

N97000006747

TRANSMITTAL LETTER

Department Of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002343196--2
-11/10/97--01144--002
****131.25 ****131.25

SUBJECT: HAITIAN ART MUSEUM, INC.

(Proposed corporate name--must include suffix)

EFFECTIVE DATE

01-05-98

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$131.25, filing fee, Certified copy & Certificate.

FROM: Frantz Olivier
Name (printed or typed)

1286 NE 104 Street
Address

Miami Shores, Florida 33138
City, State, Zip

(305) 751-2476
Daytime Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -4 AM 10:11

NOTE: Please provide the original and one copy of the articles.

RP
12-4-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1997

FRANTZ OLIVIER
1286 N.E. 104 STREET
MIAMI SHORES, FL 33138

SUBJECT: HAITIAN ART MUSEUM, INC.
Ref. Number: W97000025692

We have received your document for HAITIAN ART MUSEUM, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of 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) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 897A00054627

CERTIFICATE OF INCORPORATION
OF
HAITIAN ART MUSEUM, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
EFFECTIVE DATE: 11
8/10/05-98

We, the undersigned, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation.

1. *Name.*

The name of the Corporation is Haitian Art Museum, Inc.

2. *Nature of Business, Purposes, and Objects.*

The general nature of business to be transacted by the Corporation is as follows:

(a) To engage in every phase and aspect of the business of displaying arts to the general public.

(b) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said business or commonly supplied or dealt in by persons engaged in any such business.

(c) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind, to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

(d) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation, to issue promissory notes, bills of exchange, and other obligations and evidences of indebtedness payable at a specific time or times, payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed or in payment for property acquired, or for any of the objectives of the business of the corporation.

(e) To have one or more officers conduct its business and promote the objectives within the State of Florida, and in other states, the District of Columbia, the territories, possessions and dependences of the United States, and in foreign countries, without restrictions as to place or amount.

(f) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objectives, or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment hereof, necessary or incidental to the protection and benefit of the corporation, as principal agent, director, trustee or otherwise; and, in general, either alone or in associations with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objectives, or the furtherance of such purposes or objectives of the corporation, whether or not such business is similar in nature to the purposes and objectives as set forth in this Certificate of Incorporation or any amendment hereof.

The foregoing paragraphs shall be construed and enumerated both as objectives and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the purposes or objects of the Corporation otherwise permitted by law.

The Corporation elects to be governed by the Florida Business Corporation Act.

3. *Duration.*

The duration of the Corporation shall have perpetual; provided, however, that the Corporation may be dissolved and terminated at any time by agreement of two-thirds of the then-existing officers of the Corporation at any regular meeting or at a special meeting of the officers called for that purpose. In the event of dissolution, the Board of Directors, as trustees of the property of the Corporation, shall apply the Corporation's assets to the payment of the debts of the Corporation.

4. *Principal Office.*

The principal office for the transaction of the business of the Corporation shall be in the City of Miami, County of Dade, State of Florida, and such business may be carried on in such city, such county, adjoining counties, and elsewhere within the state in the discretion of the Board of Directors. The post office address of the present principal office is 777 NE 79th Street Causeway, Suite 104, Miami, Florida 33138.

5. *Board of Directors.*

The Board of Directors shall consist of not less than three (3) nor more than six (6) directors.

6. *Initial Directors.*

The name and post office address of the initial Directors who, subject to the provisions of this Certificate of Incorporation, the by-laws, and Act of the Legislature approved June 1, 1925 and the acts amendatory thereto, shall hold office for the first year of the corporation's existence or until his successor is elected and shall have qualified, are:

Frantz Olivier President & Secretary
1286 NE 104 Street
Miami Shores, FL 33138

Gina Ollivier Vice President
19740 NW 7 Avenue
Miami, FL 33169

Nirva LaFaille Treasury
7311 Venetian St.
Apartment 1
Miramar, FL 33023

7. *Continuity.*

The corporation shall not be dissolved or in any similar manner affected by the death, insanity, incompetency, conviction for a felony, resignation, withdrawal, retirement, or expulsion of any one or more of the Board of Directors or by any changes in staff of the Corporation or by the happening of any other event which under the laws of the State of Florida would work a dissolution of a partnership. No director shall have the power to dissolve the Corporation by his independent act of any kind.

8. *Effective Date*

The corporation shall have an effective date of January 5, 1998.

9. *Additional Powers.*

In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Florida, and of the purposes and objects stated in paragraph 2, the Corporation shall have the following additional powers:

(a) To enter into any general or limited partnership or joint venture with any individual, firm, association, or corporation for the purpose of carrying on any business which the Corporation has direct or incidental authority to pursue.

(b) To enter into, for the benefit of its employees, professional or otherwise, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a sick-pay plan; (4) a thrift and savings plan; (5) a medical expense plan, or (6) other fringe benefit or incentive compensation plans.

9. *General management and control.*

Subject to such restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall exercise general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto.

10. *Amendments.*

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation at any time by the agreement of two-thirds of then-existing directors at any regular meeting or at a special meeting of the directors called for that purpose, and all rights conferred on directors herein granted subject to this reservation.

11. *Severance.*

If any phrase, clause, sentence, paragraph, or provision of these Articles of Incorporation is held void or illegal, it shall not impair nor affect the rest of these Articles of Incorporation and the associates do hereby declare that they would have signed and executed the remainder of these Articles without such void or illegal provision.

**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 DESIGNATION THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: HAITIAN ART MUSEUM, INC.

2. the name and address of the registered agent and office

is: Andre Dominique Pierre, 537 NE 74th Street, Miami, Florida
33138.

Having been named 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.

Andre Pierre
(Signature)

11/6/97
(Date)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -4 AM 10:11