

N 99 0000 07356
TRANSMITTAL LETTER

99 DEC 10 AM 11:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: SANKOFA INTERNATIONAL INSTITUTE FOR CULTURE, EDUCATION AND HEALTH, INC.
(Proposed corporate name - must include suffix)

200003066812--1
-12/10/99--01064--003
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Adetokunbo Borishade, Ph.D.
Name (Printed or typed)
239 West 40th Street
Address
Jacksonville, FL 32206
City, State & Zip
(904) 355-0126; or (904) 356-7152
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

F. CHESLER DEC 14 1999

ARTICLES OF INCORPORATION

SANKOFA INTERNATIONAL INSTITUTE For Culture, Education and Health, Inc.

P. O. Box 3144 . 237 West 40th Street . Jacksonville, FL 32206 . (904) 355-0126

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each competent to contract, hereby act as incorporators of a NOT-FOR-PROFIT corporation pursuant to chapter 617, Florida Statutes, as follows:

ARTICLE I. NAME

The name of the corporation is: *SANKOFA INTERNATIONAL INSTITUTE FOR CULTURE, EDUCATION, AND HEALTH, INC. (Hereinafter referred to as "SANKOFA").*

ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation is 237 West 40th Street, Jacksonville, FL 32206, but the corporation may have other offices in any other part of the State of Florida and in any other state, territory, district or possession of the United States.

ARTICLE III. PURPOSES

The specific purposes for which this *NOT-FOR-PROFIT* corporation is organized are as follows:

1. To engage in any lawful acts, projects, and activities for which corporations may be organized under the general corporation code of the State of Florida;
2. To further such objects and purposes, the Corporation shall have and may exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended;
3. To have the power to acquire, purchase, hold, lease, convey, mortgage, and pledge such real and personal property in Florida, other states of the United States and elsewhere, as shall be necessary or convenient to the transaction of its business and the realization of its objects and purposes;
4. To assist adolescents, teenagers, and adults with mentoring, counseling, health, financial, and residency needs;
5. To conduct educational classes, cultural enrichment programs, and recreational activities for adolescents and teens;
6. To deliver intervention and character development programs to urban populations within the Jacksonville local community and beyond;
7. To provide continuing education workshops to community outreach, community service, and community health professionals;

8. To certify intervention and outreach professionals who participate in highly specialized continuing education courses for the required number of credit hours;
9. To conduct job readiness programs for teenagers and adults;
10. To recruit volunteers to assist in mentoring programs and in other programs and activities, as well;
11. To train and certify volunteers that conduct specialized services for the Corporation;
12. To conduct community intervention activities that influence and reinforce positive community norms that support low-risk behaviors;
13. To collaborate with other programs, agencies, and services throughout greater Jacksonville and beyond;
14. To offer tutorial services for students and adults, such as GED proficiency, reading, English, mathematics, etc.;
15. To serve the community in other such ways as will be deemed appropriate in accordance with *NOT-FOR-PROFIT* status under Chapter 617, Florida Statutes.

PROVIDED, HOWEVER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

16. This corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying, and continuing to qualify, as an organization described in Sec. 501(c)(3) of the Internal Revenue Law.
17. This corporation shall never be operated for the primary purpose of engaging in or carrying on *FOR-PROFIT* trade or business;

ARTICLE IV. CAPITAL STOCK

This corporation will NOT have the authority to issue capital stock.

ARTICLE V. AUTONOMY

This is an autonomous corporation and, as such, will NOT be subordinate to and/or subject to the authority of any head or national association, lodge, order, beneficial association, fraternal or beneficial society, foundation, federation, or other corporation, society, organization, or association, either *FOR-PROFIT* or *NOT-FOR-PROFIT*.

ARTICLE VI. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII. MEMBERSHIP

The membership of this corporation shall constitute the persons hereinafter named as subscribers, and such other persons as, from time to time, may become members in the manner provided in the by-laws. Different classes

of membership are set forth in the by-laws, including the qualifications for and manner of admission to these classes and their respective voting rights.

ARTICLE VIII. INITIAL DIRECTORS

The initial Board of Directors shall be comprised of three founding officers, who shall serve until the first election thereof, whose names, addresses, and post office addresses are as follows:

| | | |
|--|---|--|
| <i>President</i> | <i>Secretary</i> | <i>Treasurer</i> |
| Adetokunbo F.K. Borishade, Ph.D. 239 West 40th Street Jacksonville, FL 32206 | Lorraine Gamble-Marley, Ph.D. 3939 Roosevelt Blvd., #146 Jacksonville, FL 32205 | Stephanie Bryant 4250 Carroll Drive Jacksonville, FL 32209 |

ARTICLE IX. BOARD OF DIRECTORS

The Board of Directors assigned with doing business for this corporation shall be conducted in the following manner:

1. The business affairs of this corporation shall be managed by a Board of Directors, of not less than three (3) nor more than five (5) persons, as provided in the by-laws. The by-laws may provide for an Executive Committee of not less than three (3) directors to exercise the powers of the Board of Directors between meetings thereof.
2. The Board of Directors shall be members of the Executive Committee of this corporation. They shall be elected by the Corporate Officers and shall hold office as provided in the by-laws, which may provide for staggered terms of office. Any vacancy in the Board of Directors shall be filled by a majority vote of the founding officers until the next annual, regular or special meeting of this corporation, when it shall be filled for the unexpired term.

ARTICLE X. OFFICERS

The provisions prescribed for officers of this corporation are as follows:

1. The officers of this corporation shall be a President, a Secretary, and a Treasurer. Additional officers may be provided in accordance with the by-laws.
2. The President, the Secretary, and the Treasurer shall be elected by the Board of Directors at its second meeting. The other officers of the corporation shall be elected by the directors as provided in the by-laws.
3. The officers of this corporation shall be members of the Executive Committee and the Board of Directors of this Corporation. The President shall be a member and presiding officer of the Board of Directors. Officers shall be directors of all standing committees. Other duties of officers shall be prescribed in the By-laws.
4. The names of the persons who are to serve as officers of this Corporation until the first election thereof are:

| | | |
|--|---|--|
| <i>President</i> | <i>Secretary</i> | <i>Treasurer</i> |
| Adetokunbo F.K. Borishade, Ph.D. 239 West 40th Street Jacksonville, FL 32206 | Lorraine Gamble-Marley, Ph.D. 3939 Roosevelt Blvd., #146 Jacksonville, FL 32205 | Stephanie Bryant 4250 Carroll Drive Jacksonville, FL 32209 |

ARTICLE XI. BY-LAWS

The By-laws of this corporation shall be reviewed at the first annual organizational meeting of this Corporation, by a majority of the members present. The By-laws may at that time be altered or rescinded, in whole or in part, by a majority vote of the members of the Board of Directors.

ARTICLE XII. MEETINGS

1. The annual meeting of this corporation shall be for the purpose of electing members of the Board of Directors and elective officers, and for transacting other business, to be held as prescribed in the by-laws. A majority of the Directors shall be necessary to constitute a quorum for annual meetings and Board of Directors meetings.

2. The Board of Directors annual meeting shall be held immediately following the annual meeting of this corporation. Additional regular meetings and special meetings shall be called and held as provided in the By-laws, with notice of such meetings to the directors.

3. Regular meetings and special meetings shall be called and held as provided in the by laws, with timely notice of such meetings. Members present at the time stated for the meeting to begin shall constitute a quorum, as specified in the by-laws.

ARTICLE XIII. FINANCIAL AFFAIRS

No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this corporation, or substantial contributor to it, except as an allowance for actual expenditures for services actually made or rendered to or for this corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated of this corporation shall ever be distributed to or divided among any such persons, provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or insure the benefit of any member or private individual within the meaning of Sec. 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE XIV. INDEMNITY

1. This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation against expenses actually and necessarily incurred by him/her in connection with the defense of any action suit or proceeding in which s/he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which s/he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty.

2. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which s/he may be entitled under the by-laws or otherwise.

ARTICLE XV. DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Appeals in Duval County, State of Florida,

exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XVI. AMENDMENTS

Amendments to these Articles of Incorporation may be proposed and adopted at the annual meeting, at any regular meeting, or special meeting of this Corporation. Notice of intention to propose an amendment shall be given as provided in the by-laws. The approval of two-thirds of the members present and voting shall be necessary to adopt an amendment.

ARTICLE XVII. LIMITATION OF CORPORATE POWERS

The corporate powers of this Corporation are as provided in section 617.0302, of Florida Statutes.

ARTICLE XVIII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial *registered agent* of this Corporation is *Adetokunbo Borishade*. The street address of the initial *registered office* of the corporation is 237 West 40th Street, Jacksonville, Florida 32206.

ARTICLE XIX. SUBSCRIBER

The name and address of the *subscriber* to these articles is Adetokunbo Borishade, 239 West 40th Street, Jacksonville, Florida 32206, in accordance with section 617.01201 (6)(b), Florida Statutes.

ARTICLE XX. INCORPORATORS

The names and street addresses of the incorporators for these Articles of Incorporation are:

President

Adetokunbo F.K. Borishade, Ph.D.
239 West 40th Street
Jacksonville, FL 32206

Secretary

Lorraine Gamble-Marley, Ph.D.
3939 Roosevelt Blvd., #146
Jacksonville, FL 32205

Treasurer

Stephanie Bryant
4250 Carroll Drive
Jacksonville, FL 32209

The undersigned incorporators have executed these Articles of Incorporation this 4th day of December, 1999.

Signatures of the Incorporators:

President: Adetokunbo F.K. Borishade
Adetokunbo F.K. Borishade, Ph.D.

Secretary: Lorraine Gamble-Marley
Lorraine Gamble-Marley, Ph.D.

Treasurer: Stephanie Bryant
Stephanie Bryant

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

WITNESSETH

That *SANKOFA INTERNATIONAL INSTITUTE FOR CULTURE, EDUCATION, & HEALTH, INC.*, desiring to organize under the laws of the State of Florida, which will have its principal office in Jacksonville, Florida, has named Adetokunbo Borishade, 239 West 40th Street, Jacksonville, Florida 32206, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named by the incorporator of *SANKOFA INTERNATIONAL INSTITUTE FOR CULTURE, EDUCATION, AND HEALTH, INC.*, to accept service of process for the Corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the Corporation, and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 7th day of December, 1999.


Adetokunbo F.K. Borishade, Ph.D.
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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