

LAW OFFICES OF C. JEAN-JOSEPH

MERCEDE EXECUTIVE PARK  
1876 N. UNIVERSITY DRIVE  
SUITE 309C  
TALLAHASSEE, FL 32310

TEL (954) 236-0202  
FAX (954) 236-0212

N98000003578

June 15, 1998

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

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Dear Sirs,

Enclosed please find three(3) copies of the Articles of Incorporation and Certificate of Designation of Registered Agent, along with return envelopes and filing fees for "CJ Office Plaza, Inc." and "Haitian American Project Development, Inc." The latter is a non-profit corporation. Please return the certified copies and certificates in the enclosed envelopes. Feel free to contact me at the above number if you have any questions or comments.

Very Truly Yours,



Kip Zimmerman

APPROVED  
AND  
FILED  
98 JUN 17 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK JUN 19 1998

**ARTICLES OF INCORPORATION OF  
HAITIAN AMERICAN PROJECT DEVELOPMENT, INC.,  
A NON-PROFIT CORPORATION**

The undersigned natural person, competent and acting hereby as Incorporator for the purpose of forming a Non-Profit Corporation under the provisions of Section 617, Florida Not For Profit Corporation Act of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I. NAME OF CORPORATION**

The name of this corporation shall be:

**HAITIAN AMERICAN PROJECT DEVELOPMENT, INC.**

**II. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation shall be:

**10822 N.W. 7th Avenue  
Miami, Florida 33168.**

**III. PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

1. To engage in various charitable social and cultural endeavors within the Haitian-American community for the purposes of creating greater education, fraternity and opportunity.
2. To participate in civic, literary, and historical functions that will benefit society and increase awareness of the contributions of Haitian-Americans to society.
3. To purchase, lease, acquire, own, hold, and operate, and to sell, mortgage, pledge, lease employ, dispose of, encumber, or invest in real property, mortgages, stocks, bonds, and tangible and intangible personal property, and to enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objectives of the corporation.

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TALLAHASSEE, FLORIDA

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4. To do everything otherwise necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these articles of incorporation, and to do every other act and thing incidental to such purposes that is not prohibited by the laws of the State of Florida or by the provisions of these Articles Of Incorporation.

5. The services of the corporation shall be carried on only through officers, employees, and agents who may legally in the State of Florida to render the services that this corporation is organized to provide.

#### **IV. CAPITAL STOCK**

1. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 in common stock at one dollar (\$1.00) per share par value to be paid for each share in lawful money or property, labor or services.

2. Shares of the corporation's stock and certificates shall be issued only to persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to own same.

#### **V. DURATION**

The corporation shall have perpetual existence.

#### **VI. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of this corporation's initial registered office is:

**CARMELAU MONESTIME  
10822 N.W. 7th Avenue  
Miami, Florida 33168**

#### **VII. INCORPORATOR**

The name and address of the Incorporator is as follows:

**CARMELAU MONESTIME  
10822 N.W. 7th Avenue  
Miami, Florida 33168.**

**VIII. DIRECTORS**

The corporation shall have an initial Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time in accordance with the bylaws of this corporation, but shall never be less than one. The name and address of the initial Director of this corporation is:

**CARMELAU MONESTIME**  
**10822 N.W. 7th Avenue**  
**Miami, Florida 33168.**

**IX. MANNER OF ELECTION OF DIRECTORS**

Directors shall be elected or appointed in accordance with the Bylaws of this corporation.

**X. INFORMAL SHAREHOLDER/DIRECTOR ACTION**

1. Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

2. If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**XI. BY-LAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Not For Profit Corporation.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 13<sup>th</sup> day of June, 1998.

  
\_\_\_\_\_  
CARMELAU MONESTIME

**STATE OF FLORIDA**  
**COUNTY OF DADE**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT**

1. The name of the corporation is:

**HAITIAN AMERICAN PROJECT DEVELOPMENT, INC.**

2. The name and address of the registered agent is:

**CARMELAU MONESTIME  
10822 N.W. 7th Avenue  
Miami, Florida 33168**

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 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.

  
\_\_\_\_\_  
Signature of Registered Agent

June 13, 1998  
Date

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AND  
FILED  
98 JUN 17 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA