , any person made, or threatened to be made, a party to any action, suite or proceeding by reason of the fact that he or she was an employee or agent of the corporation or serving at the request of the incorporation or agent of another Entity. Except for any person who is or was serving at the request of the corporation as a director or officer 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 OF INCORPORATION FOR USES AND PURPOSES HEREIN STATED:



Incorporator

3/18/96

Date

Certificate of Designation of Registered Agent/Registered Office

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the Corporation is: The Institute of Black World Affairs, Inc.

2. The name and address of the registered agent and office is: Marie-Odile Val
6810 N.W. 2nd Avenue
Miami, FL 33150

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature

Date

Marie-Odile Val
3/18/96

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