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OFFICE USE ONLY (Document #)

Jean-Claude P. Cantave
(Requestor's Name)

115 N.E. 54th St.
(Address)

Miami FL 33137
(City, State, Zip) (Phone #)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- Haitian-American Center For
(Corporation Name) Economic and Political Affairs
(Document #)
- (HACEPA), Inc.
(Corporation Name)
(Document #)
- (Corporation Name)
(Document #)
- (Corporation Name)
(Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

Minute of The First Meeting of
The Board of Directors
of the

Haitian-American Center
For
Economic and Political Affairs
(HACEPA)

The first meeting of directors was held at 115 N.E. 54th Street, Miami Florida 33137 on September 10, 1994 at seven o'clock in the evening.

The following were present:

- 1- Jean-Claude P. Cantave
- 2- Dr Roland Jean-Louis
- 3- Joseph Herve Rejouis
- 4- Jean-Claude Destine
- 5- Dr Ernst Mirville
- 6- Flayel Narchet
- 7- Georges Daniel

being a quorum and all the Directors of the Corporation.

One of the Directors called the meeting to order. Upon motion duly made, seconded and carried, Jean-Claude P. Cantave was duly elected temporary President of the meeting and Jean-Claude Destine was duly elected temporary secretary thereof. They accepted their respective offices and proceeded with the discharge of their duties.

The temporary President stated that the election of officers was then in order.

The following were duly nominated and, a vote having been taken, were unanimously elected officers of the corporation to serve a term of three years on a staggered basis.

President	: Jean-Claude P. Cantave
Vice President	: Dr Roland Jean-Louis
Secretary	: Jean-Claude Destine
Treasurer	: Joseph Herve Rejouis

The president and the secretary thereupon assumed their respective offices in place instead of the temporary chairman and temporary secretary.

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ARTICLES OF INCORPORATION

OF

HAITIAN-AMERICAN CENTER FOR ECONOMIC AND POLITICAL AFFAIRS
(HACEPA), INC.

The undersigned, residents of the State of Florida, do hereby associate themselves for the purpose of forming a non-profit Corporation under the Florida Statutes.

ARTICLE I

The name of the Corporation shall be:

HAITIAN-AMERICAN CENTER FOR ECONOMIC AND POLITICAL AFFAIRS
(HACEPA), INC.

ARTICLE II

TERM

The period of duration of this non-profit Corporation shall be perpetual.

Article III

PURPOSE

The purpose of the Corporation is to promote the development and exchange of socio-cultural, economic and political activities and enterprises between Haitian and American Institutions.

ARTICLE IV

The Corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to members thereof.

ARTICLE V

The street address of the initial registered office and principal place of business of the corporation is: 115 N.E. 54th Street, Miami (Dade County) Florida 33137 and the name of the initial registered agent of this Corporation at that address is: Jean-Claude P. Cantave.

ARTICLES VI

DIRECTORS

This Corporation shall have seven Directors. The names of these Directors are:

Jean-Claude P. Cantave	1970 N.W. 180th Street, Miami Fl 33056
Roland Jean-Louis	13785 N.W. 5th Avenue, Miami Fl 33168
Jean-Claude Destine	345 N.W. 101 Street, Miami Fl 33150
Joseph Herve Rejouis	7839 N. Bay Shore Dr #10, Miami Fl 33138
Ernst Mirville	2020 W. Alcazar Dr, Miramar Fl 33023
Georges Daniel	8377 N.E. 2nd Ave, Miami Fl 33138
Flayel Narchet	7624 N.E. 2nd Ave, Miam Fl 33138

ARTICLE VII

OFFICERS

This Corporation shall have four Officers. The names and addresses of the initial Officers are:

PRESIDENT	Jean-Claude P. Cantave ----- 1970 N.W. 180th Street Miami Florida 33056
VICE PRESIDENT	Roland Jean-Louis ----- 13785 N.W. 5th Avenue Miami Florida 33168
SECRETARY	Jean-Claude Destine ----- 345 N.W. 101st Street Miami Florida 33150
TREASURER	Joseph Herve Rejouis ----- 7839 N. Bayshore Dr #10 Miami Florida 33138

ARTICLE VIII

MANNER OF ADMISSION

Section 1: The manner in which the Directors are to be elected is as follows: The Directors shall elect any additional Directors of said Corporation by an affirmative vote of two thirds.

Section 2: The manner in which the officers are to be elected is as follows: The Officers shall be elected by the Directors.

ARTICLE IX

VOTING RIGHTS AND MEMBERSHIP

Section 1: Voting Rights: Each Director shall be entitled to one vote.

Section 2: Termination of Membership: The Board of Directors by affirmative vote of two-thirds of all the membership of the Board, may suspend or expel a Director for cause after an appropriate hearing.

Section 3: Transfer of Membership: Membership in this Corporation is not transferable or assignable.

ARTICLE X

DUTIES

The general Officers of the Corporation shall be: President, Vice President, Secretary and Treasurer. The affairs of the Corporation shall be managed by the Officers.

The names of the persons who are to serve as Officers until the first election of Officers under these Articles of Incorporation are listed in Article VII herein.

PRESIDENT: The President shall be the chief Officer of the Association and shall preside at all meetings of the Board of Directors and Executive Committee; shall be a member ex-officio of all committees except the Nominating Committee. In the event of the death or resignation of the president, the Vice President shall automatically succeed to the office of the presidency and shall go on to fill the term to which he would have normally succeeded.

VICE PRESIDENT: The Vice President shall assist the President with the duties of the office, shall perform all the duties of said office in the absence of the President and shall automatically succeed to the office of the presidency. In the event of the death or resignation of the Vice President, the Board shall elect a new Vice President.

SECRETARY: The principal duties of the Secretary shall be to countersign all deeds, leases, and conveyances executed by the Corporation, affix the seal of the Corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and to safely and systematically keep all books, papers, records and documents belonging to the Corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the treasurer.

TEASURER: The principal duties of the Treasurer shall be to keep an account of all monies, credits, and property of any and every nature, of the Corporation which shall come into his hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render such accounts, statements and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to his office, as shall be required by the Board of Directors. The authorized signatures on checks shall be limited to the Treasurer plus the following: the President, the Vice President and the Secretary in that order.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the Corporation.

Whenever the Board of Directors may so order, any two offices the duties of which do not conflict, may be held by one person.

The Officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors or as may be prescribed from time to time by the By-Laws.

ARTICLE XI

AMENDMENTS

These Articles may be amended, altered, rescinded or adopted by the approval of seventy-five (75%) percent of the Board of Directors, present at any special meeting if at least fifteen (15) days written notice is given with the intention to amend, alter, rescind or adopt these Articles of Incorporation.

ARTICLE XII

BY-LAWS

The BY-Laws may be made, altered, or rescinded by a majority of the Directors present at any regular meeting or at any special meeting if at least fifteen (15) days written notice is given with the intention to make, alter or rescind or to adopt new By-Laws at such meeting.

ARTICLE XIII

SUBSCRIBERS

In witness Whereof, the undersigned subscribers have executed these Articles of Incorporation this 3rd day of December 1994

Jean-Claude P. Cantave

Roland Jean-Louis

Jean-Claude Destine

Joseph Herve Rejouis

Ernst Mirville

Georges Daniel

Flayel Narchet

Jean-Claude Cantave
Roland Jean-Louis
Jean-Claude Destine
Joseph Herve Rejouis
Ernst Mirville
Georges Daniel
Flayel Narchet

STATE OF FLORIDA)

:SS

COUNTY OF DADE)

I hereby certify that on this day, before me, a Notary Public duly authorized, in the State and County named above to take acknowledgment of the above subscribers to me known to be the persons described as subscribers and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

Witness my hand and seal in the County and State aforesaid, this 14th day of December 1994.



Jean Robert Mesadieu
Notary Public
State of Florida at Large

My commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate Designating place of Business or service of process within Florida, naming agent upon whom process may be served.

In compliance with section 48.091, Florida Statutes, the following is submitted:

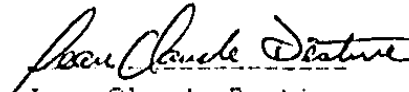
First that Haitian American Center for Economic and Political Affairs (HACEPA), Inc.

Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at city, of Miami

State of Florida, has named Jean-Claude P. Cantave, located at 115 N.E. 54th Street, Miami Florida 33137

City of Miami, State of Florida, as its agent to accept service of process within Florida.

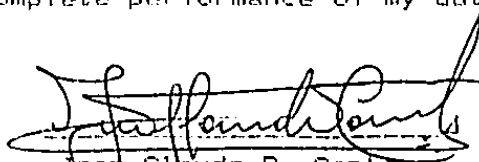
SIGNATURE:


Jean-Claude Destine
Secretary

Date: December 14, 1994

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE:


Jean-Claude P. Cantave
Resident Agent

Date: December 14, 1994