

N 1900000 3187

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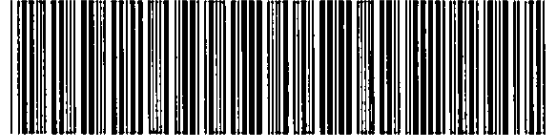
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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: FWA SA A JACMEL AVAN, INC.

DOCUMENT NUMBER: N19000003187

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MR. JAMES J. SOLAGES

(Name of Contact Person)

FWA SA A JACMEL AVAN, INC.

(Firm/ Company)

8212 NW 57<sup>TH</sup> COURT

(Address)

TAMARAC, FL. 33321

(City/ State and Zip Code)

FWASAAJACMELAVAN800@YAHOO.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MR. JAMES J. SOLAGES

(Name of Contact Person)

at 754-265-0048

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 16, 2019

JAMES J SOLAGES  
8212 NW 57 CT  
TAMARAC, FL 33321

SUBJECT: FWA SA A JACMEL AVAN, INC.  
Ref. Number: N19000003187

We have received your document for FWA SA A JACMEL AVAN, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be titled Articles of Amendment of Amended and Restated it can not be both. If you are going to use the Amended and Restated document it is illegible and not acceptable for imaging. You would need to sent one in that is not dark.

Please return 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) 245-6050.

Tracy L Lemieux  
Regulatory Specialist II

Letter Number: 619A00009947

Hello Dear,  
we apologized for the delayed.  
Please call directly (154) 265 0048  
for any further information.

*Rwasaajacmelavan80@yahoo.com*

Thank you.

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AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF  
**FWA FAA JACMEL AVAN, INC**

(a nonprofit nonstock corporation)

**FWA FAA JACMEL, INC**, a nonprofit nonstock corporation organized and existing under the laws of the State of Florida hereby certifies as follows:

FIRST: **FWA FAA JACMEL AVAN, INC** was incorporated by the filing with original Certificate of Incorporation with the Secretary of State of the State of Florida on March /19/2019, and the document # N19000003187

SECOND: The Corporate has Board Members of four (4) all of them, no relative, no business relations.

THIRD: The Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

**ARTICLE I NAME**

The name of the Corporation is **FIRST: FWA FAA JACMEL AVAN, INC** (hereinafter the "Corporation").

purposes.

**ARTICLE II DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III PROPOSES**

The Corporation shall be a non-profit corporation.

The assets of the Corporation are Irrevocably dedicated to charitable

The purposes for which the Corporation is organized and operated are to engage exclusively in such charitable, educational, Health, environment and economic development activities to assist Haiti in its reconstruction and recovery as may qualify it for exemption from federal income tax under Section 501 (c)(3) of the Internal Revenue Code (hereinafter the "Code"). More specifically, such purposes include, but are not limited to, the following:

A. To aid, assist and support, with contributions of money or property, or otherwise, other compassion programs to reduce poverty and growth quality of life through our community, funds by partners, private donors, foundations, governments, multilateral agencies, and operated exclusively for charitable, Economic development, environment or educational purposes to Haiti in its reconstruction development , or / and civic preparedness in favor to democratic values, no part of the net earnings of which will be benefit of any private donor, member of the board, or volunteer, and Individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation;

Also, to engage in any and all activities necessary or appropriate to raise funds for the

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purposes of the Nonprofit Corporation including to do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the foregoing purposes of the Nonprofit Corporation.

In furtherance of the above and other related purposes, the Corporation shall be economic growth in Haiti to exercise all power and authority granted to it under State of Florida Law, or otherwise, including, but not limited to; the power to (i) accept donations or property, with ethic or personal, or any interest there in wherever suited, (Maintain control and discretion over the USA of funds received by any granter), and (III) funding and use of fund will be manage under the law of the transparency administration of the board of members , and available by the Corporation to assure that the funds are used based its programs, resources and events promoting by FWA FAA JACMEL AVAN, INC will the exclusive intend purposes

#### **ARTICLE IV BOARD MEMBERS**

The Corporation shall have one class of Board Members who shall be identified in the Bylaws of the Corporation or in accordance with a succession plan adopted by vote of the Members and on file with the records of the Corporation. This Article IV shall not be amended or revoked without further vote Board Members:

#### **ARTICLE V STOCK**

The Corporation shall have no capital stock.

#### **ARTICLES VI DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all powers necessary or appropriate for the administration of the affairs of the Corporation and may perform all acts in furtherance their policy of as are not forbidden to the Board Members by law of the incorporation, or this Bylaws.

The manner of election or appointment of Directors shall be provided in the Bylaws. The number of members of the Board of Directors shall be set in the manner provided in the Set by the President of the Board of Members, but in no event shall there be fewer than two (2) Members,

#### **ARTICLE VII BYLAWS**

The internal affairs of the Corporation shall be regulated by the By laws, and the Board of Directors shall supervise the management of the business and affairs of the Corporation in accordance with the Bylaws. The power to amend or repeal the Bylaws shall be vested In the Board of Members ore except to the extent otherwise provided In the Bylaws or this Certificate of Incorporation.

#### **ARTICLE VIII**

Limitations on activity notwithstanding merger, consolidation, reorganization, termination dissolution, or other relations of any other corporation; whether voluntary or involuntary or by operation of law, or any other provision of this Certificate of Incorporation:

A. The Corporation shall not possess or exercise any power or authority, or engage directly or indirectly in any activity, that will or might prevent it at any time from

qualifying, and continuing to qualify as a corporation described in Code Sections 501(c)(3) and 170(e)(2), contributions to which are deductible for federal income tax purposes under Code Section 170(a)(1);

B. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable, educational, environmental, economic development, or literary within the meaning of Code Section 501 (o)(3);

C. No substantial part of the activities of the Corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation in any manner or to any extent (including by publication or distribution of state ) participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. To extent that Code Section 501 is at any time amended to permit participation or intervention in a political campaign or to permit to a greater extent the carrying on of propaganda or otherwise attempting to influence legislation by an organization subject to its provisions, the Corporation shall be authorized to carry on such activities to the extent permitted by Section 501 as amended;

D. Pursuant to the prohibition contained In Code Section 501 (f)(3), no part of the net earnings of the Corporation shall ever inure to the benefit of or be distributable to its officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth In Article III above;

E. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation:

- (1) Shall not engage in any act of self-dealing as defined in Code Section 4941;
- (2) Shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to the tax on undistributed Income imposed by Code Section 4942;
- (3) Code Section 4943~Shall not retain any excess business holdings as defined in
- (4) Shall not make any Investments in such a manner as to subject the Corporation to tax under Code Section 4944; and
- (5) Code Section 4945. Shall not make any taxable expenditures as defined in

#### ARTICLE: IX LIMITATION ON PERSONAL LIABILITY

The personal liability of the Board Members of the Corporation is hereby eliminated to the fullest and very limited permitted by the General Corporation Law of Florida, as the same exists or may hereafter be amended. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any Board Member of the Corporation for or with respect to any act or omission on the part of such or directory occurring prior to such amendment or repeal.

The private property, both real and personal, of the members of the Board of Members and the officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

#### ARTICLE X INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the

fullest extent permitted by the State of Florida General Corporation Law, as the same exists or any hereafter be amended.

#### ARTICLE XI DISSOLUTION

Upon dissolution of the Corporation, the Board of Members shall:

A Pay or make provision for the payment of all the Corporation's liabilities; Return, transfer, or convey (or make provision therefor) all assets held by the Corporation upon condition requiring such return, transfer, or conveyance in the event of dissolution of the Corporation; and

Dispose of the Corporation's remaining assets exclusively for the purposes of the Corporation or distribute the assets to an organization or organizations organized and operated exclusively for Charitable, educational, environment, economic development, or literary purposes its shall at that time, qualify for exemption under Code Section 501 (c)(3), as the Directors shall determine; provided that none of such assets shall be distributed to any corporation, fund, or foundation any part of whose net earnings inures to the benefit of or is distributable to any individual or any corporation for profit.

exclusively for purposes that are charitable, educational. Economic development, environment. or literary within the meaning of Code Section 501 (c)(3), or to an organization or organizations organized and operated exclusively for such purposes.

#### ARTICLE XII DEFINED TERMS

As used in this Certificate of incorporation, the terms "internal Revenue Code~ and "Code" mean the internal Revenue. Code of 19813. as amended. and. a reference to a provision of that Code of 501c3 status.

#### Articles XIII REGISTERED OF THE REGISTER AGENT OR INCORPORATER

The address of the Corporation's Registered Office in the State of Delaware is to be located at: 8212 NW 57TH CT TAMARAC, FL 33321, County Broward County, Florida.  
The name of the Corporation's registered with document N19000003187

- THE UNDERSIGNED. befog the incorporator of the Corporation, hereby execute this Amended and Restated Certificate of incorporation today April 18,

President of the Board of Members: \_\_\_\_\_

Date: 6-3-2019

JAMES J SOLAGES

Secretary of the Board of Members:

PIERRE RENOLD AVRIL

Date 6/3/2019

PIERRE RENOLD AVRIL