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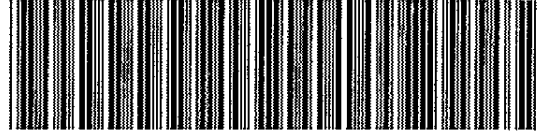
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TALLahassee, FL 32309

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Elie Jean Pierre, Incorporator and/or Subscriber  
8274 North West 1<sup>st</sup> Place  
Miami, Florida 33150

Date 07/ 29/2006

Corporate Filings Office  
Department of State  
Division Of Corporation  
P.O. BOX 6327  
Tallahassee, FL 32314

Corporate Filings;

I enclose an original and I copy pf the proposed Articles of incorporation of:  
INTERNATIONAL HUMANITARIAN CENTER FOR CHILDREN, INC.

Please file the Articles of Incorporation and return a certificate of incorporation and file stamped copy of the original Articles to me at the above address.

A check/money order in the amount of \$87.50 made payable to your office for total filing and processing fee is enclosed.

Sincerely,



Elie Jean Pierre, Incorporator and/or Subscriber

**ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL HUMANITARIAN CENTER FOR CHILDREN, INC**

**A NOT-FOR -PROFIT CORPORATION**

Pursuant to the provision of the No-Profit Corporation Florida Statutes 617 Act of this state, the undersigned incorporator (s), and/or Subscriber (s) hereby adopts the following Articles of Incorporation for such corporation.

**ARTICLE 1. NAME OF CORPORATION**

The name of this corporation is: INTERNATIONAL HUMANITARIAN CENTER FOR CHILDREN, INC.

**ARTICLE 2. PRINCIPAL OFFICE AND MAILING ADDRESS OF THIS CORPORATION**

The principal office and mailing address of this Corporation shall be:  
8274 North West 1<sup>st</sup> Place, Miami Florida 33150

**ARTICLE 3. DEDICATION OF ASSETS OF THIS CORPORATION**

The assets of this corporation is irrevocably dedicated to social, developmental, educational, charitable, scientific, humanitarian, research not limited to national geographic, and community outreach to empower the well being of those in need. And no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

**ARTICLE 4. STATEMENT OF PURPOSE**

A- The purposes for which, this corporation is organized are: To establish an humanitarian center open to the general public to foster, help, support, educate, develop, assist, and encourage an appreciation of the International Humanitarian Center For Children, to lectures, seminars, study groups, feeding and clothing children, develop a devotional of histories studies, public presentation and classroom performances, exhibits and any all other appropriate means.

B- This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt corresponding section of any future federal tax code.

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TALLAHASSEE, FLORIDA

## **ARTICLE 5. NATURE OF CORPORATION**

This is a nonprofit corporation, organized solely for general educational, scientific, religious, community works, outreach programs, feeding and helping, clothing and educating children of all ages to further advancing their knowledge for survival, and/or charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

This corporation is also formed according to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes to empower young children, and/or juveniles in this community where it is formed, nationally and internationally, in the United States, and a round the world to live a descent life. This corporation is committed to advance educational knowledge and national geographic as a learning provider to those a need of this basic required which shall be available to them.

## **ARTICLE 6. DURATION OF CORPORATION**

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, science, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. The specific purpose of this corporation is to provide food and clothing assistance to all kids living on the street. Open a center for instruction to those unfortunate and restoring hope for them. The center will offer Religious and Social services not limited to any capacity to those involved. to help the sick and the needy, community services, youth group meetings, Bible and literature studies, promoting body, soul and mind, and thoughts to understanding and solving the social issues that keep the children handicapped. This Institution must meet the need and work with all regardless of age, sex, race, religion, national/ ethnic background, sexual orientation, and degree of disability or financial status. This organization is also being filed as a no for profit organization for the purpose of applying for government funding.

C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501 ( c ) ( 3 ) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

## **ARTICLE 7. MANNER OF ELECTION**

### **BOARD OF DIRECTORS:**

A- Board of Directors: the powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than six (6) persons. The number of Directors of the corporation shall be six (6), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held in accordance with the by-laws. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of four (4) years until the annual meeting of members following the election of Directors and until qualification of the successors in office. Annual meetings shall be held at 8274 North West 1<sup>st</sup> Place Miami Florida 33150 on the 15<sup>th</sup> day of each year at 6:00 p.m., or at such other place or places as the Board of Directors may designate from time to time by resolution. Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall be filed or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

**ARTICLE 8. INITIAL DIRECTORS AND/ OR OFFICERS**

The names and address of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Elie Jean Pierre	8274 North West 1 <sup>st</sup> Place, Miami, Florida 33150
Offrane Ozias, Rev. Father	8276 North West 1 <sup>st</sup> Place, Miami Florida 33150
Marie Carole Francois	541 North West 110 <sup>th</sup> Street Miami Florida 33168
Rivel Dumaine, Rev.	2750 Somerset Drive, Apt. T104, Lauderdale- Lakes, Florida 33311
Olet Lexy	8262 North East 1 <sup>st</sup> Avenue Miami Florida 33138
Adilie Francoise Pierre:	8275 North West 1 <sup>st</sup> Place Miami Florida 33150.

**ARTICLE 9. CORPORATE DIRECTORS AND/ OR OFFICERS**

*B- Corporate Officers.* The Board of Directors shall elect the following: President, Vice President, Secretary and treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at first annual meeting of the Board of Directors, Until such election is held, the following persons shall serve as corporate officers:

PRESIDENT DIRECTOR:	Elie Jean Pierre 8274 North West 1 <sup>st</sup> Place Miami, Florida 33150
VICE PRESIDENT DIRECTOR:	Offrane Ozias, Rev. Father 8276 North West 1 <sup>st</sup> Place Miami, Florida 33150
SECRETARY DIRECTOR:	Marie Carole Francois 541 North West 110 Street Miami, Florida 33168

SECRETARY ASSISTANT DIRECTOR :

Rivel Dumaine, Rev.  
2750 Somerset Drive, Apt. T104  
Lauderdale Lakes, Florida 33311

TREASURY DIRECTOR:

Olet Lexy  
8262 North East 1<sup>st</sup> Avenue  
Miami, Florida 33138

TREASURY ASSISTANT DIRECTOR:

Adilie Francoise Pierre  
8275 North West 1<sup>st</sup> Place  
Miami, Florida 33150

## **ARTICLE 10. MEMBERSHIP CERTIFICATES**

Section 1. Form and Issuance. Members of the Corporation may be issued certificates signed by the President or a Vice President, and by the Secretary or an Assistant Secretary. Each membership certificate shall state the following: (a) the name of the corporation; (b) that the Corporation is organized under the laws of the State of Florida; (c) the name of the person or persons to whom issued; and (d) the class of membership. The membership certificate itself shall convey no rights or privileges, but shall be for identification, only.

Section 2. Lost, Stolen or Destroyed Certificates. The Corporation may issue membership certificate (in the place of any certificate previously issued), if the Member named the certificate, (a) makes proof in affidavit form that it has been lost, destroyed or stolen; (b) requests the issuance of a new certificate, and (c) satisfied any other reasonable requirements imposed by the Corporation.

## **ARTICLE 11. BOOKS, RECORDS AND REPORTS**

Section 1. Report to Members. The Corporation shall send an annual report to the Members of the Corporation not later than four months after the close of each fiscal year of the Corporation. Such report shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on such closing date.

Such financial statements shall be prepared from and in accordance with the books of the Corporation, and in conformity with generally accepted accounting principles applied on a consistent basis.

Section 2. Inspection of Corporate Records. Any person who is a Voting Member of the Corporation shall have the right, for any proper purpose and at any reasonable time, and on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, and record of Members of the Corporation. Upon the written request of any Voting Member, the Corporation shall mail to such Member a copy of the most recent balance sheet and revenue and disbursement statement.

If such request is received by the Corporation before such financial statements are available for its last fiscal year, the Corporation shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed within four months after the close of the last fiscal year.

Additionally, balance sheets, and revenue and disbursement statements, shall be filed in the registered office of the Corporation in Florida, shall be kept for at least five years, and shall be subject to inspection during business hours by any Voting Member, in person or by agent.



## **ARTICLE 12. NONPROFIT OPERATION**

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Members, Directors or Officers without full consideration. No Member of the Corporation has any vested right, interest or privilege in or to the assets, property, functions, or activities of the Corporation. The Corporation may contract in due course with its Members, Directors, and Officers, without violating this provision.

## **ARTICLE 13. FISCAL YEAR**

The fiscal year of the Corporation shall be the period selected by the Board of Directors as the taxable year of the Corporation for federal income tax purposes.

## **ARTICLE 14. SEAL**

The corporate seal shall bear the name of the Corporation between two concentric circles, and in the inside of the inner circle shall be the year of incorporation.

## **ARTICLE 15. INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

## **ARTICLE 16. AMENDMENTS**

These Bylaws may be altered, amended, or replaced, and new Bylaws may be adopted by the Board of Directors; provided, however, that any Bylaws or amendments there to as adopted by the Board of Directors may be altered, amended, or repealed by vote of the Members; or a new Bylaw in lieu there of may be adopted by the Members. No Bylaw which has been altered, amended, repealed, or adopted by such a vote of the Members may be altered, amended, or repealed by a vote of the Board of Directors for a period of two years after the action of the Members.

**ARTICLE 17. CORPORATION NOT FOR PROFIT TAX EXEMPT STATUS**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 ( c ) ( 3 ) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation ( except as otherwise provided by Section 501 (h) of the Internal Revenue Code) and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf, or in opposition to, any candidates for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 ( c ) ( 3 ) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170 ( c ) ( 2 ) of the Internal Revenue Code.

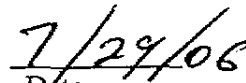
**ARTICLE 18. EXISTENCE OF CORPORATION**

The period of duration of this corporation is perpetual, unless dissolved according to law corporate existence shall commence upon the filing of these Articles of Incorporation with the secretary of state, State of Florida.

**ARTICLES 19. INCORPORATOR OF CORPORATION**

The name (s) and address (es) of the Incorporator (s) and/or Subscriber (s) is/are: Elie Jean Pierre 8274 NW 1<sup>st</sup> Place, Miami, Florida 33150

  
Elie Jean Pierre, Incorporator


  
Date

**ARTICLE 20. REGISTERED AGENT OF THIS CORPORATION**

The name and Florida Street address of the Registered Agent is:

Elie Jean Pierre, 8274 NW 1<sup>st</sup> Place, Miami, Florida 33150

  
\_\_\_\_\_  
Elie Jean Pierre, Registered Agent

  
\_\_\_\_\_  
Date

**ARTICLE 21. ACKNOWLEDGEMENT AND REGISTERED AGENT:**

Having been named as Registered Agent and to accept services of process for the States 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 to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Elie Jean Pierre, Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 22. ACKNOWLEDGEMENT OF INCORPORATOR AND /OR  
SUBSCRIBER OF THIS CORPORATION**

The undersigned Incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

I, ELIE JEAN PIERRE, the undersigned, being the Incorporator/and or Subscriber of this corporation, for the purpose of forming this not-for-profit corporation under the laws of the state of Florida, have executed these Articles of Incorporation, this 29th day of July 2006

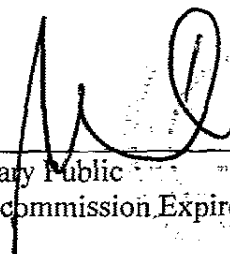


\_\_\_\_\_  
Elie Jean Pierre, Incorporator, and / or Subscriber

STATE OF FLORIDA  
COUNTY OF MIAMI -DADE

BEFORE ME, the undersigned authority, the above named person (s) personally appeared before me and is/are personally known to me/or produced FDL 516-200-59378 as identification and that this/these person (s) executed the foregoing articles of Incorporation and he/they acknowledge to and before me that he/they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29th day of July 2006

  
\_\_\_\_\_  
Notary Public  
My commission Expires: \_\_\_\_\_

