

N96000002263

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

200001791852

-04 25/96--01040--039

****490.00 ****70.00

OFFICE USE ONLY

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

- 1. O.D.S. ORGANIZASYON POU DEVOPE SEN LWI NŌ, INC.
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 25 PM 4:35

41-25-96
Examiner's Initials UJW

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 25 PM 4:35

ARTICLES OF INCORPORATION
OF
O.D.S. ORGANIZASYON POU DEVOPE SEN LWI NŌ, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is O.D.S. ORGANIZASYON POU DEVOPE SEN LWI NŌ, INC., (hereinafter "Corporation). The English Translation for "O.D.S. ORGANIZASYON POU DEVOPE SEN LWI NŌ, INC. is "O.D.S. ORGANIZATION FOR THE DEVELOPMENT OF SAINT LOUIS DU NORD, INC."

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3 - PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Second hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue



Code, or the corresponding section of any future federal tax code.

ARTICLE 4 - OFFICERS

The Directors shall be elected by a majority vote of the Members of this Corporation. The officers of the Corporation shall be:

President:	Bertin Semelfort
Vice President:	Salnave Escarment
Secretary:	Emma Carris
Treasurer:	Justin E. Petit-Frere

ARTICLE 5 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 12744 West Dixie Highway, North Miami, Florida 33161 and the mailing address is the same.

ARTICLE 6 - INCORPORATOR

The name and street address of the incorporator of this Corporation is Bertin Semelfort whose address shall be the same as the principal office of the Corporation.

ARTICLE 7 - DIRECTORS

The Directors of the Corporation shall be:

Bertin Semelfort
Salnave Escarment
Justin E. Petit-Frere
Emma Carris

ARTICLE 8 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 9 - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.



ARTICLE 10 - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE 11 - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 12 - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 16 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a



director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 17 - DISSOLUTION

Upon 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, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



IN WITNESS WHEREOF, I have herunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 24 April 1996.

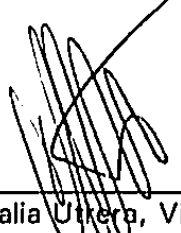
FILED
APR 25 1996
PM 4:35

Bertin Somalfort
Bertin Somalfort, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 617.0501, Florida Statutes.

AmeriLawyer® Chartered


By: _____
Natalia Utrera, Vice President

ARTNPIND.1INC



N96000002263

AMERILAWYER®

(Requestor's Name)
 343 ALMERIA AVENUE
 (Address)
 CORAL GABLES, FL 33134 - (305) 445-2700
 (City, State, Zip) (Phone #)

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 ****\$35.00 ****\$35.00

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3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

FILED
 96 MAY 20 PM 12:25
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

RECEIVED
 96 MAY 13 AM 11:11
 DIVISION OF CORPORATION

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

5/20

John Name Change

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 13, 1996

AMERILAWYER

CORAL GABLES, FL

SUBJECT: O.D.S. ORGANIZASYON POU DEVLOPE SEN LWI NO, INC.
Ref. Number: N96000002263

We have received your document for O.D.S. ORGANIZASYON POU DEVLOPE SEN LWI NO, 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 you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes. Enclosed is the correct form.

There is no provision in chapter 617, Florida Statutes, for an incorporator to amend a nonprofit corporation -- the proper form setting forth the requirements for filing a nonprofit amendment is attached.

Please provide an English translation for the entity's name in your cover letter.

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 (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 296A00023668

DIVISION OF CORPORATION

96 MAY 15 AM 10:47

RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1996

AMERILAWYER

CORAL GABLES, FL

SUBJECT: O.D.S. ORGANIZASYON POU DEVELOPE SEN LWI NO, INC.
Ref. Number: N96000002263

We have received your document for O.D.S. ORGANIZASYON POU DEVELOPE SEN LWI NO, 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):

You failed to make the correction(s) requested in our previous letter.

There is no provision in chapter 617, Florida Statutes, for an incorporator to amend a nonprofit corporation -- the proper form setting forth the requirements for filing a nonprofit amendment is attached.

Please provide an English translation for the entity's name in your cover letter.

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 (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 396A00024105

RECEIVED
MAY 20 AM 10:34
DIVISION OF CORPORATIONS
2:00 PM
10/25/96

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

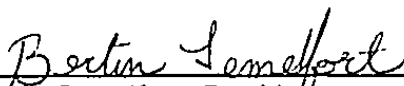
FILED
96 MAY 20 PM 12:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**O.D.S. ÒRGANIZASYON POU DEVLOPE SEN LWI NÒ,
INC.**

Pursuant to the provisions of section 617.1002, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

- FIRST:** The name of this corporation shall be changed to **O.D.S. ÒGANIZASYON POU DEVLOPE SEN LWI DI NÒ, INC.** The English Translation is "**O.D.S. ORGANIZATION FOR THE DEVELOPMENT OF SAINT LOUIS DU NORD, INC.**"
- SECOND:** The date of the adoption of this amendment is the 8 May 1996.
- THIRD:** The Board of Directors has adopted a resolution setting forth this amendment of the Articles of Incorporation of the corporation. Said resolution was submitted to a vote at a special meeting of all of the Members of the corporation entitled to vote thereon. The amendment to the Articles of Incorporation was adopted unanimously by all of the Members at such meeting.
- FOURTH:** This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation of O.D.S. ÒRGANIZASYON POU DEVLOPE SEN LWI NÒ, INC..

Signed this 8 May 1996.


Bertin Semelfort, President

ARTAMEND.NP



343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479