

H0300000/0407

File # 01-03103P Fernand Lamothe C.A.  
Division of Corporations

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Florida Department of State  
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To: Division of Corporations  
Fax Number : (850)203-0381

From: Account Name : FERNAND LAMOTHE, INC.  
Account Number : 105057001570  
Phone : (954)922-1313  
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FLORIDA NON-PROFIT CORPORATION  
ARTS, SPORTS AND HEALTH FOUNDATION, INC.

Certificate of Status	1
Certified Copy	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 17, 2003

FERNANDE LAMOTHER, INC.

SUBJECT: ARTS, SPORTS AND HEALTH FOUNDATION, INC.  
REF: W03000034002

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Corporations may file using only the corporate name remove the Ash Foundation from the name. Article II you must refer to the corporation by the corporation name only.

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6067.

Neyssa Culligan  
Document Specialist  
New Filings Section

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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ARTICLES OF INCORPORATION  
OF  
ARTS, SPORTS AND HEALTH FOUNDATION, INC.

The undersigned, being a natural person of at least eighteen years of age and acting as incorporator of the corporation hereby pursuant to Chapter 617, Florida Statutes, certifies that :

ARTICLE I - NAME

The name of the corporation is ARTS, SPORTS AND HEALTH FOUNDATION, INC.

ARTICLE II - NATURE

The ARTS, SPORTS AND HEALTH FOUNDATION, INC. is a corporation as defined in subparagraph (a)(5) of section 102 of the Not-for-profit Corporation Law.

ARTICLE III - DURATION

The duration of this Corporation is to be perpetual.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 1401 Dewey St., Hollywood, FL 33020.

ARTICLE V - PURPOSES

The Corporation is organized exclusively to promote education, arts, sports health internationally, including for such purposes as the funding to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended or corresponding sections of any future Federal Tax Code. The corporation seeks to :

- A- raise and administer funds to research, promote and study all areas of cultural expression with their socio-geographic articulation, by artists, artisans, athletes and scientists.
- B- research and experiment with : Education, Arts, Sports, Health and media communication as major elements of social evolution.

The Corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations herein above and herein after set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for the purposes above mentioned.

Fernand Lamothe  
1401 Dewey Street  
Hollywood, FL 33020  
Telephone (954) 922-1313

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(C) No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any member, trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(D) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and regulations issued thereunder.

(E) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purpose.

ARTICLE VI - MEMBERS

The founding members of this corporation shall consist of those persons who join as subscribers to these Articles of Incorporation.

Other members are persons, over eighteen (18) years of age or entities as may be elected to membership by majority vote of the Board of Directors of the Corporation in accordance with the provisions of the bylaws of the corporation.

The name and address of the subscribers to those Articles of Incorporation are :

Name	Address	
1- Randolph VOYARD :	14910, Bel Aire Dr., Pembroke Pines, FL. , 33027,	USA
2- César HENAO :	11, rue des Hêtres, Coyes-la-Forêt, 60580,	FRANCE
3- Fernand LAMOTHE :	1401, Dewey St., Hollywood, FL., 30020, USA	CANADA
4- Annie COUVEZ :	45, rue Richard Gardebled, Rosny-Sous-Bois, 93110,	FRANCE
5- Didier KESLER :	95, Boulevard Berthier, Paris, 75017,	FRANCE
6- Coopérative Investir Dans Galette Chambon :	1 Pas Charles, Ganthier,	HAITI
7- Éric GRAHAM :	4, Villa Privée, Bourdon, Port-au-Prince,	HAITI

ARTICLE VII - MANAGEMENT

The affairs of this corporation shall be managed by a Board of Directors who shall be elected every three years by majority vote of the members of the Corporation, at a duly called meeting, as provided in the bylaws and by officers who shall be elected every three year by majority vote of the Board of Directors. The officers thus to be elected shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided for in the bylaws

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of the Corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the bylaws.

The Corporation shall be authorized by resolution of the Board of Directors to accept contributions, endowments or subventions from members or non-members, including any unit of government, on terms and conditions not inconsistent with the provisions of the Not-for-Profit Law.

**ARTICLE VIII - DIRECTORS**

The name and address of the members of the initial Board of Directors, who, subject to these Articles, bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the members for the election of their successors, are:

NAME	OFFICE
1- Randolph VOYARD : 14910, Bel Aire Dr., Pembroke Pines, FL. , 33027	President
2- César HENAO : 11, rue des Hêtres, Coyes-la-Forêt, 60580	Vice-President
3- Fernand LAMOTHE : 1401, Dewey St., Hollywood, FL., 30020, USA	Secretary
4- Annie COUVEZ : 45, rue Richard Gardebled, Rosny-Sous-Bois, 93110	Treasurer
5- Didier KESLER : 95, Boulevard Berthier, Paris, 75017	Member
6- Eric GRAHAM : 4, Villa Privée, Bourdon, Port-au-Prince	Member

**ARTICLE IX - BYLAWS**

The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the Directors of this Corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this corporation to all of the members of the Board of Directors at least three (3) days before the meeting.

**ARTICLE X - AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles may be amended by resolution adopted by the majority of vote of the members of the corporation present at any meeting duly called and convened; provided however, that notice of the proposed notice of the action with respect to the Articles of Incorporation shall have been waived by a majority of the members of the corporation or ten (10) days advance notice of the amendment or amendments, to be considered at such meeting, shall have been given in writing personally or through any verifiable media to each member of the corporation prior to such meeting. All actions, including but not limited to Amendment of the Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

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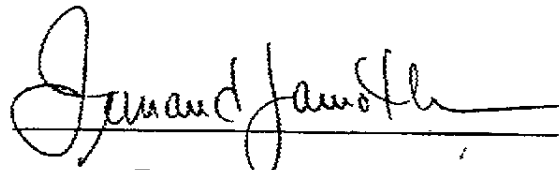
ARTICLE XI - DISSOLUTION

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 of 1986, as amended or corresponding sections of any future federal tax code, to an entity, to an entity whose charitable purposes and course of conduct are compatible with those of the Corporation. Any such assets not disposed of, shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located exclusively for such purposes or such organization(s), as such Court shall determine.

ARTICLE XII - REGISTERED OFFICE AND REGISTERED AGENT

The name of the corporation's initial registered agent is Fernand Lamothe and the street address of the corporation's initial registered office is 1401 Dewey St., Hollywood, FL., 30020, USA. The corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

In witness whereof, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 10<sup>th</sup>. day of November 2003.



Fernand Lamothe , Incorporator

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

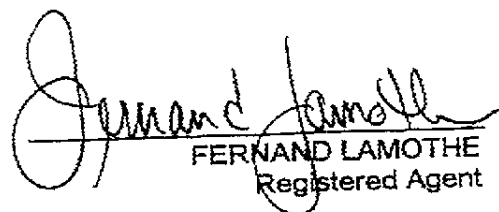
A- The name of the corporation is: ARTS, SPORTS and HEALTH FOUNDATION, INC.

B- The name and address of the registered agent and office is:

Fernand Lamothe : 1401 Dewey Street, Hollywood, FL 33020

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

Dated: 10<sup>th</sup>. day of November 2003

  
FERNAND LAMOTHE  
Registered Agent

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