

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 02/05/2002  
020077161 - 3486236

**CERTIFICATE OF INCORPORATION**  
**OF**  
**THE NATIONAL ORGANIZATION OF BLACK LAW**  
**ENFORCEMENT PROFESSIONALS, INC.,**

The undersigned incorporator, a natural person 18 years of age or older, in order to form a nonprofit corporate entity under Delaware Statutes Title 6, Chapter 19, adopts the following certificate of incorporation.

**ARTICLE I**

**NAME**

The name of this nonprofit corporation shall be The National Organization of Black Law Enforcement Professionals, Inc.

**ARTICLE II**

**REGISTERED AGENT**

The name of the Registered Agent is The Company Corporation located at Suite 400, 2711 Centerville Road, City of Wilmington, County of New Castle, in the State of Delaware, 19808.

**ARTICLE III**

**PURPOSE**

This nonprofit corporation is organized exclusively for political, educational, scientific, and charitable purposes, more specifically to promote and enhance the opportunities of black law enforcement personnel throughout the United States of America and the World. To this end, the corporation shall at all times be operated exclusively for educational, political, scientific, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

## ARTICLE IV

### EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE V

### DURATION

The duration of the corporate existence shall be perpetual.

## ARTICLE VI

### MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have certificates of ownership issued to its members, as established by a majority vote of its Board. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. Directors shall have a right, title, or interest in or to any property of the corporation as established by the Board.

The number of Directors constituting the first Board of Directors is Seven (7) their names, and their official title are as follows:

Ms. Rochelle Bilal, President;

Mr. Elliot T. Boyce, Sr., Vice-President;

Ms. Diana Barnes, Secretary;

Ms. Carmel E. Precia, Treasurer;

Ms. Juanita Ward Frances, Finance;  
Mr. Daryl K. Roberts, Sgt. At Arms; and  
Mr. Malik Merritt, Information Officer.

#### ARTICLE VI I

#### PERSONAL LIABILITY

No member, officer, of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officer, or directors be subject to the payment of the debts and obligations of this corporation.

#### ARTICLE VIII

#### DISSOLUTION

Upon the dissolution of the organization, 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 disposed of by the District Court of the county in which the principal office of the organization is then located, 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 IX

#### INCORPORATOR

The incorporator of this corporation is:

Angelo L. Cameron, Esquire

The undersigned incorporator certifies that he executes these articles for this Certificate of Incorporation for the purposes herein stated.

  
Angelo L. Cameron, Esquire -Signature

Title - Incorporator

C/o Cameron & Lee, P.C., 1502 Catharine Street, Suite 102, Philadelphia,  
Pennsylvania 19146

February 5, 2002

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
(A CORPORATION WITHOUT CAPITAL STOCK)**

THE NATIONAL ORGANIZATION OF BLACK LAW ENFORCEMENT PROFESSIONALS, INC.  
a corporation organized and existing under the laws of the State of Delaware, hereby  
certifies as follows:

(1) That at said meeting a vote of the members of the governing body was taken  
for and against the amendment to the Certificate of Incorporation, said Amendment being  
as follows: Article One will read as follows:

The name of the corporation is The National Association of Black  
Law Enforcement Officers, Inc.

(2) That said amendment was duly adopted in accordance with the provisions of  
Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Certificate of Amendment  
has caused this certificate to be signed by Rochelle Bilal  
an authorized officer, this 18th day of July, A.D. 2002.

BY:   
(Authorized Officer)

NAME: Rochelle Bilal  
(Type or Print)

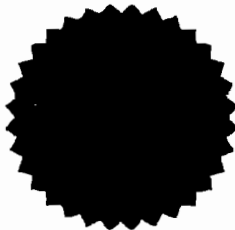
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE NATIONAL ORGANIZATION OF BLACK LAW ENFORCEMENT PROFESSIONALS, INC.", CHANGING ITS NAME FROM "THE NATIONAL ORGANIZATION OF BLACK LAW ENFORCEMENT PROFESSIONALS, INC." TO "THE NATIONAL ASSOCIATION OF BLACK LAW ENFORCEMENT OFFICERS, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JULY, A.D. 2002, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3486236 8100

AUTHENTICATION: 1935777

020461375

DATE: 08-14-02