JOHN INCORVIA, P.A.

Law Office

JOHN INCORVIA, JD, LLM IN TAXATION FL, DC, UNITED STATES TAX COURT

655 NW 128 STREET SUITE 201 MIAMI, FL 33168

OF COUNSEL: ALAN ROTHBERG, JD, MBA

ALAN ROTHBERG, JD, MBA FL, CT, NY, UNITED STATES DISTRICT COURT (305) 681-7877 FAX: (305) 681-9167

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Tarrahassee, Florida 32399 (904) 487-6052

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To whom it may concern:

Enclosed herewith are the Articles of Incorporation for Haitian American Christian Organization, Inc., a Designation of Registered Agent, and a check for \$78.75 to cover the costs for filing these, and for a Certificate of Status.

Very truly yours,

John T. Incorvia

SECRETARY OF STATE TALL AHASSEE FLORID

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

August 11, 2000

JOHN T. INCORVIA, P.A. 655 NW 128 STREET SUITE 201 MIAMI, FL 33168

SUBJECT: HAITIAN AMERICAN STUDENT FOUNDATION, INC.

Ref. Number: W00000019882

We have received your document for HAITIAN AMERICAN STUDENT FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

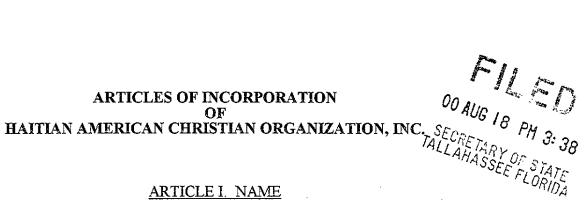
The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Letter Number: 200A00043433

Teresa Brown Corporate Specialist



ARTICLE I. NAME

The name of this corporation shall be HAITIAN AMERICAN CHRISTIAN ORGANIZATION, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9959 NW 7th Avenue, Miami, FL 33150

ARTICLE III. CORPORATE PURPOSE

- This corporation shall be organized and operated exclusively for charitable purposes within the 1. meaning of section 501 of the Internal Revenue Code of 1986 (IRC) as amended from time to time. The powers of the corporation shall be limited to only those powers permitted to be carried on by a corporation exempt from federal income taxation under the appropriate section of the IRC.
- No part of the income of the corporation shall be distributed to the members, directors or officers 2. except to the extent the member, director or officer is being paid fair compensation for services rendered as an employee of the corporation, and if not in conflict with section 501 of the IRC or any regulation promulgated, now or in the future, regarding section 501.
- In the event that the corporation shall be dissolved, voluntarily or involuntarily, the Board of 3. Directors, after providing for payment of the outstanding debts and obligations of the corporation, shall distribute the remaining assets at their discretion to one or more charitable organizations, which are or may become engaged in activities similar to the purposes of this corporation and which are also exempt from federal income taxation under the IRC, section 501. In no event shall any asset of the corporation be distributed to any present or former member of the corporation.

ARTICLE IV. BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors who shall determine policy. The Board shall be composed of not less than three (3) nor more than nine (9) voting members, who must also be participants in the corporation. Directors shall be elected or appointed as specified in the Bylaws of this corporation. The initial Board of Directors and their respective addresses are:

Bernie Fleurinor, 385 NE 129th Street, North Miami, FL 33161, Lucienne Fleurinor, 385 NE 129th Street, North Miami, FL 33161, Dr. Gide Pierre, 14201 NW 7th Avenue, Miami, FL 33168, Jean Fleurinor, 9920 NW 7th Avenue, Miami, FL 33150, and Marc Wilder Sainvil, 9920 NW 7th Avenue, Miami, FL 33150

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ARTICLE V. CORPORATE PURPOSE

This corporation was formed to provide a vehicle for Haitian-Americans to provide charitable support to the community at large, especially via educational programs, food for the hungry, temporary shelters, and direct financial assistance when and as possible.

ARTICLE VI. REGISTERED AGENT

The name and street address of the registered of this corporation is:

Bernie Fleurinor, 9959 NW 7th Avenue, Miami, FL 33150

SECTION VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

John Incorvia, Esq. 655A NW 128 Street Miami, Florida 33168-2735

The undersigned has executed these Articles of Incorporation this 14th day of August, 2000.

John Incorvia, Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes sections 48.091 and 607.0501, the understand corporation, desiring to organize under the laws of the State of Florida, submits the following a statement:

- 1. The name of the corporation is HAITIAN AMERICAN CHRISTIAN ORGANIZATION, INC.
- 2. The address of the registered office is 9959 NW 7th Avenue, Miami, FL 33150.
- 3. The name of the registered agent is Bernie Fleurinor.

Signature:

John Incorvia, Incorporator

Date:

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the duties and obligations of this position, I hereby accept appointment as registered agent, agree to act in this capacity and comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Signature: 2

Bernie Fleurinor, Registered Agent

Date