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FLORIDA NON-PROFIT CORPORATION

Joseph Laurore Foundation, Inc.

|                       |         |
|-----------------------|---------|
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**ARTICLES OF INCORPORATION**  
**OF**  
**JOSEPH LAURORE FOUNDATION, INC.**  
**(A FLORIDA CORPORATION NOT-FOR-PROFIT)**

The undersigned, acting as incorporator of a Florida corporation not for profit under the Florida Not-For-Profit Corporation Act, Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is **JOSEPH LAURORE FOUNDATION, INC.**

**ARTICLE II**

**DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III**

**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation shall be 3771 Moon Bay Circle, Wellington, Florida 33414.

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**ARTICLE IV****PURPOSE**

The Corporation is organized for the purpose of (i) financing relief missions to the country of Haiti, (ii) providing education and training for members of the Haitian community in Palm Beach County, Florida, and (iii) any other exempt purposes within the meaning of §501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

**ARTICLE V****NO MEMBERS**

The Corporation shall not have Members.

**ARTICLE VI****NO DISTRIBUTION OF PROFITS**

The Corporation is not organized for a pecuniary profit. The Corporation shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of, or be distributable to, any member, director, trustee, officer, or other private person, except that the 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 Article II hereof. The balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind

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or nature, shall be used and distributed exclusively for one or more exempt purposes within the meaning of §501(a) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

## **ARTICLE VII**

### **PROHIBITION AGAINST POLITICAL ACTIVITIES**

No substantial part of the activities of the Corporation shall be devoted to the promulgation of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(a) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code.

## **ARTICLE VIII**

### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 222 Lakeview Avenue, Suite 800, West Palm Beach, Florida 33401. The name of the initial registered agent of the Corporation at that address is Keith A. James, Esq.

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**ARTICLE IX****INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have three (3) directors to hold office until the first annual meeting of members and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

|    | <b><u>Name:</u></b> | <b><u>Address:</u></b>                                        |
|----|---------------------|---------------------------------------------------------------|
| 1. | Bernadette Leger    | 3771 Moon Bay Circle<br>Wellington, Florida 33414             |
| 2. | Hugue Leger         | 8330 N.W. 53 <sup>rd</sup> Court<br>Lauderhill, Florida 33315 |
| 3. | Beaulieu Laureore   | 256 Madison Avenue, Apt. 1<br>Irvington, New Jersey 07111     |

**ARTICLE X****DISTRIBUTION OF ASSETS UPON DISSOLUTION**

In the event of the dissolution of the Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the Corporation shall go and be distributed to such non-profit charitable corporation(s), or municipal corporation(s), as may be selected by the board of directors of the Corporation so that the business, property and assets of the Corporation shall then be used for, and devoted to, one or more exempt purposes within the meaning of §501(a) of the Internal Revenue Code of 1986, as amended, or the corresponding

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section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. Under no circumstances shall any of the assets or property of the Corporation, or the proceeds of any of the assets or property of the Corporation, in the event of dissolution, go to or be distributed to its members, directors, trustees or officers; it being the intent, in the event of the dissolution of this Corporation, or upon its ceasing to carry out the objects and purposes herein set forth, that the property and assets then owned by the Corporation shall be devoted to one or more exempt purposes within the meaning of §501(a) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

#### ARTICLE XI

##### BYLAWS

The Bylaws of this Corporation may be adopted, altered or rescinded by majority vote of the Directors. The Bylaws may contain any provisions for the regulation and management of the affairs for the Corporation not inconsistent with law or the Articles of Incorporation.

#### ARTICLE XII

##### INCORPORATOR

The name and street address of the incorporator is as follows:

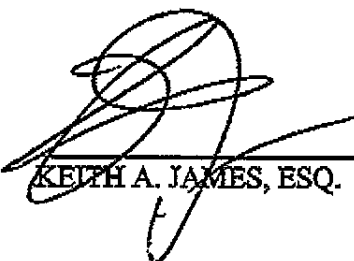
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Name:

KEITH A. JAMES, ESQ.

Address:222 Lakeview Avenue, Suite 800  
West Palm Beach, Florida 33401

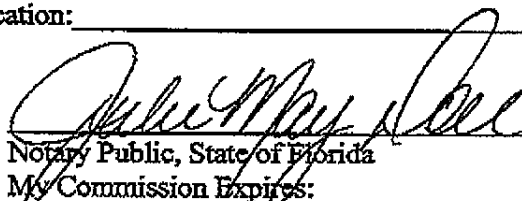
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 24<sup>th</sup> day of March, 2000.

  
\_\_\_\_\_  
KEITH A. JAMES, ESQ.

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 24<sup>th</sup> day of  
March, 2000, by KEITH A. JAMES, ESQ., who:

☒ is personally known to me; or  
☐ has produced identification: \_\_\_\_\_

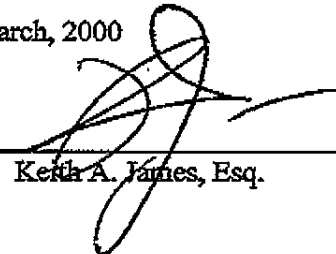
  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, **KEITH A. JAMES, ESQ.**, am familiar with and accept the obligations of the appointment as the initial registered agent of **JOSEPH LAUREORE FOUNDATION, INC.**, as made in the foregoing Articles of Incorporation.

DATED this 21<sup>st</sup> day of March, 2000

By: \_\_\_\_\_  
Keith A. James, Esq.

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