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April 30, 1998

Honorable Sandra Barringer Mortham
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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RE: HATIAN AMERICAN SELF-HELP ORGANIZATION, INC.

Dear Sir or Madam:

Enclosed please find the original copy of the Articles of Incorporation and Designation of Resident Agent for HATIAN AMERICAN SELF-HELP ORGANIZATION, INC., a not-for-profit corporation.

Also enclosed is my check in the amount of \$122.50 to cover the filing of the Articles of Incorporation, a certified copy of the Articles of Incorporation, and the filing of approval of the Resident Agent.

Please send the certified copy of the Articles of Incorporation and Resident Agent to:

KENNETH R. WASHBURN
1153 MILL RUN CIRCLE
APOPKA, FLORIDA 32703.

Your attention to this matter is most appreciated.

Very truly yours,


Kenneth R. Washburn, Esq.

FILED
98 MAY 26 PM 1:19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

OK
5/21/98

ARTICLES OF INCORPORATION

of

THE HAITIAN AMERICAN SELF-HELP ORGANIZATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the Corporation shall be: The Haitian American Self-Help Organization, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: 934 North Magnolia Avenue, Suite 226, Orlando, Florida 32803.

ARTICLE III. PURPOSE

The specific purpose for which the Corporation is organized is : to aid Haitians in America and Haiti to become self-sufficient, through education, job training, and other means.

ARTICLE IV. GENERAL POWERS

This Corporation shall have all of the powers enumerated in the Florida Not-For-Profit Corporation Act, codified as Chapter 617, Florida Statutes, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not-for-profit."
- (b) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create, security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (d) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations,

whether for profit or not for profit associates, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not-For-Profit Corporation Act or by other applicable law within or without the State of Florida.

(i) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(k) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, educational purposes or other similar purposes.

(l) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(m) To transact any lawful business which its Board of Directors shall find will be an aid of governmental policy.

(n) To have any exercise all powers necessary or convenient to effect its general purpose.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from the federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

It is intended by the provisions of these Articles of Incorporation that this Corporation shall possess the status of any organization exempt from federal income taxation under the

provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 as now in force or hereafter amended. Accordingly, no part of the affairs of this corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of this corporation.

ARTICLE V. MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as set forth in the Bylaws of this Corporation.

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are: Jean Claude Picard, 7237 Pleasant Drive, Orlando, Florida 32818.

ARTICLE VII. INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are: Jean Claude Picard, 7237 Pleasant Drive, Orlando, Florida 32818

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws except in no event will the number of directors be less than three. The names and street address of the initial directors of this Corporation are as follows:

JEAN CLAUDE PICARD
7237 Pleasant Drive
Orlando, Florida 32818

LAMERCIE PICARD
7237 Pleasant Drive
Orlando, Florida 32818

CHARLES SCOTT
1511 Glastonberry Road
Maitland, Florida 32751

ARTICLE IX. INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents and former directors, officers,

employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

Jean Claude Picard
Jean Claude Picard, Incorporator

5/15/98
Date

Acceptance of Resident Agent

Having been named as 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.

Jean Claude Picard
Jean Claude Picard

5/15/98
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED