

9408056

01/20/94

TIV-AMERICAN FOUNDATION, INC.

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9408056
EFFECTIVE DATE: 01/20/1994
COUNTY : CLAYTON
REFERENCE : 0070
PRINT DATE : 04/04/1994
FORM NUMBER : 311

JOSEPH K. UNONGO
6726 TARA BLVD, STE 26-G
JONESBORO GA 30236

CERTIFICATE OF INCORPORATION

I, **MAX CLELAND**, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

TIV-AMERICAN FOUNDATION, INC.

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta

Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

Tiv-American Foundation, Inc.

ARTICLE I

The name of the Corporation is Tiv-American Foundation, Inc.

ARTICLE II

The corporation is organized pursuant of the Georgia Non-Profit Corporation Code. The corporation shall have perpetual duration.

ARTICLE III

The corporation is a non-profit corporation and is organized for the following purposes:

1. To initiate and coordinate activities to promote and represent general interests, needs and welfare of the Tiv people at home and abroad and by doing so contribute meaningfully to the development of Nigeria
2. To establish good rapport with the business community here in the United States.
3. To engage in any lawful business or activities related thereto; and
4. To engage in any lawful act or activity for which corporation may be organized under the Georgia Non-Profit Corporation Code.

ARTICLE IV

ELECTION OF BOARD OF DIRECTORS

✓ All members of Tiv-American Foundation, Inc. have the right to nominate or be nominated into the Board of Directors. The steps for selection of the Board of Directors include:

- (1) Members of the Tiv-American Foundation, Inc. will be given full opportunity to nominate any member of their choice as a Board member.
- (2) All the nominated names will be publicized to all the members of Tiv-American Foundation, Inc.

(3) The final selection will be carried out by secret balloting. All members of the Tiv-American Foundation, Inc. are qualified to vote. The six candidates with the most votes will be selected as Board of Directors.

ARTICLE V

The address of the initial registered office of the corporation and the mailing address of the principal office is:

✓6726 Tara Blvd. #26-G
Jonesboro, Clayton County, Georgia 30236
Telephone: 404-968-9311

ARTICLE VI

The initial registered agent to the corporation's initial registered office is:

✓Joseph K. Unongo

ARTICLE VII

The initial Board of Directors shall consist of three members, the name and address of each of which is as follows:

Mr. Henry Mngerem
1999 Sandcreek Dr.
Atlanta, GA. 30331

Mr. Jude Unongo
6726 Tara Blvd. #26-G
Jonesboro, GA. 30236

Mr. Joseph K. Unongo
6726 Tara Blvd. #26-G
Jonesboro, GA. 30236

ARTICLE VIII

The name and address of the incorporator is:

Mr. Joseph K. Unongo
6726 Tara Blvd. #26-G
Jonesboro, GA. 30236

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Article of Incorporation this 24th day of
MARCH, 19 94.

JOSEPH K. UNONGO
Name of Incorporator

SECRETARY OF STATE
MAR 24 2 41 PM '94
(1) BSR

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

RESERVATION NUMBER: 933560243
EFFECTIVE DATE : 12/22/1993
EXPIRATION DATE : 03/22/1994
LICENSE NUMBER : N/A
CONSENT ON FILE : N/A
PRINT DATE : 12/28/1993
FORM NUMBER : 506

JOSEPH UNONGO
6726 TARA BLVD
APT 26G
JONESBORO GA 30236

NAME RESERVATION CERTIFICATE

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the records of the Secretary of State have been reviewed and the name

TIV-AMERICAN FOUNDATION, INC.

is not identical to, and appears to be distinguishable from, the name of any other existing corporation, limited partnership, professional association, or limited liability company on file pursuant to Title 14 of the Official Code of Georgia Annotated.

This certificate shall be valid for a nonrenewable period of ninety days from the date of this certificate for profit and nonprofit corporations, professional associations, limited partnerships, or limited liability companies. Please submit this original certificate with any subsequent formation filing for a corporation, limited partnership, professional association, or limited liability company.

Name reservations are not renewable after expiration of the statutory reservation period stated above.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

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DEPUTY SECRETARY OF STATE

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MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION
Suite 315, West Tower
2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334-1530

J. F. GULLION
Director

DEFICIENT DOCUMENT FILING NOTICE

JOSEPH K. UNONGO
6726 TARA BLVD, STE 26-G
JONESBORO GA 30236

DOCKET NUMBER : 940200381
CONTROL NUMBER : P057468
FILING DATE : 01/20/1994
EXAMINER : S SNOW
TELEPHONE NUMBER: 404-656-2968
FEE RECEIVED : \$60.00
PRINT DATE : 03/10/1994
FORM NUMBER : 702

ATTENTION: CORRECTIONS ARE TO BE MADE BY APPLICANT. RETURN THIS FORM WITH CORRECTED DOCUMENTS.

RE: TIV-AMERICAN FOUNDATION, INC.
ARTICLES OF INCORPORATION

Articles must set forth the initial registered agent at the corporation's initial registered office.

IF DOCUMENTS ARE CORRECTED AND RETURNED WITHIN THIRTY (30) DAYS OF THE DATE OF THIS NOTICE, THEY WILL BE DEEMED FILED AS OF THE INITIAL DATE RECEIVED. DEFICIENT FILINGS ARE DEEMED ABANDONED IF STILL PENDING AFTER SIXTY (60) DAYS FROM INITIAL RECEIPT. A NEW FILING (INCLUDING NEW FILING FEES) WILL BE REQUIRED. ALL FEES ARE NON-REFUNDABLE.



MAX CLELAND
Secretary of State
State of Georgia

Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

TRANSMITTAL INFORMATION FOR GEORGIA
PROFIT OR NONPROFIT CORPORATIONS

J. F. GULLION
Director

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # 940200381 PENDING CONTROL # P057468 CONTROL # 9408056
 Docket Code 311 Corporation Type DN
 Date Filed 1/20/94 Amount Received \$ 60.00 Check/Receipt # 1994
 Jurisdiction (County) Code 31 Clayton
 Examiner 12/76 Date Completed _____

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1. 933560243
 Corporate Name Reservation Number
TIV-AMERICAN FOUNDATIONS, INC.
 Corporate Name (exactly as appears on name reservation)

2. JOSEPH K. UNONGO Telephone Number (404) 969-9311
 Applicant/Attorney
6726 TARA BLVD #26-G Address
JONESBORO City GEORGIA State 30236 Zip Code

3. NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)

1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)
2. ORIGINAL ARTICLES OF INCORPORATION
3. ONE COPY OF ARTICLES OF INCORPORATION

I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or a Notice of Intent to Incorporate with a publishing fee of \$40.00 has been mailed or delivered to the authorized newspaper as required by law.

[Signature] Date 01-01-94
 Authorized Signature

Secretary of State
Corporations Division
315 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K91760296
CONTROL NUMBER : K408056
DATE INCORPORATED: 01/20/1994
DATE DISSOLVED : 08/06/1996
EFFECTIVE DATE : 06/22/1999
REFERENCE : 0033
PRINT DATE : 06/25/1999
FORM NUMBER : 122

CHEPHAS TARDZER
300 DEERING RD., N.W. #4203
ATLANTA GA 30309

CERTIFICATE OF REINSTATEMENT

I, Cathy Cox, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

TIV-AMERICAN FOUNDATION, INC.
A DOMESTIC NONPROFIT CORPORATION

was incorporated and later dissolved on the dates stated above. Said corporation has filed an application for reinstatement, has paid all fees and penalties due to the Secretary of State, and has filed an updated annual registration. Attached hereto is a true and correct copy of said application.

WHEREFORE, said corporation is hereby reinstated as of the effective date of this certificate, having met the requirements for reinstatement under Title 14 of the Official Code of Georgia Annotated. The corporation's reinstatement shall relate back to and take effect as of the date of the administrative dissolution and the corporation may resume its business as if the administrative dissolution had never occurred.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
CATHY COX
SECRETARY OF STATE





Secretary of State
Cathy Cox

CORPORATIONS DIVISION
315 West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

K9176028

CEPHAS TARDZER
300 DEERING RD., N.W.
NO. 4203
ATLANTA GA 30309

RESERVATION NUMBER: K90991107
CONTROL NUMBER : K408056
DATE DISSOLVED : 08/06/1996
TELEPHONE NUMBER : 404-656-2817
AMOUNT DUE : \$175.00
PRINT DATE : 04/09/1999
FORM NUMBER : 522

APPLICATION FOR REINSTATEMENT OF A DOMESTIC CORPORATION

Pursuant to the provisions of Title 14 of the Official Code of Georgia Annotated, the undersigned domestic corporation hereby applies to the Secretary of State for a certificate of reinstatement of a domestic corporation and submits the following:

**TIV-AMERICAN FOUNDATION, INC.
A DOMESTIC NONPROFIT CORPORATION**

Was administratively dissolved by the Office of Secretary of State on the date stated above for failure to comply with the requirements of Title 14 of the Official Code of Georgia Annotated. Grounds for the dissolution either did not exist or have been eliminated. All taxes owed by the corporation have been paid. The name, satisfying the requirements of Title 14 of the Official Code of Georgia Annotated, by which the corporation will hereafter be known is

TIV-AMERICAN FOUNDATION, INC.

This application must be accompanied by the annual registration coupon printed below and the amount due above which is the sum of the filing fee and the total annual fees.

Complete and return all copies of this form with a check made payable to the Secretary of State for the amount due above. This application must be signed by the Chairman of the Board of Directors, President, or other Corporate Officer.

SECRETARY OF STATE
JUN 22 2 42 PM '99
BSR (6)

[Signature]
SIGNATURE AND TITLE *President*

04/19/99
DATE

Secretary of State
Corporations Division
315 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K91760348
CONTROL NUMBER: K408056
EFFECTIVE DATE: 06/22/1999
REFERENCE : 0033
PRINT DATE : 06/25/1999
FORM NUMBER : 111

CHEPHAS TRADZER
300 DERRING RD., N.W. #4203
ATLANTA GA 30309

CERTIFICATE OF AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

TIV-AMERICAN FOUNDATION, INC.
A DOMESTIC NONPROFIT CORPORATION

has filed articles of amendment in the office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
CATHY COX
SECRETARY OF STATE



K91760348
K408054

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF
TIV AMERICAN FOUNDATION, INC.**

PREAMBLE

Pursuant to the Bylaws of Tiv American Foundation, Inc, the following Articles of Amendment were approved and adopted on April 2, 1999 by a unanimous vote of the Board of Directors of Tiv American Foundation (TAF), Inc. which bylaws did not require a vote of the members for amendment. The Articles of Incorporation of Tiv American Foundation (TAF), Inc. are hereby amended as follows:

ARTICLE I: NAME

The name of the corporation is Tiv American Foundation (TAF), Inc.

ARTICLE II: ORGANIZATION

The corporation is organized as a nonprofit corporation pursuant to the Georgia Nonprofit Corporation Code. The corporation shall have perpetual duration.

ARTICLE III: PURPOSES

The objectives for which the corporation is organized are exclusively charitable, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, namely, the corporation is:

- (1) To promote understanding and cultural exchanges between the people of America and the Tiv people of central Nigeria.
- (2) To encourage a free flow of information, scientific research, and technological know-how between Americans and the Tiv people of central Nigeria in areas of education, telecommunications and public health.
- (3) To encourage trade, tourism, and business partnerships between the American people and the Tiv people of central Nigeria by acting as a referral source between the parties concerned.
- (4) To promote, extend, and protect the interests and general wellbeing of Tiv people currently living and working in North America.
- (5) To carry out any of the above activities in any part of the world, either as principals, agents, trustees or otherwise and either alone or in conjunction with others, and by or through agents, subcontractors, trustees or otherwise.

ARTICLE IV: CAPITAL STOCK

The corporation is not authorized to issue capital stock, but shall have a board of directors comprised of persons who share its mission and objectives as stipulated in these articles of incorporation and bylaws.

ARTICLE V: REGISTERED OFFICE

The street address and initial registered office of the corporation is 135 Strand Hill Road, Tyrone, GA 30290 and the registered agent of the corporation at such address is Cephas Tardzer.

ARTICLE VI: INCORPORATORS

The names and mailing addresses of the incorporators, who are to serve as initial members of the Board of Directors as stipulated in the bylaws are:

Henry K. Mngerem	Peter T. Tivzenda	Joseph Unongo	Jude Unongo
135 Strand Hill Rd.	281 Piedmont Rd.	511 Parkwd Way	511 Parkwd Way
Tyrone, GA 30290	Marietta, GA 30066	Jonesboro, GA 30236	Jonesboro, GA 30236

ARTICLE VII: MAILING ADDRESS

The mailing address of the principal office of the corporation is 135 Strand Hill Road, Tyrone, GA 30290.

ARTICLE VIII: TAX EXEMPT AND OTHER PROVISIONS

LIMITATION ON ACTIVITIES: Notwithstanding any provision of these Articles, this corporation shall not carry on any propaganda, or otherwise attempt to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code of 1986), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1986, or (ii) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986.

ARTICLE IX: PROHIBITION AGAINST PRIVATE INUREMENT

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

ARTICLE X: WINDING UP

Upon the dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all liabilities of the corporation, shall distribute all of the assets of the corporation to any one or more successor or affiliated organizations selected by the Board of Directors provided that any such recipient must at that time qualify as an exempt organization under Section 501 (c) (3) of the IRC (or the corresponding provision of any future United States internal Revenue Law), and if none of such organizations so qualify, or all of them are at that time unable or unwilling to receive such assets, then to such organization or organizations organized exclusively for charitable or educational purposes as shall at the time so qualify, as the Board of Directors shall determine. Any such assets not so disposed of by the Board of Directors shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes, as said court shall determine.

IN WITNESS WHEREOF, the undersigned executes these Articles of Amendment to the Articles of Incorporation of Tiv American Foundation (TAF), Inc. this 6th day of June, 1999.


Henry K. Mngerem, President

SECRETARY OF STATE
JUN 22 2 42 PM '99
BSR (6)

7

**MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF
TIV AMERICAN FOUNDATION (TAF), INC.**

A special meeting of the Board of Directors of the above captioned Corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Directors, fixing such time and place, and prefixed to the minutes of this meeting.

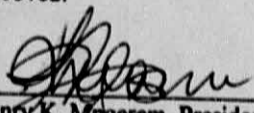
All of the members of the Board of Directors being present, the meeting was called to order by the President. The President then advised that all of the members had requested that the Corporation file amended articles to amend its articles of incorporation as a nonprofit corporation pursuant to the Georgia Nonprofit Corporation Code in order to better fulfill its charitable, literary and educational objectives under Section 501(c)(3) of the Internal Revenue Code of 1986. He noted that the Corporation's objectives and planned activities met all of the requirements for qualification and he recommended that immediate action be taken to amend the articles of incorporation. Upon motion duly made, seconded and unanimously carried, it was,

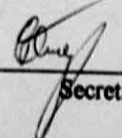
RESOLVED, that the Corporation elect to be treated as a nonprofit corporation under the Georgia Nonprofit Corporation Code and to seek tax exempt status within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, subject to receipt of written consent to such election by all of the members; and it was further

RESOLVED, that upon receipt of written consent to said election by all of the members, the President is hereby authorized and directed to take any and all action necessary to comply with all of the requirements of the Georgia Business Corporations Code Section 14-3-1005 as well as Section 501(c)(3) of the United States Internal Revenue Code of 1986 in effecting said election.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

Approved:


Henry K. Mingerem, President


Secretary

Date 04-02-99

**WAIVER OF NOTICE OF MEETING OF THE BOARD
OF
DIRECTORS OF TIV AMERICAN FOUNDATION (TAF), INC.**

We the undersigned do hereby constitute all the Directors of the above named corporation and do hereby waive notice as to time and place of the special meeting of the Board of Directors of the aforementioned corporation,

Furthermore, we hereby consent and agree that said meeting shall be held at one o'clock p.m. on the second day of April, 1999 at the following address:
135 Strand Hill Road
Tyrone, GA 30290

Purpose of Meeting: To approve articles of amendment to the articles of incorporation of Tiv American Foundation (TAF), Inc.

We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment thereof as may be deemed advisable by the Directors present thereat. Any business transacted at such meeting or at any adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

We do hereby affix our names and signatures below to show our waiver of notice of said meeting.

Name

Signature

MOSES A. KPEZA

M. A. KPEZA

JUDE UNWISO

[Signature]

PETER TIVZENDA

Peter Tivzenda

Joseph Unwiso

[Signature]

Dated: 03-20-99