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J. Kemi Oguntebi

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*****78.50 *****78.50

Doris McDuffie
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

May 10, 1999

RE: GHANA ASSOCIATION OF TAMPA BAY INC.

Dear Ms. Duffie:

Enclosed please find the Articles of Incorporation for Ghana Association of Tampa Bay Inc.

Also enclosed is a check for \$78.75, the balance for the cost of filing the incorporation papers.

Please send us the papers back in stamped self- addressed envelope.

Sincerely,

J. Kemi Oguntebi

Fehintola Oguntebi, Esquire

RECEIVED
99 MAY 13 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Called 5-18-98
Vanshell gave
Auth by phone to
a statement to Article
II.*

*Dmg
5/13/99*

**ARTICLES OF INCORPORATION FOR GHANA ASSOCIATION OF
TAMPA BAY INC.
(NON-PROFIT)**

The undersigned person acting as incorporator of a corporation not for profit under the Florida Not for Profit Act, as set forth in Chapter 617 of the Florida Statutes adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of the corporation is **GHANA ASSOCIATION OF TAMPA BAY
INC.**

ARTICLE II

The corporation shall have a perpetual duration.

ARTICLE III

The specific purposes which the corporation is organized are: Charitable, cultural, to promote Ghanaian as well as the African culture and for such other purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV

The corporation is organized upon a non-stock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

ARTICLE V

The street address of the initial registered office of the corporation is 109 N. Armenia Avenue, Tampa, Florida 33609. The name of its initial registered agent is Fehintola Oguntebi.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled and its affairs conducted by a board of directors (trustees). The number of directors of the corporation shall be (6); provided however that such number may be changed by a bylaw duly adopted pursuant to the bylaws of the corporation. The number of directors shall not be less than four (4).

The directors named herein as the first board of directors shall hold office for a period of two (2) years from the first meeting date to be held at University of South Florida, Phyllis P. Marshall Center, 4202 E. Fowler Avenue, CTR 246-Room 130, Tampa, Florida 33613, on the last Sunday in April which shall be the principal office of this corporation.

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The name and address of each incorporator is Christian Agbeli, whose address is 2044 Bearss Avenue, E-215, Tampa, Florida 33613.

Trustees elected at the first annual meeting and at all times thereafter, shall serve for a term of two years as directors and until the qualification of the successors in office is made. Annual meetings shall be held at University of South Florida, Phyllis P. Marshall Center, 4202 E. Fowler Avenue, CTR 246-Room 130, Tampa, Florida 33613, or at such place or places as the Board of Directors may designate from time to time by resolution. Such annual meetings shall be held on the last Sunday in April.

Board members shall individually or collectively consent in writing to any action required or permitted to be taken by the board. Such written consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the persons who are to serve as the initial trustees are:

| | |
|-----------------------|---|
| Dr. Kwame Boakye | 1700 Long Bow Lane, Clearwater, Florida 33764 |
| Kofi Antwi | 2517 Siesta CT. #3, Tampa, Florida 33619 |
| Osei Kofi Victor | 16260 Compton Palm Dr., Tampa, Florida 33647 |
| Dr. Kofi Glover | 15003 Morning Dr., Lutz, Florida 33549 |
| Dr. Yaw Baffoe-Bonnie | 1700 Long Bow Lane, Clearwater, Florida 33764 |

ARTICLE VIII

The membership of the organization shall elect the following officers: President, Vice President, Treasurer, and Secretary and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. The following persons shall serve as corporate officers.

| | |
|------------------|----------------------|
| Dr. Kwame Boakye | President |
| Christian Agbeli | Vice President |
| Kofi Antwi | Secretary |
| Lydia Boakye | Treasurer |
| Osei Kofi Victor | Organizing Secretary |

ARTICLE IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws

of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by the following procedure set forth therefore in the bylaws.

ARTICLE X

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer of the corporation.

ARTICLE XI

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for cultural, educational and professional purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of a quorum of members of this corporation.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit, charitable, cultural, professional and educational corporation under the laws of Florida, have executed these articles of incorporation on this 5th day of May, 1999.


CHRISTIAN AGBELI

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE SERVICE OF
PROCESS IN THIS STATE**

The following is submitted in compliance with law.

GHANA ASSOCIATION OF TAMPA BAY INC., a not-for-profit corporation organizing under the laws of the state of Florida, with its principal office at the University of South Florida, hereby designates Fehintola Oguntebi as its agent at this address 109 NE Armenia Avenue, Tampa, Florida 33609 to accept service of process within the state.

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TALLAHASSEE, FLORIDA

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to put my name (and any other officers of said corporation authorized to accept service of process at the above designated Florida address) in some conspicuous place in the office as required by law.



FEHINTOLA OGUNTEBI
Registered Agent