

N98000002374

Chief Emmanuel U. Kalu-Ukpai

4700 N.W. 12th Court

Ft. Lauderdale, FL 33313

305-485-8742 305-596-8125

April 16, 1998

Florida Department of State

Division of Corporations

P.O. Box 6237

Tallahassee, Florida 32314

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Attn.: Ms. Carolyn Batten


RE: Incorporation (Ref. # W98000008127)

With reference to your letter of 04/10/98 (attached), please find enclosed the corrected copy of the Articles of Incorporation of South Florida Foundation For Democracy In Africa, Inc.

Should you have any questions, you can reach me at 305-596-8125 (day) or 954-485-8742 (evening).

Thanks for your cooperation.

Sincerely,


Emmanuel U. Kalu-Ukpai
(Incorporator)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR 23 AM 11:44

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98 APR 23 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SOUTH FLORIDA FOUNDATION FOR DEMOCRACY IN AFRICA, INC.
(A Florida Non-Profit Corporation)**

Articles Of Incorporation

ARTICLE 1 (ONE):

NAME OF CORPORATION

The name of this corporation is **SOUTH FLORIDA FOUNDATION FOR DEMOCRACY IN AFRICA, INC.** (hereinafter "SFFDA")

ARTICLE 2 (TWO):

LOCATION OF CORPORATION

Its registered office in the State of Florida is to be located at 20613 NW 15th Avenue, in the city of Miami, County of Miami-Dade. The registered agent in charge thereof is Mr. Anthony D. Okonmah, at same address.

ARTICLE 3 (THREE):

DURATION OF CORPORATION

The duration of this corporation shall be perpetual.

ARTICLE 4 (FOUR):

PURPOSE OF CORPORATION

The purposes for which the corporation is organized are:

To seek recognition of the National Endowment for Democracy and other foundations of similar objectives and goals and be "Chartered" as The FOUNDATION FOR DEMOCRACY IN AFRICA.

To create and/or develop affiliation with institutions worldwide known to have sound educational programs in Democratic principles and ethics.

To educate potential young leaders in Africa about the values of Democracy and its impact on human development.

To develop programs that will mobilize potential young leaders (High School/College Graduates) to participate in disseminating the concept of free enterprise throughout the continent of Africa.

To seek, encourage and support credible and qualified democratic clubs and organizations to help the foundation in monitoring and enhancing democratic procedures during electoral politics.

To encourage, solicit and strongly support programs and public policies and government action on matters of local, state, and national significance that will further strengthen and vertically integrate the basic principles of Democracy in the Continent of Africa.

To seek total support from government, private and public entities from all Democratic Countries in the World, to promote Democracy, Freedom and Free enterprise in Africa.

ARTICLE 5 (FIVE): INCORPORATOR(S)

Section 5.1:

The name and mailing address of the incorporator is as follows: Emmanuel U. Kalu-Ukpai, 4700 Northwest 12th Court, Fort Lauderdale, Florida 33313.

Section 5.2:

The powers of the incorporator are to terminate upon filing of the certificate of incorporation.

ARTICLE SIX (6): MEMBERSHIP

The Corporation shall have members made up of different classes.

The Corporation is to be divided into five (5) classes of members:

1. Board Members
2. General Members
3. Corporate Members
4. Chapter Members
5. Honorary Members

Only Board members will have the right to vote at Board meetings.

Board members, General members, Corporate members, Chapter members and Honorary members shall have the right to vote at non-board meetings.

ARTICLE SEVEN (7): BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is ELEVEN (11).

The following persons are to serve as initial director(s) until the first annual meeting or until their successors are elected and qualified:

Mr. Dwayne A. Wynn; 645 NW 62nd Street, Suite 400, Miami, FL 33150
Chief Emmanuel U.Kalu-Ukpai; 4700 NW 12 Ct., Ft. Lauderdale, FL 33313
Ms. Carole Ann Taylor; 1717 N. Bayshore Dr., Ste. 2700, Miami, FL 33132
Mr. Sydney Charles; 15600 NW 7 Avenue, Suite 606, Miami, FL 33169
Mr. Richard Dansoh; 2800 Biscayne Blvd., Suite 900, Miami, FL 33025
Mr. Ken English; 19832 Bob-O-Link Dr., Miami, FL 33015
Mr. Gilbert K. Squires; 444 Brickel Ave., Suite 51-422, Miami, FL 33131
Mr. John Bancroft Brown; 14986 SW 107 Lane, Miami, FL 33196
Mr. Daniel Fils-Aime, Sr.; 8340 NE 2nd Ave., Suite 209, Miami, FL 33138
Ms. Allison Auston; 1717 N. Bayshore Dr., Ste. 2700, Miami, FL 33132
Mr. Michael E. Mathiews; 5221 Geneva Way, Suite 101, Miami, FL 33166

Directors shall be elected in accordance with the Corporation by-laws.

ARTICLE EIGHT (8): OFFICERS


The officers of SFFDA shall be elected from the Board of Directors at a future meeting.

ARTICLE NINE (9): DISSOLUTION

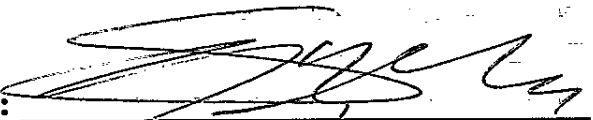
The provision for the internal affairs of the corporation, including the distribution of assets on dissolution /or final liquidation of the Corporation shall be adopted by the Board of Directors in accordance with the by-laws of the Corporation and the Florida Non-Profit Corporation Act.

**ARTICLE TEN (10):
AMENDMENTS**

Any part of these Articles of Incorporation may be amended at any scheduled meeting of the Board of Directors at which a quorum is present, by a two-thirds vote of the members present and voting, provided that notice of such amendment has been given to all board members at least ten (10) days prior to the meeting.

Signed: 
Mr. Anthony D. Okonmah
(Registered Agent)

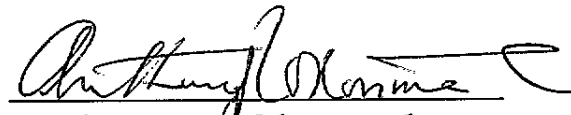
Date: 04-2-98

Signed: 
Chief Emmanuel U.K. Ukpai
(Incorporator)

Date: 04/02/98

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named Registered Agent for the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Law, relative to keeping open said office.

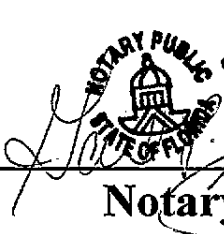

Anthony D. Okonmah
(Registered Agent)

FILED
98 APR 23 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Emmanuel Udo Kalu-Ukpai, known by me the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 2 day of April, 1998.

The seal is circular with a scalloped edge. Inside the circle, there is a small illustration of a building, likely the Florida State Capitol. The words "NOTARY PUBLIC" are written in a semi-circle at the top, and "STATE OF FLORIDA" is written in a semi-circle at the bottom. A signature, presumably of Gail P. Seay, is written across the seal.
**GAIL P. SEAY
COMMISSION # CC623855
EXPIRES FEB 23, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.**

Notary Public