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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

Haitian Neighborhood Resource Center/Poto Mitan, Inc

Certificate of Status	1
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ARTICLES OF INCORPORATION OF
HAITIAN NEIGHBORHOOD RESOURCE
CENTER/POTO MITAN, INC.
A Florida Corporation Not for Profit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation to form a non-stock, perpetually existing corporation not for profit pursuant to Chapter 617, Florida Statutes, as amended.

ARTICLE I

Name

The name of this corporation shall be Haitian Neighborhood Resource Center/Poto Mitan, Inc. The mailing address of the Corporation shall be c/o White & Case, LLP, 200 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE II

Purposes

Section 1. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 2. Without in any way limiting the foregoing general purposes, the specific purposes of the Corporation shall be to identify the needs of, and advocate the delivery of adequate services to, Haitian children and families in Miami-Dade County, Florida through the establishment of a neighborhood resource center and providing assistance to community based organizations servicing such community.

ARTICLE III

Powers

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and other applicable law.

ARTICLE IV

Limitations on Activities

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes as set forth in Article II hereof), and no member, director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation; provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise in the manner set forth in Article V hereof.

Section 2. The Corporation shall not, as a substantial part of its activities, carry on propaganda, lobby, or otherwise attempt to influence legislation. The Corporation shall not participate in any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities which may not be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the

Code or by an organization contributions to which are deductible by the donor under Section 170(c)(2) of the Code.

Section 4. The Corporation shall use or distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code.

Section 5. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

Section 6. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

Section 7. The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code.

Section 8. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE V

Dissolution

Upon the dissolution of the Corporation, the Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code, and which has as its primary purpose assisting Haitian children and families in the Miami-Dade County, Florida community. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such

organization or organizations organized and operated exclusively for the aforementioned purposes.

ARTICLE VI

Incorporator

The name and address of the incorporator of this corporation is:

K. Lawrence Gragg
White & Case LLP
200 S. Biscayne Boulevard
Suite 4900
Miami, Florida 33131

ARTICLE VII

Term of Existence

This Corporation shall have perpetual existence.

ARTICLE VIII

Nonstock Corporation

This Corporation shall not have or issue shares of stock. It may have and issue membership certificates that shall state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a not for profit corporation.

ARTICLE IX

Membership

The membership of the Corporation shall be open to all persons regardless of race, color, creed, sex or national origin and shall initially only consist of voting members, which shall include the persons constituting the Board of Directors and such additional persons as they may by majority vote from time to time elect.

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The qualifications for membership, the manner of admission to membership shall be governed and regulated by the Bylaws of the Corporation. The Bylaws may also provide for additional classes of Members.

ARTICLE X

Board of Directors

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. The names and addresses of the persons who are to serve as the initial Directors of the Corporation are:

Isabel Afanador	3300 N.W. 27 th Ave., #1116, Miami, FL 33142
Nancy Allen	7600 Red Road, Suite 211A, Miami, FL 33143
Marleine Bastien	8340 N.E. 2 nd Ave., Miami, FL 33138
Fritz Bazin	7644 N. Miami Ave., Miami, FL 33138
Joan Berni	3510 Biscayne Blvd., Miami, FL 33138
Berta Blecke	1265 N.W. 12 th Ave., Miami, FL 33136
John Farie	111 N.W. 1 st St., Miami, FL 33128
K. Lawrence Gragg	200 S. Biscayne Blvd., Suite 4900, Miami, FL 33131
Leonie Hermantin	6660 Biscayne Blvd., Miami, FL 33138
Hebert Jules	401 N.W. 2 nd Ave., #N-1021, Miami, FL 33128
Kathie Klarreich	280 Greenwood Dr., Key Biscayne, FL 33149
Cheryl Little	3000 Biscayne Blvd., Suite 400, Miami, FL 33137
Gepsie Metellus	111 N.W. 1 st St., Miami, FL 33128
Miguel Milanes	401 N.W. 2 nd Ave., #N-1021, Miami, FL 33128
Magaly Prezeau	1444 Biscayne Blvd., #350, Miami, FL 33132
Lesly Prudent	1450 N.W. 2 nd Ave., Miami, FL 33137
Danielle Romer	P.O. Box 570915, Miami, FL 33257

Fred Seraphin	1500 N.W. 12 th Ave., 9 th Floor, Miami, FL 33136
Alisa Werner	1256 N.W. 12 th Ave., Miami, FL 33136
Louise Yarbrough	531 Mendez Ave., Coral Gables, FL 33146

Section 3. The number of Directors of the Corporation shall be not less than three. Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws.

Section 4. Directors shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE XI

Officers

Section 1. The officers of the Corporation shall be elected from the Board of Directors, and shall include a President, a Vice-President, a Secretary, a Treasurer and other officers as designated in the Bylaws.

Section 2. The officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE XII

Registered Office and Agent

Section 1. The street address of the registered office of this Corporation is c/o White & Case, LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131-2352.

Section 2. The name of the registered agent of this Corporation located at the address of the registered office is K. Lawrence Gragg.

ARTICLE XIII

Bylaws


The power to adopt, alter, amend or repeal Bylaws for the Corporation shall be vested only in the Directors, as more specifically provided in the Bylaws.

ARTICLE XIV

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by the Directors in accordance with the procedure set forth in Chapter 617 of the Florida Statutes, as amended. Those Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), director, or officer of the Corporation or any other person to share in any of the Corporation's assets.

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand and seal
this 6th day of December, 2000.



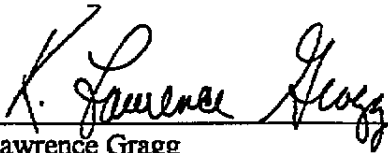
K. Lawrence Gragg
Incorporator

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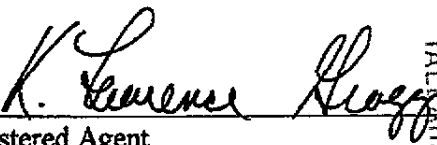
CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

Haitian Advocacy Group, Inc., desiring to organize as a corporation not for profit under the laws of the State of Florida, has designated c/o White & Case, LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131, as its initial Registered Office and has named K. Lawrence Gragg, located at said address as its initial Registered Agent.


K. Lawrence Gragg
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. Furthermore, the undersigned understands the requirements of Section 48.091 and recognizes his/her duty to comply with such provision.


Registered Agent

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