



ARTICLES OF INCORPORATION  
OF  
TEACH THE CHILDREN FOUNDATION, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I  
NAME OF THE CORPORATION

The name of the corporation shall be Teach The Children Foundation, Inc., located at 6271 NW 201 Street, Miami, Florida, 33015.

ARTICLE II  
TERM OF EXISTENCE

The terms of existence of this corporation shall be perpetual.

ARTICLE III  
NON-PROFIT PURPOSES AND POWERS

The purposes and objectives of the corporation shall be:

1. Dedicated to providing Educational, Health and Social needs to the children of Haiti.
2. To establish associations and foundations and any other societies or organizations as may be deemed necessary by and directors of Teach The Children Foundation aka Teach The Children Foundation, Inc.
3. To receive contributions and offerings; to receive property by devise or bequest subject to the laws relating to the transfer of property by will.
4. To act as Trustee under any trust incidental to the principal objects of the corporation and to receive, hold, administer and expend funds and property subject to such trust.
5. To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount, issue and execute promissory notes, warrants, and other negotiable or transferrable interest.

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6. To take, purchase or otherwise acquire, to own, hold, occupy, use and enjoy; manage, improve, develop and work; to grant, sell, exchange, let, demise and otherwise dispose of real estate, buildings and improvements and every right, interest and estate therein without limit as to the amount thereof and wheresoever the same may be situated to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, enjoyment, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated.

7. To purchase or otherwise acquire, to own, hold, use and enjoy, to sell assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to amount of thereof and wheresoever the same may be situated.

8. To borrow and to loan money and to give and to receive evidence of indebtedness and security therefor; to draw, make, accept, endorse, execute and issue promissory notes, warrants and other debentures of the corporation, or otherwise to make guarantees of every kind and secure any or all obligations of the corporation by mortgage, trust deed or otherwise.

9. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation and to have and exercise all the powers now and hereafter conferred by the Laws of the State of Florida, upon non-profit corporations.

10. The several clauses contained in this statement of purposes shall be construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers. The business or purpose of this corporation is from time to time to do any one or more of the acts and things herein set forth and it is hereby expressly provided that the enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV  
NON-PROFIT PURPOSES AND POWERS

1. The corporation shall be organized and organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501 of the U.S. Internal Revenue Code of 1954, as subsequently amended. The powers of the corporation shall be limited to only those powers permitted to be carried on by a corporation exempt from federal income tax under the appropriate section of the Internal Revenue Code of 1954, as subsequently amended.

2. No part of the income of the corporation shall be distributed to the members, directors or officers. However, nothing shall prevent a member director or officer being paid a fair compensation for services rendered as an employee of the corporation or as a contracting party, if not in conflict with the policies regarding conflicts of interest and requirements of the Internal Revenue Code , Section 501.

3. In the event that the corporation shall be dissolve, voluntarily or involuntarily, the Board of Directors, after providing for the outstanding debts and obligations of the corporation shall distribute the remaining assets of the corporation to one or more charitable organizations designated by the Board of Directors which are, or will be, similar to the purposes of this corporation and also qualified as a tax exempt corporation under Internal Revenue Code Section 501(c)(3). In no event shall any of the corporation's assets be distributed to any present or former member of the corporation.

ARTICLE V  
MEMBERSHIP

Section 1: Eligibility. Any personal shall be eligible for membership in this Corporation upon application to and approval as provided in the By-Laws of the Corporation.

Section 2: Application for Membership. Any applicant meeting the qualifications 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 as the Board of Directors may from time to time determine.

Section 3: Termination of Membership. Membership may be terminated by expulsion for a just cause or by resignation with

thirty days prior written notice to the Board of Directors.

ARTICLE VI  
BOARD OF DIRECTORS

1. The Corporation shall be managed by the Board of Directors who shall be commonly known as the Executive Board who shall determine policy. There may be an executive committee who shall be constituted and have such powers as provided in the By-Laws.

2. The Board of Directors also known as the Executive Board shall be composed of not less than three (3) nor more than five (5) persons. Members of the Board of Directors shall be officers of the Corporation.

3. The initial Board of Directors, who shall serve and manage all of the affairs of the corporation until the first annual meeting or until the successor are elected.

Every Archer  
570 NE 145<sup>th</sup> Street #5  
Miami, FL 33161

Melinda Brown  
90 Edgewater Drive #608  
Miami Shores, FL 33133

Attorney Latricia C. Donley  
17634 SW 12<sup>th</sup> Street  
Pembroke Pines, FL 33029

William Donley, MD  
17634 SW 12<sup>th</sup> Street  
Pembroke Pines, FL 33029

Eustache-Brown, Bridgett, ARNP  
15810 NW 14<sup>th</sup> Road  
Pembroke Pines, FL 33028

Eustache-Brown, Rodrique, MBA  
15810 NW 14<sup>th</sup> Road  
Pembroke Pines, FL 33028

Exculien, Jean-Claude  
220 NE 48<sup>th</sup> Street  
Miami, FL 33137

Higgs, Andrea  
Suntrust International Bldg.  
1 SE 3<sup>rd</sup> Avenue Suite #2300  
Miami, FL 33133

Joseph, Elizabeth, PR  
6271 NW 201 Street  
Miami, FL 33015

Margareth Joseph  
6271 NW 201 Street  
Miami, FL 33015

Sandoval, Beatriz  
610 NE 105<sup>th</sup> Street  
Miami Shores, FL 33138

Thrower, Angelo, MD  
560 Gate Lane  
Miami, FL 33137

#### ARTICLE VII OFFICERS

1. There shall be the following officers of the Corporation: President, Vice-President, Secretary, Treasurer and such other officer as may be required by the By-Laws of the Corporation allowing the Secretary/Treasurer to be held by the same officer.

2. The initial officers, who shall serve from one year after incorporation are:

PRESIDENT: Margareth Joseph  
6271 NW 201 Stree  
Miami, FL 33015

VICE-PRESIDENT: Beatriz Sandoval  
610 NE 105 Street  
Miami Shores, FL 33138

SECRETARY: Elizabeth Joseph  
6271 NW 201 Street  
Miami, FL 33015

TREASURER: Rodrique Eustache  
15810 NW 14<sup>th</sup> Road  
Pembroke Pines, FL 33028

ARTICLE VIII  
BY-LAWS

The By-Laws 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 By-Laws 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 By-Laws 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 to adopted by a two-thirds (2/3) vote of the members of the Board of Directors present or voting by proxy at any meeting thereof; provided that notice thereof, which shall include the text of the change of Articles of Incorporation 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 Articles of Incorporation of non-profit corporations.

ARTICLE IX  
AMENDMENTS TO ARTICLE OF INCORPORATION

These Article of Incorporation may be amended by a majority vote of the Board of Directors present at a regular or special meeting of the Board of Directors provided a quorum is present and the specific proposed Amendment has been mailed to each member of the corporation at least two (2) weeks prior to the regular or special meeting and a notice of the meeting is similarly provided. The Amendment shall be effective upon acceptance by the Secretary of State.

ARTICLE X  
BEGINNING OF CORPORATE EXISTENCE

The corporate existence shall begin upon acceptance and approval of these Article of Incorporation by the Department of State.

ARTICLE XI  
REGISTERED AGENT AND OFFICE

Until provided otherwise by the Board of Directors the registered agent and registered office shall be:

LATRICIA C. DONLEY, ESQ.  
18590 NW 67<sup>TH</sup> AVENUE, SUITE 201  
MIAMI, FLORIDA 33015  
(954) 430-1332

ARTICLE XII  
SUBSCRIBERS

The subscribers to these Articles of Incorporation and their addresses are:

Margareth Joseph  
6271 NW 201 Street  
Miami, FL 33015

Beatriz Sandoval  
610 NE 105<sup>th</sup> Street  
Miami Shores, FL 33138

Elizabeth Joseph  
6271 NW 201 Street  
Miami, FL 33015

Rodrique Eustache  
15810 NW 14<sup>th</sup> Road  
Pembroke Pines, FL 33028


ARTICLE XIII  
INDEMNIFICATION

The By-Laws may provide for indemnification of the Board of Directors, officers and employees of the Corporation.

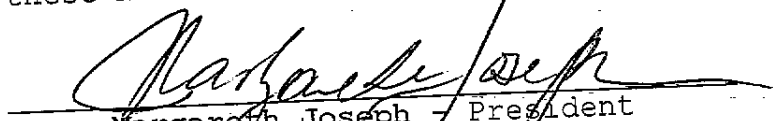


ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

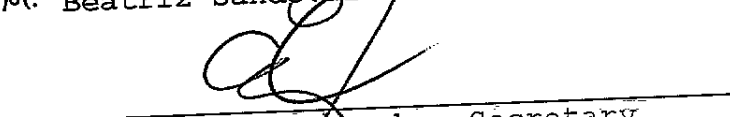
Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

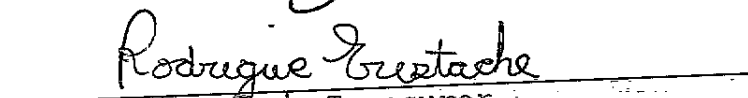
  
LATRICIA C. DONLEY, ESQ.  
REGISTERED AGENT

IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledged these Articles of Incorporation.

  
Margareth Joseph - President

  
M. Beatriz Sandoval - Vice President

  
Elizabeth Joseph - Secretary

  
Rodrigue Gustache  
Rodrigue Gustache Treasurer

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