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FLORIDA NON-PROFIT CORPORATION

HAITIAN AMERICAN ALLIANCE YOUTH FOUNDATION INC.

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**ARTICLES OF INCORPORATION
OF
HAITIAN AMERICAN ALLIANCE YOUTH FOUNDATION INC.
(A corporation not-for-profit)**

The undersigned, for the purpose of forming a Not-for-profit Corporation pursuant to Chapter 617 of the Florida Statutes, hereby certify as follows:

ARTICLE I. NAME

The name of this corporation is **HAITIAN AMERICAN ALLIANCE YOUTH FOUNDATION INC.** The address of the principal office of the corporation shall be **8445 NE 2 Ave., Miami, Florida 33138.**

ARTICLE II. PURPOSES

The purpose for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal revenue Code. Notwithstanding any other provision hereof, the corporation may transact or engage in any business permitted to be conducted or carried on under the provisions of Section 510(c)(3) of the Internal Revenue Code and its Regulations and shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now exist or as they may hereafter be amended.

ARTICLE III. OBJECTIVE

To foster beautification, to help poor families, to provide scholarships and after school programs, to provide tutoring and help needy students with academic performance, to help students with learning disabilities, to help abolish juvenile delinquency and prevent potential school drop outs, to provide computer training, to provide training in video recording technology and perform public awareness message and in three languages, Spanish, Creole and English, to provide training for tv studio and radio broadcasting, to provide youth counseling for drug and alcohol awareness program and to engage in any like activities or business permitted under the laws of the United States and of the State of Florida and to carry on any activity allowed to not-for-profit corporations under the Internal Revenue Code as amended from time to time.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be **4960 SW 72**

H00000052783 8

Ave. # 301, Miami, Florida 33155, and the name of the initial registered agent of the corporation is **DEBORAH M. EDWARDS**, whose address is 4960 SW 72 Ave. # 301, Miami, Florida 33155.

ARTICLE VI DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable or educational organizations, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they may now exist, or as they may hereafter be amended.

ARTICLE VII. POWERS OF THE CORPORATION

As a means of accomplishing the foregoing purpose, the Corporation may exercise the any powers not prohibited by law and by the Internal Revenue Code including but not limited to the following:

- 1) To accept, acquire, purchase, sell, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.
- 2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.
- 3) To apply for and receive grants, to borrow money, and, from time-to-time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.
- 4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now exist or as they may hereafter be amended.

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**ARTICLE VIII.
MEMBERS**

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time-to-time hereafter, may become members, in the manner provided for in the By-Laws.

**ARTICLE IX.
SUBSCRIBER**

The names and residence of the subscriber to these Articles is:

<u>NAME</u>	<u>RESIDENCE</u>
DEBORAH M. EDWARDS	4960 SW 72 Ave. Suite 301 Miami, Fl. 33155

ARTICLE X. OFFICERS

The officers of the Corporation shall be a President, such number of Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
PRESIDENT	PHILLIPPE DEROSE 420 NE 87 St. Miami, Fl. 33138
VICE-PRESIDENT	WILNER REGOUIS 45 NE 54 St. Miami, Fl. 33137
TREASURER	WILLIAM LACASSE 9220 Fountainbleau Blvd. Apt. 511 Miami, Fl. 33172
SECRETARY	GLADIMIR DACTOUR 500 NE 87 St. EL Portal, Fl. 33138

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The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE XI. BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have five (12) Directors, initially. The number of Directors may be increased from time-to-time, by the By-Laws, but shall never be less than (3). The Board of Directors shall be members of the Corporation. Members of the Board of Directors shall be elected and hold office, in accordance with the By-Laws.

The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the Corporation are:

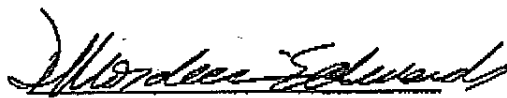
NAME	RESIDENCE
GLADIMIR DACTOUR	500 NE 87 St. EL Portal, Fl. 33138
EMMANUEL DEROSE	300 NW 36 St. Miami, Fl. 33127
WILLIAM LACASSE	9220 Fountainbleau Blvd. Apt. 511 Miami, Fl. 33172
WILNER REGOUIS	45 NE 54 St. Miami, Fl. 33137
JONAS DUVERNE	10011 Rerinkle St. Miramar, Fl. 33025
JEAN METELLUS	4095 Ludlam Rd. Miami, Fl. 33155
LUCNER JEAN	1 NE 36 St. Miami, Fl. 33127
RON CORDON	335 NW 54 St. Miami, Fl. 33127
JEAN ANDRE ESTIME	8320 NE 2 Ave. Miami, Fl. 33138

ALEX EMMANUEL	500 NE 87 St. El Portal, Fl. 33138
ANTONIO WARD	8445 NE 2 Ave. Miami, Fla. 33138
DESLANDES CODIO	480 NE 90 St. Miami, Fl. 33138

**ARTICLE XII.
BY-LAWS**

The Board of Directors of this corporation and the members of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time-to-time.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set my hand and seal this 5th day of October, 2000 for the purpose of forming this corporation not-for-profit, under the Laws of the State of Florida.


DEBORAH M. EDWARDS

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

DEBORAH M. EDWARDS, having a mailing address of 4960 SW 72 Ave., Suite 301, Miami, Florida 33155, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


DEBORAH M. EDWARDS

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