

N98000002801

Graf and Associates

agent for

The New R.P.O. Self-Educational Foundation  
A Type "B" Not-For-Profit Membership Corporation

May 11th 1998

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

700002524417--2  
-05/14/98--01125--014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Not-For-Profit Incorporation of Gambian Self-Educational Association of Florida, Inc.

Ladies and Gentlemen:

It gives me great pleasure to file with you and your office the above named Not-For-Profit Corporation.

I have enclosed the required fee of \$122.50 in the form of a money postal order.

I have also enclosed a duplicate original of the Articles of Incorporation for your return certified copy.

Thank you for your speedy reply and your interest in people and animals everywhere.

cc: New RPO Board of Directors  
New RPO Police Division  
New Graf Paige and Associates  
Open file

Sincerely,

*Graf Paige*  
Graf Paige  
President  
New Graf Paige  
and Associates,  
Incorporated  
Agents for the  
RPO Membership

APPROVED  
AND  
FILED  
98 MAY 14 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**THE GAMBIAN SELF-EDUCATIONAL**  
**ASSOCIATION OF FLORIDA, INC.**

We, the undersigned person(s) residents of the State of Florida and citizens of the United States, do hereby associate ourselves together for the purpose of forming a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, and adopt(s) the following articles of incorporation for such corporation.

**ARTICLE I**

**Name**

The name of the corporation shall be The Gambian Self-Educational Association of Florida, Inc., with its principal place of meeting(s) at 1460 N.W. 79 Street, Miami, Florida 33147, and such other places within or without the United States as may be designated by said not-for-profit corporation.

**ARTICLE II**

**Duration**

The period of this corporation is perpetual, unless dissolved according to law. The not-for-profit corporation existence shall commence upon the filing of this document at the Secretary of State level of Florida, and other States as directed by its Board of Directors.

**APPROVED  
AND  
FILED**  
**98 MAY 14 PM 1:28**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

### ARTICLE III

#### Specific and Primary Purposes

"To offer direct leadership in promoting positive self-educated solutions for our Gambian and other members in responsible citizenship in the United States, adhering to constitutional laws, and to offer an on-going and continuous self-educational course(s) of responsible citizenship within American Society".

### ARTICLE IV

#### General and Objective Purposes

a. To organize by direct leadership a United States national and worldwide international body of mature and responsible men and women to interest themselves individually and collectively in the welfare of themselves and others who relate to one or more of the specific and primary purposes of the corporation in a substantial manner.

The corporation has been organized to operate exclusively for charitable purposes.

1. Assist members in settling in their environment by providing basic services such as; legal information, adjustments of status, basic counseling, nutritional, medical assistance and emergency aid.
2. Help members stabilize and adapt to American society by aiding and facilitating tutorial services in English, Spanish, French and Creole. Provide reading and writing assistance to individuals and their families.

To encourage members both for-profit and not-for-profit to provide the necessary funding in order that the corporation may promote their specific and primary purposes nationally and internationally.

b.. To take a direct personal interest in the members of The Gambian Self-Educational Association of Florida, Inc., and provide positive solution methods to reverse the educational, physical, moral and economic social ills upon them, and thus make them better citizens within the community.

c. To encourage and foster positive communication among and on behalf of members in various disciplines who are engaged in development of new applications or translations of existing human techniques of responsible citizenship.

d. To supply free publications and physical services to its member(s) interested in promoting the application of the specific and primary purposes of this corporation with the end result of the self-educational process being responsible citizens within the community, forever. To publish writings, papers, books, pamphlets, periodicals and other publication in its branch of self-educational learning.

e. To collect and disseminate information regarding the process of integration in the American society.

f. To bring into membership existing churches, civil rights organizations, community organizations, governmental organizations, universities, American owned businesses, scientific and medical organizations, humane organizations, agricultural and industrial organizations, banking and loan associations, conservation and community associations, drug and child abuse organizations, family foundation, exceptional children organizations, and philanthropic organizations in order to develop and unified workable program to secure those inherent rights to life guaranteed by the Federal and State constitutions with the sharing of our specific and primary purposes and not-for-profit tax-exempt status.

g. To receive and maintain a fund or funds or real or personal property, or both, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for funding the activities of the corporation including self-educational scientific, literary or educational purposes either directly or be contributions to organizations that qualify as exempt

organizations under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

h. To do any other act or thing incidental to or connected with the foregoing specific and primary purposes or the general and objective purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers.

i. To conduct a membership activity, not-for-profit, with the process of self-educational efforts in the self-education of our citizen members, their children and others, in remaining a responsible citizen, obeying local, State and Federal laws as written, and to offer responsible citizenship behavior to others.

j. To come to the economic aid and relief by sharing the specific and primary purposes for which the corporation was formed including its tax-exempt authority with its donors, subventioneers, good government schools, (private and public), nationally and internationally, as long as the members remain a "member in good and regular standing", evidenced by a membership certificate of the corporation.

k. To substantially relate the profit oriented business and non-business purposes of the members of The Gambian Self-Educational Association of Florida, Inc. to and for the mutual use of the specific and primary purposes of the corporation(s) members, as such, all endeavors are not-for-profit.

l. To utilize and demonstrate the responsible citizenship behavior of our members to other new members, reversing many social ills upon new and old members as unemployment, inadequate housing, depression, alcholoic and drug abuse problems experienced by the members of the corporation, all contribute to the sharing and promotion of one or more of the specific and primary purposes of the corporation substantially relating those acts of charitable relief, all with a profit motive.

## ARTICLE V

### Tax Clause

It is the intention of this corporation at all times to qualify and remain qualified as exempt from income tax under Section 501 (c) (3) of the United States Internal Revenue Code of 1954, as the same may from time to time be amended. Accordingly:

- (a) The corporation is not to have authority to issue capital stock;
- (b) The corporation shall not be conducted or operated for profit and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 set forth in Article(s) III (three) and IV (four) hereof. No part of the activities of the corporation shall be the carrying on of 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Law.)

- (c) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under

Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Supreme Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(d) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954, as amended, and the corporation shall not (a) engage in any act of self-dealing as defined in Section 4941 (d) of the Code; (b) retain any excess business holdings as defined in Section 4943 (c) of the Code; (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945 of the Code.

(e) The corporation shall not engage in any transaction described or defined as a "prohibited transaction" by Section 503 (c) of the Internal Revenue Code of 1954 (26 U.S.C.A. Sec. 503 (c)), as the same may be amended from time to time; nor shall the income of the corporation be unreasonably accumulated or invested in such a manner as to jeopardize the carrying out of the purpose of the corporation within the intentment of Section 504 (a) of the Internal Revenue Code of 1954 (26 U.S.C.A. Section 504 (a)), as the same may be amended from time to time.

## ARTICLE VI

### Membership

The qualifications for members and the manner of their admission are by offering membership certificates to any responsible person or family residing anywhere in the United States or any foreign country supporting United States Constitutional and Charitable Trust Laws and any one of the specific and primary purposes or general and objective purposes of the corporation.

Membership is open to all American citizens in and out of business who substantially relate to those specific and primary purposes of the corporation. The rules for admission will be provided by the corporation through its by-laws.

## ARTICLE VII

### Non-Stock

This corporation shall be a non-stock corporation according to the rules and regulations of the United States Department of the Treasury and the Charitable Trust Act of 1954.

## ARTICLE VIII

### Officers

- Section 1.      **PRESIDENT:**    The President shall preside at all meetings of the Board of Directors; shall appoint committees and shall be as an officer member of such committees and perform such other duties as generally pertain to this office.
- Section 2.      **VICE-PRESIDENT:**    In the absence of the President, the Vice-President shall perform the duties pertaining to the office of the President, and shall perform all duties delegated to him by the President.
- Section 3.      **SECRETARY:**    The Secretary shall be responsible for keeping the minutes of all meetings of the Board of Directors and shall have general charge of the corporate book and seal of the corporation as well as memberships, and shall notify the Board of Directors of all meetings of the Board and take the minutes of such meetings. Minutes shall be read to the next Board of Directors meetings. The Secretary shall have charge of the contracts of the corporation.
- Section 4.      **TREASURER:**    The Treasurer shall be responsible for keeping records of funds of the corporation and make reports of the receipts and disbursements

in such manner as the Board may direct. The Treasurer shall collect, or, cause to collect all contributions, bequests, fees, donations, capital contributions, subventions, bonds and notes, assessments, and fines owing the corporation and shall keep or cause to be kept proper accounts of the corporation. The Treasurer shall pay all bills or cause them to be paid by a properly designated person. All checks shall be counter signed (if required) by the President or Vice-President.

Section 5. The officers shall be elected by the Board of Directors of the corporation at its annual meeting.

## ARTICLE IX

### Board of Directors

Section 1. The general business affairs of this corporation shall be vested in a Board of Directors, consisting of not less than three (3) and not more than twenty (20) members. A director may resign by written notice delivered to the Board of Directors. The initial Directors shall hold office until the first annual meeting of the corporation at which time a Board of Directors shall be elected. The term of Directors thereafter chosen shall be for a period of two years except that the terms of office of persons chosen to fill vacancies arising by reasons of death, resignations or otherwise, shall be for the unexpired term of the Director whose place is vacated.

Section 2. The management and administration of the corporation shall be vested in the Board of Directors.

Section 3. The Board of Directors shall be elected by two-thirds quorum vote of the Board of Directors of the corporation.

Section 4. If any vacancy occurs in the Board of Directors by reason of death or resigna-

tion, the President shall appoint a director to fill such vacancy.

Section 5. The below directors shall be considered to have held and exercised the Powers of the following offices and shall continue to do so until the election of the first Board of Directors meeting.

- |    |  |                           |
|----|--|---------------------------|
| 1. | Mustapha Carew<br>12106 St. Andrews Place<br>Apt. 207<br>Miramar, Fl. 33025                    | President / Director      |
| 2. | Awa Njie<br>6790 N.W. 186 Street<br>Miami Lakes, Fl. 33015                                     | Vice President / Director |
| 3. | Francis N. Njie<br>3390 Foxcroft Road<br>Apt. C305<br>Miramar, Fl. 33025                       | Treasurer / Director      |
| 4. | Ibrahim I. Bobb<br>8439 S.W. 5 <sup>th</sup> . Street<br>Apt. 102<br>Pembroke Pines, Fl. 33025 | Secretary / Director      |

## ARTICLE X

### Meetings

- Section 1. There shall be an annual meeting of the members of this corporation at such time as shall be designated in the by-laws of this corporation.
- Section 2. The annual meeting of the Board of Directors shall be held each year following the annual meeting of the members. Additional meetings of the Board may be called at any time at the discretion of the President, or upon call by one-third of the members of the Board of Directors upon one (1) week's notice to the members of the Board of Directors.
- Section 3. All officers shall assume office immediately upon election and shall serve for a period of two years or until their successors are elected.
- Section 4. At any Board meeting, a majority of Board members shall constitute a quorum.
- Section 5. In case any office becomes vacant by death or resignation, the Board of Directors shall elect one (1) of its members to fill the vacancy, who shall hold such office for the unexpired term.

## ARTICLE XI

### Location

The street address and city of the initial registered office of the corporation shall be: 1460 N. W. 79 Street, Miami, Florida 33147 and the name of the registered agent at such address is Graf Paige.

## ARTICLE XII

### Amendments

These Articles of Incorporation may be amended by a two-thirds (2/3) quorum vote of the Board of Directors at any regular meeting, provided copies of the proposed amendments have been sent to all members at least one (1) week prior to the meeting at which said amendments are to be considered.

## ARTICLE XIII

### Distribution of Assets on Dissolution

In the event that the corporation shall be terminated or cease to exist or the purposes of this corporation ceases effectively to be carried out, this corporation may be dissolved and the assets of the corporation may be distributed to any charitable, non-profit, not-for-profit corporation as shall be deemed by the membership of the corporation to be engaged in activities consistent with the purposes of this corporation.

## ARTICLE XIV

### Incorporators

The name and residence of the person(s) forming this corporation is as follows:

- I. Graf Paige  
1460 N. W. 79 Street  
Miami, Florida  
33147

Dated the Eleventh day of May, 19 98

IN WITNESS WHEREOF, the undersigned being the incorporator(s) of this corporation have executed these Articles of Incorporation.

Signature(s) of Incorporator(s)

Graf Paige

#### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations Section 607.325 of the Florida Statutes of Law.

Graf Paige  
(Registered Agent)

STATE OF FLORIDA  
COUNTY OF DADE

Before me, the undersigned authority, personally appeared

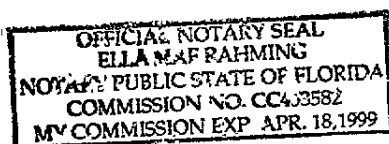
Graf Paige

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

to me well known to be the person(s) who executed the foregoing Articles of incorporation and acknowledge before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth. IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11<sup>th</sup> day of May, 19 98.

My commission expires:

Ella Mae Rahming  
(Notary Public)



SEAL