

FILED

SEP 29 2017

BY *qfB* 313674

10:55



State of Rhode Island and Providence Plantations
Department of State - Business Services Division
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040 | Email: corporations@sos.ri.gov | Website: www.sos.ri.gov

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 R.I. DEPT. OF STATE
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**Application for Certificate of Authority
 Non-Profit Corporation
 Filing Fee: \$50.00**

Pursuant to the provisions of RIGL 7-6-74, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is:		
CITIZEN WELLNESS AND ADVOCACY FOUNDATION		
If this name is unavailable in Rhode Island, the corporation's elected name is:		
2. It is incorporated under the laws of:	<i>Nigeria</i>	
3. The date of its incorporation is:	06/19/2017	
And the period of its duration is: CHECK ONLY ONE BOX		
<input checked="" type="checkbox"/> Perpetual (on-going)		
<input type="checkbox"/> Date certain for dissolution _____		
4. The address of its principal place of business is:		
17 COGGESHALL STREET, PROVIDENCE, RHODE ISLAND, USA		
5. The name and address of the initial registered agent/office in Rhode Island is:		
Agent Name RASHID RAJI		
Street Address (NOT a P.O. Box) 17 COGGESHALL STREET		
City/Town PROVIDENCE	State RHODE ISLAND	Zip Code 02908
6. List the specific purposes for transacting business in Rhode Island:		
TO RAISE FUNDS TO IMPLEMENT PROGRAMS IN RHODE ISLAND AND IN NIGERIA.		
Check the box to indicate an attachment. <input checked="" type="checkbox"/>		

7. The names and respective addresses of its directors and officers are:		
OFFICE	NAME	ADDRESS
Director		
Director		
Director		
President	RASHID RAJI	17 COGGESHALL STREET, PROVIDENCE, RHO
Vice President	DOYIN IYIOLA	18, OLADOKUN AVENUE DANKORO ESTATE, C
Treasurer		
Secretary	SULAIMAN ZUBAIR	8, ADENIRAN STREET, ALAPERRE, LAGOS, NIGI
Check the box to indicate an attachment. <input checked="" type="checkbox"/>		
8. This application must be accompanied by Certified Copies of its Articles of Incorporation and ALL Amendments issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.		
Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including and accompanying attachments, and that all statements contained herein are true and correct.		
Signature of <input checked="" type="checkbox"/> President or <input type="checkbox"/> Vice President SIGN DOCUMENT HERE	Type or Print Name of Officer RASHID RAJI	Date 9/20/17
Signature of <input checked="" type="checkbox"/> Secretary or <input type="checkbox"/> Assistant Secretary SIGN DOCUMENT HERE	Type or Print Name of Officer SULAIMAN ZUBAIR	Date 9/20/17

CAC/IT/NO 98535



**CORPORATE AFFAIRS COMMISSION
FEDERAL REPUBLIC OF NIGERIA**

Certificate of Incorporation

of the Incorporated Trustees of

CITIZEN WELLNESS AND ADVOCACY FOUNDATION

I hereby certify that

RAJI RASHIDI AJANI, IYIOLA ADEDOYIN LUKMAN, ZUBAIR SULAIMAN OLADIMEJI

*the duly appointed trustees of CITIZEN WELLNESS AND ADVOCACY
FOUNDATION have this day been registered as a corporate body, subject to the
below mentioned conditions and directions.*

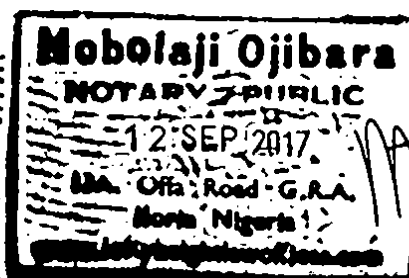
*Given under my hand and the Common Seal of the Corporate Affairs
Commission at Abuja this 19th day of June, 2017*

CONDITIONS AND DIRECTIONS

This certificate is liable to cancellation should the objects or the rules of the body be changed without the previous consent in writing of the Registrar General or should the body at any time permit or condone any divergence from or breach of such objects and rules.

Note:

This certificate does not bestow upon the Organization the right to establish any institution, engage in any business and the like without permission from the appropriate authority



Certified True Copy

BELLO MAHMUD

Registrar General

0995117

THE CONSTITUTION OF

CITIZEN WELLNESS AND ADVOCACY FOUNDATION

PREAMBLE

We, the members of **CITIZEN WELLNESS AND ADVOCACY FOUNDATION** a not for-profit and non-political organisation do firmly and solemnly resolve to provide for ourselves a constitution and to be governed by the provisions therein contained.

ARTICLE 1: NAME

The name of the Association is **INCORPORATED TRUSTEES OF CITIZEN WELLNESS AND ADVOCACY FOUNDATION**

ARTICLE 2: ADDRESS

The address of the Association shall be :
OLUNLADE AREA ITAGONMA, P.O. BOX, 2400, ILORIN KWARA STATE., ILORIN, KWARA

ARTICLE 3: AIMS AND OBJECTIVES

The aims and objectives of the association are:

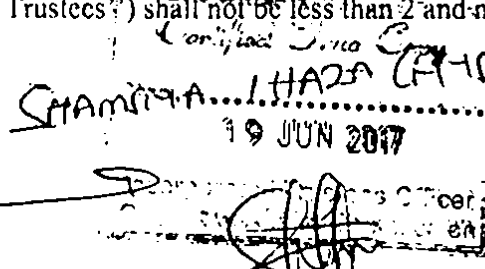
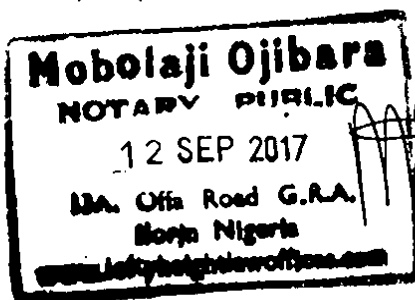
- 1 Extensive collaboration with relevant stakeholders in relevant sectors to improve access to mental health in the community.
- 2 To provide holistic and comprehensive integrative counseling in the community.
- 3 Collaborate with existing structures such as government, civil society groups, schools, hospitals, non-profit organizations, local government administration and other relevant stakeholders to promote mental health in the community.
- 4 To support interventions with empirical and evidenced based practices.
- 5 To transfer and disseminate skills and knowledge through training, internship programing, conferences and documentation.
- 6 To educate and enlighten the society on how to live a healthy lifestyle.

ARTICLE 4: TRUSTEES

(A) The Trustees of **CITIZEN WELLNESS AND ADVOCACY FOUNDATION** for the purpose of the Companies and Allied Matters Act no. 1 of 1990, shall be elected at a General Meeting charged with responsibility of selecting the Trustees with 2/3 majority votes of members present.

(B) Such Trustees (Hereinafter referred to as, "The Trustees") shall not be less than 2 and more than 10 in number.

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- (C) A Trustee may hold office for 8 years but shall cease to hold office if he:
- Resigns his office
 - Ceases to be a member of the registered Trustees of the body.
 - Becomes insane
 - Is officially declared bankrupt
 - Is convicted of a criminal offence involving dishonesty by a Court of competent jurisdiction
 - Is recommended for removal from office by a board of Governors and Trustees majority vote of members present at any General Meeting of the body
 - Ceases to reside in Nigeria
- (D) Upon a vacancy occurring in the number of Trustees a General Meeting will be held to appoint another eligible member of the Association.

ARTICLE 5: COMMON SEAL

- (A) The Trustees shall have a Common seal.
 (B) Such seal shall be kept in the custody of the Trustees and shall produce it when required for use by the Trustees.
 (C) All documents to be executed by the Trustees shall be signed by such member of them and sealed with the Common seal.

ARTICLE 6: MEETINGS

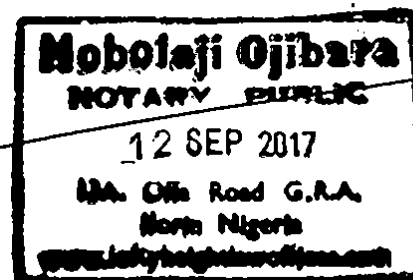
For effective administration of the Association, there shall be the following meetings:

SN	MEETING NAME	MEETING QUORUM
1	ANNUAL GENERAL MEETING	THE MEETING SHALL PUT INTO CONSIDERATION THE NUMBER OF MEMBERS INVOLVED IN THE MEETING AND THEREBY DETERMINE WHAT SHALL BE THE QUORUM AT THE MEETING, WHICH SHALL NOT BE LESS THAN 2/3 OF THE MEMBERS.
2	EXECUTIVE COUNCIL MEETING	THE MEETINGS OF THE EXECUTIVE COUNCIL SHALL PUT INTO CONSIDERATION THE NUMBER OF MEMBERS INVOLVED IN THE MEETING, WHICH SHALL NOT BE LESS THAN 2/3 OF THE MEMBERS.
3	EMERGENCY MEETING	THE MEETING SHALL PUT INTO CONSIDERATION THE NUMBER OF MEMBERS INVOLVED IN THE MEETING, WHICH SHALL NOT BE LESS THAN 2/3 OF THE MEMBERS.

ARTICLE 7: GOVERNING BODY

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THE GOVERNING BODY SHALL CONSIST OF THE GOVERNING COUNCIL AND THE EXECUTIVE COUNCIL. THE GOVERNING COUNCIL CONSIST OF THE BOARD OF TRUSTEES AND MEMBERS WHILE THE EXECUTIVE COUNCIL SHALL CONSIST OF THE CHAIRMAN AND OTHER OFFICIALS.

ARTICLE 8: SOURCES OF INCOME

The sources of income for the Association shall include:

DONATIONS FROM INDIVIDUALS, CORPORATE BODIES, ORGANISATIONS IN NIGERIA OR ELSEWHERE. GRANTS AND ASSISTANCE FROM INDIVIDUALS, TRUSTS FUND AND OTHER CHARITABLE OR PHILANTHROPIC ORGANIZATIONS IN NIGERIA OR ELSEWHERE.

ARTICLE 9: DISBURSEMENT AND APPLICATION OF FUNDS

DISBURSEMENT AND APPLICATION OF FUNDS SHALL BE APPLIED FOR PROMOTION OF AIMS AND OBJECTIVES OF THE FOUNDATION. THE WITHDRAWAL OF FUNDS SHALL BE SIGNED BY TWO SIGNATORIES TO THE ACCOUNT. THE CHAIRMAN AND THE TREASURER. DISBURSEMENT AND APPLICATION OF FUNDS SHALL BE APPLIED FOR PROMOTION OF AIMS AND OBJECTIVES OF THE FOUNDATION. THE WITHDRAWAL OF FUNDS SHALL BE SIGNED BY TWO SIGNATORIES TO THE ACCOUNT. THE CHAIRMAN AND THE TREASURER.

Stamp: 14 JUN 2017, Officer, Association

ARTICLE 10: KEEPING ACCOUNT

KEEPING OF ACCOUNT RECORDS SHALL BE DONE BY THE FINANCIAL SECRETARY WHILE THE PHYSICAL CASH SHALL BE KEPT BY THE TREASURER.

The Association shall ensure the accurate keeping of record of all income and expenditure

ARTICLE 11: APPOINTMENT OF AUDITOR(S)

1. Independent qualified and licenced Auditors shall be appointed by the general meeting to audit the financial records of the Association annually and submit an audited report to the Annual General Meeting of the Association.
2. The audited financial statements (balance sheet and income and expenditure account) duly certified by independent auditors shall be annexed to the annual returns and file with the Corporate Affairs Commission.

ARTICLE 12: AMENDMENT OF CONSTITUTION

The Association may alter the provision of its Constitution at a General meeting by a resolution passed by a simple majority of its members and approved by the Commission.

ARTICLE 13: SPECIAL CLAUSE

(1) THE INCOME AND PROPERTY OF shall be applied solely towards the promotion of the objective of the body as set forth in this RULES AND REGULATION/CONSTITUTION: and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

(2) PROVIDED that nothing herein shall prevent the payment in good faith, or reasonable and proper

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Stamp: Mobolaji Ojibara, NOTARY PUBLIC, 12 SEP 2017, 12A, Offs Road G.R.A, Lagos, Nigeria


remuneration to any officer or servant of the Association in return for any service actually rendered to the Association:

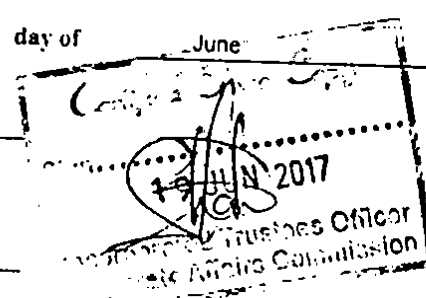
a. With the exception of ex-officio members of the Governing Council, no member of the Council of Management or Governing Body shall be appointed to any salaried office of the Association or any office of the Association paid by fees; and b. No remuneration or other benefit in money or money's worth shall be given by the body to any member of such Council or Governing Body except repayment of out of pocket expenses or reasonable and proper rent for premises demised, or let to the Association or reasonable fees for services rendered.


(3) If in the event of a winding up or dissolution of the corporate body if there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institutions, having objects similar to the object of Association, such institutions to be determined by the members of the Association at or before the time of dissolution.

(4) If effect cannot be given to the aforesaid provisions, then the remaining property shall be transferred to some charitable object.

Dated this 13th day of June 20 17


Signature of Chairman

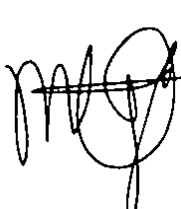



Signature of Secretary & Date

RAJI RASHIDI AJANI
Name of Chairman & Tel. No.

ZUBAIR SULAIMAN OLADIMEJI
Name of Secretary & Tel. No.

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Mobolaji Ojibara
NOTARY PUBLIC
12 SEP 2017
11A, Off Road G.R.A.
Borjo Nigeria
www.lagosnotarypublic.com



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

September 29, 2017 10:55 AM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

