

796000005378

DIASPORA WORLD CINEMA
P.O. Box 01-4604 Miami, Florida 33101
Phone/fax (305) 571-9754

Office Of The Secretary Of State
The Capitol
P.O. Box 6327
Tallahassee, Florida 32314

3000019380
-09/04/96-01081--020
***122.50 ***122.50

Dear Secretary Of State,

Diaspora World Cinema has enclosed with this letter the amount of \$122.50 and the Articles of Incorporation for the organization for the purpose of becoming incorporated in the State of Florida.

Thank you for your time.

Sincerely,

Adrian Anderson

Adrian Anderson
Executive Director
Diaspora World Cinema
395 NE 21st Street #502
Miami, Florida 33137

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W96-15658

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 6, 1996

ADRIAN ANDERSON
395 NE 21ST STREET #502
MIAMI, FL 33137

SUBJECT: DIASPORA WORLD CINEMA
Ref. Number: W96000018658

We have received your document for DIASPORA WORLD CINEMA and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 496A00041697

DIASPORA WORLD CINEMA

P.O. BOX 01-4604

Miami, Florida 33101


October 3, 1996

Agnes Lunt
Florida Department of State
Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Your department has already received the check for Diaspora World Cinema which totaled \$122.50. The enclosed document is pursuant to your request for corrections in the articles of incorporation.

It has been a pleasure dealing with your department.

Sincerely,


Adrian Anderson
Diaspora World Cinema, Inc.
President



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1996

ADRIAN ANDERSON
395 NE 21ST STREET
MIAMI, FL 33137

SUBJECT: DIASPORA WORLD CINEMA, INC.
Ref. Number: W96000018658

We have received your document for DIASPORA WORLD CINEMA, INC.. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 596A00046066

DIASPORA WORLD CINEMA

P.O. BOX 01-4604

Miami, Florida 33101

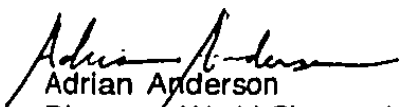
October 15, 1996

Agnes Lunt
Florida Department of State
Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Your department has already received the check for Diaspora World Cinema which totaled \$122.50. The enclosed document is pursuant to your request for corrections in the articles of incorporation.

Your department has been extremely helpful. Thank you.

Sincerely,


Adrian Anderson
Diaspora World Cinema, Inc.
President

DIASPORA WORLD CINEMA, Inc.

ARTICLES OF INCORPORATION

PREAMBLE

We, Diaspora World Cinema, hereinafter referred to as Diaspora World Cinema Inc., is a non-profit, charitable, educational and cultural organization dedicated to the promotion of films and related media, made from an Afro-centric perspective. The Diaspora World Cinema provides a forum for discussion of issues raised by such media, to stimulate interest and appreciation for the art of filmmaking among the general public.

ARTICLE 1

Name

The name of this organization shall be DIASPORA WORLD CINEMA INC., incorporated under the laws of the State of Florida as a non-profit corporation.

ARTICLE II

Principal Place of Business

The principal place of business for Diaspora World Cinema Inc. shall be : 395 N.E. 21st Street #502, Miami Florida. The mailing address for Diaspora World Cinema Inc. shall be: P.O. Box 01-4604, Miami Florida 33101.

ARTICLE III

Purpose

SECTION 1. Internal Revenue Code Section 501(c)(3) Purposes

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code.

SECTION 2. Specific Objectives and Purposes

The specific objectives and purposes of this Corporation shall be to:

- (a) Promote the creation, the preservation, and the dissemination of films and related media made from an Afro-centric perspective.

- (b) Encourage the positive projection of African culture and images.

(c) Encourage, through films, a better cross cultural understanding of peoples of African descent.

(d) To provide a forum to further understand and appreciate film and filmmaking domestically and internationally.

Membership

SECTION 3. Qualifications for Membership

Membership shall be open to any person interested in the pursuit of the purposes of the Diaspora World Cinema.

SECTION 4. Admission of Members

Applicants shall be admitted to membership upon submission of an application accompanied by payment of the annual dues. Classes of membership includes: General, family, sponsor, and patron.

SECTION 5. Nonliability of Members

No member of the Diaspora World Cinema shall be personally liable for its debts, liabilities or obligations.

SECTION 6. Termination of Membership

(a) Default in payment of membership dues.

(b) Submission of a notice of membership resignation.

(c) By determination of the Executive Committee, after providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, that the member has engaged in conduct, not within the interests or purposes of the organization.

SECTION 7. Annual Membership Meeting

The annual meeting of the members shall be held in September of each year at such an hour, date, and place as determined by the Board of Directors. The Board of Directors may, in its discretion, designate another month for the meeting.

ARTICLE IV Board of Directors

SECTION 1. Elections

The process of elections for the Board of Directors are outlined in Article V, of the bylaws of Diaspora World Cinema, Inc.

SECTION 2. Qualifications

Directors shall be the age of majority in the State of Florida, a member in good standing, and shall be representative of the interest of the Diaspora World Cinema.

SECTION 3. General Powers

Diaspora World Cinema will be governed by the Board of Directors

SECTION 4. Number

The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) members. Each director shall hold office for a period of two years or until his successor shall have been elected.

SECTION 5. Elections Committee

The Board of Directors shall form a nominating committee to propose a slate of candidates from the membership for election by the Board of Directors.

SECTION 6. Resignations and Removals

Any Director may resign at the time by filing a written notice of resignation with the Secretary. Any Director may be removed, by a vote of two-thirds of the members present at a meeting called for such a purpose.

SECTION 7. Vacancies

Vacancies in the Board of Directors may be filled by a majority vote of the remaining Directors. Each Director so elected shall serve for the unexpired term of his predecessor.

A vacancy shall be deemed to exist in case of death, resignation or removal of any Director, or if the members shall increase the authorized number of Directors.

SECTION 8. Compensation of Officers

Officers shall not receive any financial compensation for serving on the Diaspora World Cinema Board of Directors. This however, does not preclude any officer from serving in any other capacity for financial compensation.

SECTION 9. Meetings

Board of Directors meetings shall be held regularly during the year, at such places, dates and times as designated by the Board of Directors.

SECTION 10. Special Meetings

Special meetings of the Board of Directors may be held at any time and at any place, with reasonable notice thereof, by the President, Treasurer or by two or more Directors.

SECTION 11. Quorum

At any meeting of the Directors, a majority of the Board of Directors then in office shall constitute a quorum for the transaction of business, but a less number may adjourn any meeting.

SECTION 12 . Majority Action as Board Action

The affirmative vote of a majority of the Board of Directors present at a meeting duly held, is the act of the Board of Directors, except where a larger vote is required by these law, or by these by-laws, decide any question brought before the board.

**ARTICLE V
Officers**

SECTION 1. Officers

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 2. Election and Term of Office

The officers of Diaspora World Cinema shall be elected biennially in odd numbered years by the Board of Directors, at the first Board of Directors meeting of the year. New offices may be created and filled at any meeting of the Board of Directors.

SECTION 3. Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Diaspora World Cinema would be served by such a removal.

SECTION 4. Vacancies

A vacancy in any office due to death, illness, resignation, removal, disqualification or for any other reason, may be filled by the Board of Directors for the unexpired portion of the terms.

SECTION 5. Powers and Duties of Officers

President- The President shall be the principal executive officer and shall in general supervise and control, in the best interest of the organization, all of the business of Diaspora World Cinema. Such powers are subject to the control, when exercised of the Board of Directors. The President shall preside at all meetings of the Board of directors, unless another person is specifically appointed as Chairperson of the Board. Except as otherwise expressly provided by these by-laws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized. The President shall make reports to the Directors and Members, and perform all such other duties as are incident to this office.

Vice President- The Vice President shall perform all such duties as may be properly required of him or her by the Board of Directors, or the President, and in the absence or inability of the President, shall exercise all the powers of the President.

Secretary- The Secretary shall keep the minutes of the meeting of the Board of Directors, and shall have charge of the corporate records, and make such reports and perform such other duties as are incident to his or her office, or are properly required of him or her by the Board of Directors.

Treasurer- The Treasurer shall have custody of all monies and securities of the Corporation, and shall keep regular books of account. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, and shall render an account of the financial condition of Diaspora World Cinema as required with internal or external auditors at all times.

ARTICLE VI

Registered Agent

The initial registered agent for Diaspora World Cinema Inc., shall be: Adrian Anderson. The address of the initial registered office for Diaspora World Cinema Inc. is: 395 N.E. 21st Street, #502 , Miami, Florida.

SECTION 2 Advisory Board

The Executive Director appoints an Advisory Board, that will exist along side the organization's governing board. Members of the Advisory Board shall make recommendations on requested matters from time to time, as necessary, to the Board of Directors.

ARTICLE VII

Incorporator

The name and the street address of the incorporator for these articles of incorporation is:

Adrian Anderson
392 N.E. 21st Street #502
Miami, Florida 33101

The undersigned incorporator(s) has (have) executed these Article of Incorporation this 15th day of October, 1996.

Signature(s) of Incorporator(s):

Adrian Anderson

Adrian Anderson

Typed name of incorporator signing

ARTICLE VIII Committees

The Board of Directors or Executive Director may appoint Diaspora World Cinema members to the Standing or Ad hoc Committees. Committees shall at all times be responsible to the Executive Director. By majority vote, the Committee Chairperson will be selected by the committee members, who will not exceed fifteen members.

Diaspora World Cinema shall have three Standing Committees as follows:

(a) Membership Committee- Responsible for developing creative strategies for increasing membership.

(b) Fund raising Committee- Assists the Board with identification of funding sources and the creation of fund raising events, and activities.

(c) Marketing Committee- Develops the publicity campaign for the Diaspora World Cinema and its events. It also identifies members who would be willing to write articles, interviews, report, and photograph important events. Other Ad hoc Committees may be set up by the Board as needed.

ARTICLE IX Execution of Instruments

SECTION I. Checks and Notes

Checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of this Corporation and any and all securities owned, requiring signatures for transfer, shall be signed or endorsed by such person or persons as determined by the Board of Directors.

SECTION II. Execution of Contracts

The Board of Directors, may authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

SECTION III. Deposits

All funds of the Corporation 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.

ARTICLE X
Corporate Records, Seals

SECTION I. Inspection of Corporate Records

The membership register, the books of account and minutes of proceedings of the members and Directors shall be open to inspection upon the written demand of any member at any reasonable time and for any purpose reasonably related to his interests as a member. Demand of inspection other than at a meeting shall be made by writing, addressed to the President or Secretary of the Corporation.

SECTION II. SEAL

The corporate seal, which is circular in form, has the inscription of the Corporation name, the year of incorporation and name of the state in which the Corporation was organized, shall be kept in the office of the Corporation. Failure to affix the seal to Corporate Instruments, however, shall not affect the validity of any such instrument.

ARTICLE XI
Internal Revenue Service Tax Exemption Provisions

SECTION 1. PROHIBITION AGAINST PRIVATE INURE

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or 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 of this corporation.

SECTION 2. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Florida.

ARTICLE XII
Fiscal Year

The fiscal year of Diaspora World Cinema shall be July 1 through June 30, unless otherwise determined by the Board of Director.

ARTICLE XIII
Amendment of Bylaws

Subject to the power of the members of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws, or any of them may be altered, amended or repealed and new Bylaws adopted by approval by a majority vote of the Board of Directors.

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATIC., 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: Diaspora World Cinema Inc.
(must include suffix)

2. The name and address of the registered agent and office is:

Adrian Anderson

(Name)

395 N.E. 21st Street # 502

(Street address - P. O. Box or Mail Drop Box NOT acceptable)

Miami, Florida 33137

(City/State/Zip)

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.

Adrian Anderson
(Signature)

October 3, 1996
(Date)

FILED
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