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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
YELE HAITI FOUNDATION INC.**

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*Restated
Articles
SS
11/30/11*

**RESTATED ARTICLES OF INCORPORATION
(in compliance with Chapter 617, F.S. (Not for Profit))**

OF

**YÉLE HAITI FOUNDATION INC.
(a Florida Not for Profit Corporation)**

**ARTICLE I
NAME**

The name of the corporation shall be Yéle Haiti Foundation Inc.
(the "Corporation").

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**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Corporation is 1140 Avenue of the Americas, 9th Floor,
New York, New York 10038. The mailing address of the Corporation is P.O. Box 5057,
New York New York, 10185.

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is organized is to reach out and support
the young communities around the world through social, educational, cultural and health
awareness programs. Our goal is to teach children self-confidence, self-empowerment and
pride, which are too often lacking in today's young minds. We will give a hand where one
is needed. 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 IV
MANNER OF ELECTION**

The manner in which the directors are elected and appointed is provided for in the
By-Laws of the Corporation.

**ARTICLE V
REGISTERED AGENT**

The name and Florida street address of the registered agent is Stella McLaughlan,
9325 Southwest 181st Street, Miami, Florida, 33157.

**ARTICLE VI
INCORPORATOR**

The name and address of the Incorporator is Chantal Prud'homme, 359 West 22nd Street, #3, New York, New York 10011.

ARTICLE VII TAX-EXEMPT STATUS

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 III hereof. 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 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 Restated 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 VIII 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, 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 a public purpose. Any such assets not so 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 to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLES OF RESTATEMENT

OF

YÉLE HAITI FOUNDATION INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Not For Profit Corporation Act, the corporation hereinafter named (the "Corporation") does hereby amend and restate its Articles of Incorporation as heretofore amended.

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TALLAHASSEE, FLORIDA

- 1. The name of the Corporation is Yéle Haiti Foundation Inc.
- 2. The text of the Restated Articles of Incorporation of the Corporation, as amended hereby, is annexed hereto and made a part hereof.

* * * * *

CERTIFICATE

It is hereby certified that:

The annexed restatement (the "Restated Articles of Incorporation") does not contain an amendment to the Articles of Incorporation of the Corporation requiring member approval. The Board of Directors of the Corporation adopted the Restated Articles of Incorporation on October 18, 2011.

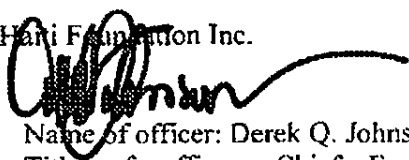
* * * * *

- 3. The effective time and date of these Articles of Restatement shall be at 12:00 p.m. on December 15, 2011.

Executed on Nov. 30, 2011.

Yéle Haiti Foundation Inc.

By:



Name of officer: Derek Q. Johnson

Title of officer: Chief Executive

Officer