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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: ASSOCIATION PROFESSIONELLE HAITIANO-AMERICAN
AUDIT NUMBER.....H96000015987
DOC TYPE.....FLORIDA NON-PROFIT CORPORATION
CERT. OF STATUS..0 PAGES..... 13
CERT. COPIES.....1 DEL.METHOD.. FAX
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**ARTICLES OF INCORPORATION
ASSOCIATION PROFESSIONELLE HAITIANO-AMERICAINES LICENSIEE, Inc
(Professional Association of Licensed Haitian-Americans, Inc.)**

The undersigned, all being of full age, have associated themselves together for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapters 607 and 617, Florida Statutes and do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I - NAME

The name and address of the Corporation are **ASSOCIATION PROFESSIONELLE HAITIANO-AMERICAINES LICENSIEE, INC. (PROFESSIONAL ASSOCIATION OF LICENSED HAITIAN-AMERICAINS) 11001 N.W. 45th Street, Coral Springs, Florida 33605.**

ARTICLE II - CORPORATE PURPOSE

1. The purposes For Which the organization is organized are exclusively religious,, charitable, scientific, literary and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue law.

2. Notwithstanding any other PROVISIONS of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempted from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

3. Upon the dissolution of the ORGANIZATION, assets shall be distributed for

Prepared By: Phillip J. Brutus
FBN- 660711
645 N.E. 127 Street
North Miami, Fl 33161
305- 899-0411

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one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code or shall be distributed to the Federal, State or local government for a public purpose any such assets not so disposed of by competent jurisdiction of the county of which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE III - MEMBERSHIP

Section 1: Eligibility. Any person shall be eligible for membership in this Corporation upon application to and approval provided in the Bylaws of the Corporation.

Section 2: Application for Membership: Any applicant meeting the qualification set forth above and desiring to become a member of the Corporation shall make application on a form supplied by the Corporation and accompanied by such membership fees and dues to the Board of Directors.

Section 3: Termination of Membership: Membership may be terminated by expulsion for a just cause or by resignation with thirty (30) days prior written notice to the Board of Directors.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - MANAGEMENT

Section 1: The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than four and not more than eight persons. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

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Section 2: The Officers of the Corporation shall be a President, one or more vice-

presidents, a Treasurer, an Assistant Treasurer, a Secretary, and an Assistant Secretary. These officers shall be nominated and shall hold office in the manner provided in the Bylaws of the Corporation.

ARTICLE VI - INITIAL OFFICERS AND DIRECTORS

The names and street addresses of the officers and directors who are to manage all of the affairs of the Corporation until the first annual meeting are:

NAME	TITLE	STREET ADDRESS
MATHIEU JEAN CHARLEMAGNE	President	11001 N.W. 45 Street Coral Springs, Fl. 33065
MOMBRUN RAYMOND	1st Vice-President Treasurer	11201 Royal Palm Blvd. Coral Springs, Fl. 33065
DESIR JEAN-CLAUDE	2nd Vice-President	5524 N.W. 54 Circle Coconut Creek, Fl. 33073
SOVERNE D. JEAN	3rd Vice-President	5215 nw 16th court Lauderhill, FL. 33054
RAYMOND AUGUSTE	Secretary	1361 N.W. Street Opa-Locka, Fla 33054

ARTICLE VII - BYLAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each voting member of the

Corporation at least ten (10) days prior to the meeting at which such alteration to the Bylaws is to be voted upon, whether it be a membership meeting or a Board of Directors' meeting.

The Articles of Incorporation of this Corporation shall be amended or additional provisions added or adopted by a two-thirds vote of the members of the Board of Directors present or voting by a proxy at any meeting thereof; provided that notice thereof; which shall include the text of the change of the Articles of Incorporation has been furnished in writing to each voting member of the Corporation at least ten (10) days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to the articles of incorporation of non-profit corporations.

ARTICLE VIII- GENERAL

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purpose selected by the board of Directors.

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members. In addition, no part of the income of the corporation shall be distributed to its members, directors, and officers, or incorporators; provided that the corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE IX - SUBSCRIBERS

Prepared by:
Phillip J. Brutus, Esq.

The subscribers of this corporation are the same individuals whose names and addresses are enumerated in Article 6 above.

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

The above-named incorporators, desiring to organize this Corporation under the laws of the State of Florida, hereby designate the Corporation's Registered Office to be located at 11001 N.W. 45 Street, Coral Springs, Florida 33065, and hereby designate and appoint Phillip J. Brutus, Esquire as the Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until his successor is selected and designated.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

ARTICLE XII - PROHIBITED ACTIVITIES

The Corporation shall not:

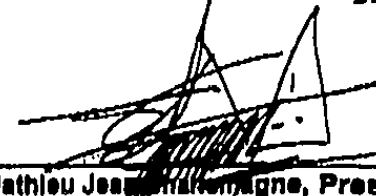
1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its net income to inure to the benefit of officers, directors or members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes.
3. Participate to any extent in any political campaign for or against any candidate for public office.
4. Conduct any activities not permitted to be carried on by

organizations exempt under Section 501 (C) (3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under section 170 (c) (2) of such code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII - DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue code of 1954 or corresponding sections of any prior or future law, or to the Federal government or to a state or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned have subscribed their names under seal this 8 day of August 1996.



Mathieu Jean Charlemagne, President

STATE OF FLORIDA)

COUNTY OF DADE)

Broward

BEFORE ME, the undersigned authority, personally appeared Mathieu Jean Charlemagne, who presented his Florida driver's licence as identification, and acknowledged before me that he executed the said instrument.

WITNESS my hand and official seal in the aforesaid County and State, this 7 day of

AUG, 1986.



NOTARY PUBLIC, STATE OF FLORIDA



KENNETH E. SCHWARTZ
 My Commission 004274078
 Expires Jul. 21, 1989
 Bonded by HAI
 800-485-1888

Viewed Fe De Lic.

Ray Mombrun
Mombrun Raymond, 1st Vice-pres./Treas

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Mombrun Raymond, who presented his Florida driver's license, as identification and, acknowledged before me that he executed the said instrument.

WITNESS my hand and official seal in the aforesaid County and State, this 3rd day of SEPTEMBER 1996.

Wesley Sauval
NOTARY PUBLIC, STATE OF FLORIDA



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Jean Claude Desir
Desir Jean-Claude, 2nd Vice President

STATE OF FLORIDA)

COUNTY OF ~~DADE~~) BROWARD

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BEFORE ME, the undersigned authority, personally appeared Desir, Jean-Claude, who presented his Florida driver's license as identification, and acknowledged before me that he executed the said instrument.

WITNESS my hand and official seal in the aforesaid County and State, this 29 day of August, 1988.



[Signature]
NOTARY PUBLIC, STATE OF FLORIDA

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Jean Souverne D.
SOVERNE D. JEAN, 3rd Vice President

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, SOVERNE D. JEAN who presented his Florida driver's license as identification, and acknowledged before me that he executed the said instrument.

WITNESS my hand and official seal in the aforesaid County and State, this 02 day of

Oct, 1996.
Joan Garbo
NOTARY PUBLIC, STATE OF FLORIDA



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Raymond Auguste
Raymond Auguste, Secretary

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Raymond Auguste who presented his driver's license as identification and acknowledge before me that he executed the said instrument.

WITNESS my hand and official seal in the aforesaid County and State, this 13 day of

August 1996

NOTARY PUBLIC, STATE OF FLORIDA

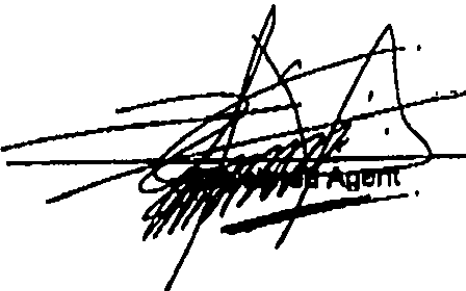
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REGISTERED AGENT'S CERTIFICATE

Having been named to accept service of process for the above stated corporation, at the place designated in this capacity, I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 8.7.96



 Registered Agent

 KENNETH E SCHWARTZ
 My Commission 00474578
 Expires Jul 31, 1998
 Bonded by HAI
 880-488-1888

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Prepared by:
 Phillip J. Brutus, Esq.

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