

CERTIFICATE OF INCORPORATION

OF

AfriMETRO, Inc.

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is:

AfriMETRO, Inc.

SECOND: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law.

THIRD: Purposes for which the corporation is formed are as follows:

AfriMETRO, Inc. is organized exclusively for charitable purposes, including, for such purposes, (1) the making of distributions to organizations (particularly those that offer goods and services that benefit people of African heritage) that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and (2) to motivate its network of Africans, and those who support the purpose of AfriMETRO, to build a new positive image and appreciation for Africa and Africans by organizing charitable programming that inform, empower, celebrate (a) people of African heritage and those who support the purpose of AfriMETRO and (b) provide necessary goods and services to the underprivileged in Africa and people of African descent in the Disapora.

FOURTH: The corporation shall be a type B corporation pursuant to Section 201 of the Not-for-Profit Corporation law.

FIFTH: The office of the corporation is to be located in the County of New York, State of New York.

SIXTH: The names and addresses of the initial directors of the corporation are:

Folake K. Ayoola
50 Christopher Columbus Drive, #3103
Jersey City, NJ 07302

Leon Fangnigbe
123-25 82nd Avenue, #4B
Kew Gardens, NY 11415

Modinat "Abby" Kotun
9809 Richmond Avenue, Apt C8
Houston, TX 77042

SEVENTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

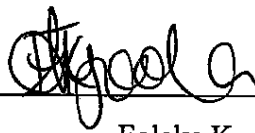
50 Christopher Columbus Drive, #3103
Jersey City, NJ 07302

EIGHTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 set forth in the Statement of Purpose hereof. The property of this corporation is irrevocably dedicated to its purpose and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

No substantial 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise powers that are not in furtherance of the purposes of this corporation.

Upon the 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 the 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.

NINTH: Incorporator:



Folake K. Ayoola
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