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*Haitian Higher Education Society*

18104 NW 21<sup>st</sup> Street • Pembroke Pines, Florida 33029 • Tel. (954) 243-4946

FILED

00 AUG -7 AM 11:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pembroke Pines, Florida  
August 3<sup>rd</sup> 2000

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\*\*\*\*\*89.50 \*\*\*\*\*87.50

Department of State  
Division of Corporations  
400 E. Gaines St.  
Tallahassee, FL 32399

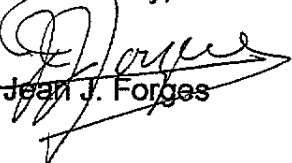
Division of Corporations,

The effective filing date of these Articles of Incorporation for "Haitian Higher Education Society" is August 7<sup>th</sup>, 2000.

Find herein a check, number 12%, of amount of \$89,50 covering the following filing fees for the nonprofit corporation:

Filing fee	\$35.00
Designation of registered agent	\$35.00
Certified Copy	\$10.75
Certificate of States	\$ 8.75

Yours Truly,

  
Jean J. Forges

8/11/00

## **ARTICLES OF INCORPORATION**

**HAITIAN HIGHER EDUCATION SOCIETY, INC.**  
(Nonprofit Corporation)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

### **ARTICLE I - NAME**

The name of the corporation shall be HAITIAN HIGHER EDUCATION SOCIETY, Inc., (hereinafter the "Corporation").

### **ARTICLE II - PRINCIPLE PLACE OF BUSINESS**

The principle place of business for the Corporation shall be located at 18104 N.W. 21<sup>st</sup> Street, Pembroke Pines, Florida 33029

### **ARTICLE III - PURPOSE**

The Corporation is organized as a nonprofit organization under Chapter 617 Florida Statutes, exclusively for charitable, religious, educational, and scientific purposes, the making of distributions to organization that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code, or corresponding section of any future revenue federal. In pursuance of its charitable, religious, educational and scientific purposes the Corporation shall:

- (1) take all such action, initiate and carry out all such measures, and do all acts and things and everything which may be or become necessary, advisable, or
- (2) desire to provide and assure the Corporation shall continue at all times hereafter, dedicated and concentrated in operation, administration, and services.

### **ARTICLE IV - EXEMPT PURPOSES & CLASSIFICATION**

#### **(a) EXEMPT PURPOSES**

The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributed to or inures to the benefit of its Directors or Officers except to the extent permitted under the Non-for-Profit Corporation Law. Notwithstanding any provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

#### **(b) CLASSIFICATION**

To satisfy the requirements of Section 509(a)(3) of the Internal Revenue Code of 1986 and the equivalent section of any future United States internal revenue law the Corporation:

- (1) is organized and at all times hereafter shall be operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Corporation.
- (2) shall not be controlled directly or indirectly by one or more disqualified persons (as defined in section 4946 of the Code) other than foundation manager and other than one organization described herein.

#### **ARTICLE V – BOARD OF DIRECTORS**

- (a) The Corporation shall have not less than three no more than ten Directors who shall serve as the Board of Directors for the corporation for a year term.
- (b) The initial Board of Directors shall consist of the following elected individuals whose names and addresses are:

Mr. Jean Joseph Forges  
Director

18104 N.W. 21<sup>st</sup> Street  
Pembroke Pines, Florida 33029

Mr. Alex Carmichael  
Director

3235 N.W. 203 Lane  
Carol City, Florida 33056

Mr. Chuck Wallis  
Director

18255, N.W. 21<sup>st</sup> Street  
Pembroke Pines, Florida 33029

Mr. John Anderson  
Director

421 N.W. 88<sup>th</sup> Terrace  
Pembroke Pines, Florida 33029

Mr. Rannis William  
Director

9761 Donhill Dr.  
Miramar, Florida 33025

Mr. Arturo Corona  
Director

2495 N.W. 187<sup>th</sup> Ave.  
Pembroke Pines, Florida 33029

Mr. Jacques Forges,  
Director

214 Belanski  
St. Basil-Le-Grand, Québec J3N1E1

Mr. Fred Huls  
Director

2741 S.W. 179 Ave.  
Pembroke Pines, Florida 33029

Jennifer McKay  
Director

5413 N.W. 55<sup>th</sup> Terr  
Coconut Creek, Florida 33076

Jean Robert Forges  
Director

455 North Laurel Drive  
Margate, Florida 33063

(c) Election of Directors:

Successors to elected Directors whose one year initial term of office expire in any year shall be elected in October of that year by the Board of Directors, whether or not the number of Directors then in office shall be less than ten, and shall take office at the first meeting of the Board of Directors after October 30 of that year. Whenever the number of elected Directors in office shall be less than ten, the Board of Directors, in its discretion, may elect at any time one or more additional Directors thereafter, provided that the number of Elected Directors in office at any time shall not exceed a maximum of ten.

(d) Elected Directors

The "Elected Directors" up to a maximum of ten, shall be elected by majority of the Board of Directors.

(e) Term of Office

A successor to an Elected Director shall hold office for the unexpired one year initial term of the Elected Director whom he/she is succeeding. He/she shall hold office for the term for which he/she is elected.

(f) Directors, and/or Officers

The Corporation is a non-denominational evangelical christian organization. Every Elected Director and Officer in office at any time shall be a resident with good values and moral behavior of a community, respected, professing evangelical belief, and shall be devoted to the principles of the Corporation.

(g) Vacancies

If an Elected Director shall not accept the office or under any circumstances, he shall cease to be a Director, the vacancy thus created may be filled by the Board of Directors at any time. A Director elected to fill such a vacancy shall hold office for the remainder of the unexpired one year initial term and until his successor is elected and takes office.

(h) Absences from meeting

If an elected Director, whether now in office or hereafter elected, shall be absent from three successive meetings of the Board of Directors without submitting to the Board of Directors satisfactory reasons for the successive absences, he

shall be deemed to have resigned from and created a vacancy in his office as Director, unless he shall be reinstated by the Board of Directors at its first meeting after the third successive absence.

(i) Removal

Any Elected Director, whether now in office or hereafter elected, may be removed from office, with or without cause, by majority vote of the entire Board of Directors at any regular or special meeting of the Board of Directors.

**ARTICLE VI- THE GOVERNING BODY**

Section 1. Governing Body. The Board of Directors shall be the governing body of the Corporation and shall exercise its corporate powers.

Section 2. Quorum. The presence of six Directors shall be necessary at any meeting of the Board of Directors to constitute a quorum to transact business, except that the presence of a majority of the entire Board of Directors shall be necessary to constitute as quorum at any meeting of the Board of Directors at which (a) an elected Director or an officer of the Corporation is removed from office as a Director or an Officer, or (b) these Articles of Incorporation are amended.

Section 3. No Remuneration. No Director shall receive or be entitled to receive from the Corporation any salary or remuneration of any kind, nature, or character whatsoever for serving as a Director or Officer of the Corporation, or for personal services, but may be reimbursed by the corporation for actual expenses incurred and authorized by the Board of Directors.

Section 4. Reports. The Treasurer, when so requested, shall make reports of the receipts, disbursements, balances and affairs of the Corporation to the annual sessions of the Corporation when so requested; also make such reports to the monthly meetings of the Executive Board of the Corporation.

Section 5. Director's Liability. No Director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions or in manner authorized by the Articles of Incorporation or Bylaws. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as Director, because or as a result of any action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action suit or proceeding is brought by or in behalf of the corporation. All costs and expenses of a Director in connection with any such actions, suit or proceedings not brought by or in behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, confer-

ences, depositions, hearings, and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the Director the Corporation shall indemnify and save him harmless.

Section 6. Reimbursement of Directors. If any legal, equitable or other action, suit or proceeding brought by or in behalf of the Corporation against a Director, either individual or collectively, costs and expenses of the Director in connection with such action, suit or proceeding, including but not limited to reasonable attorney's fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings shall be paid for by the Corporation.

Section 7. Indemnification of Directors. The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by any reason of his being or having been a Director or an Officer of the Corporation, or a director or officer of any other corporation which he serves as such at the request of the corporation, against the reasonable expenses, including but not limited to attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation.

Section 8. Additional Indemnity. The Corporation shall indemnify any Director made a party to any action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in his capacity as Director or as an Officer of the Corporation, or in the capacity of a trustee, director, or officer of any other corporation which he served as such at the request of the Corporation, against judgments, fines, amounts paid in settlements and reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action suit or proceeding by judgment, settlement, conviction or upon a plea of contumacia shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

#### **ARTICLE VII - OFFICERS**

Section 1. OFFICERS. The Officers of the Corporation shall be a President, the Executive Officer, who shall serve at his pleasure and/or discretion and a Vice Presi-

dent, a Secretary, a Treasurer, as determined by the Board of Directors, each of whom shall be a Director. The names of the Officers of the Board of Directors who are to serve until the organizational meeting and the first election of the Officers of the Board of Directors are as follows:

Mr. Jean Joseph Forges  
President

18104 N.W. 21st Street  
Pembroke Pines, Florida 33029

Mr. Alex Carmichael  
Vice President,

3235 N.W. 203 Lane  
Carol City, Florida 33056

Mr. Chuck Wallis  
Treasurer

18255 N.W. 21st Street  
Pembroke Pines, Florida 33029

Section 2. Election. Such Officers, the Vice President, Secretary, the Treasurer, shall be elected at the annual meeting in October of each year by the Directors in office at the time of the election, and shall take office immediately upon being elected.

Section 3. Term of Office. All such officers shall hold office for a term of one year and until their successors are elected and take office.

Section 4. Other Officers. Other officers may be elected or appointed by the Board of Directors at any time to hold office for such terms of office as the Board of Directors may fix or to hold office at the will of the Board of Directors. It shall not be necessary for any such other officer to be a Director.

Section 5. Removal. Any Officer, whether now in office or hereafter elected or appointed, may be removed from office, by majority vote of the entire Board of Directors at any regular or special meeting of the Board of Directors.

#### **ARTICLE VIII - AFFILIATES**

Section 1. Restrictions. The governing boards of entities directly or indirectly controlled by the Corporation may not, without the prior approval of the Board of Directors:

- (a) Adopt a plan of dissolution;
- (b) Engage in or enter into any transaction providing for the sale or other disposition of all or substantially all of the entity's assets;
- (c) Adopt a plan of merger or consolidation with another corporation;
- (d) Appoint or remove the independent auditors;

- (e) Sell or mortgage any real property or acquire any real property, and/or
- (f) Adopt any annual operating or capital budget, or approve any changes thereto exceeding ten percent of any budget item.

Section 2. Reserved Powers. The Corporation shall have the rights to perform the following corporate functions on behalf of entities directly or indirectly controlled by the Corporation:

- (a) Zoning and master facility matters;
- (b) Approval of construction projects;
- (c) Coordination of personnel policies, employee benefit, executive compensation, and health insurance plans;
- (d) Coordination of insurance and risk management matters;
- (e) Oversight of audit functions (including selection of accountants and auditors), review of audited financial statements and audit plans, and direct supervision of internal audit functions;
- (f) Review and approval of all budgets;
- (g) Coordination and oversight of financial operations and policies, including, but not limited to, investment policies, indebtedness, financial controls, and long range financial planning;
- (h) Review and approval of all strategic and long range plans without Board approval;
- (i) Coordination of data processing;
- (j) Public relations and marketing, and/or
- (k) Coordination of charity care and community service programs.

#### **ARTICLE IX - LIQUIDATION OR DISSOLUTION**

In the event of the liquidation or dissolution of the Corporation, its property and funds, after payment or provision for payment of its creditors, shall be distributed for approved charitable, and educational and scientific purposes most closely approximating those set out in Articles III and IV of these Articles of Incorporation, within the meaning of Section 501(c)(3) of the United States Internal Revenue Code or any State law or regulation which may govern, as now in effect or hereafter amended or supplemented.

Any such assets not so disposed of shall be disposed of by a 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 organizations, as said court shall determine, which are organized and operated exclusively for Internal Revenue Code Section 501(c)(3) purposes.

#### **ARTICLE X - BYLAWS**

The Board of Directors of the Corporation shall adopt Bylaws for the Corporation and may amend or rescind such Bylaws by majority vote of the entire Board of Directors at any regular or special meeting of the Board of Directors, provided a copy of the proposed amendment or action to rescind is submitted in writing to each Director at least (10) days before the meeting at which a vote upon such proposal is to be taken.

#### **ARTICLE XI- AMENDMENTS**

These Articles of Incorporation may be amended or added to by majority vote of the entire Board of Directors at any regular or special meeting of the Board of Directors, provided that written notice of the proposed amendment or addition shall have been given to every Director at least 15 days in advance of the meeting. The amendment or addition ultimately adopted need not be in the exact form of the proposed amendment or addition but shall relate and be limited to the same subject matter. Notwithstanding the foregoing provisions of this Article XI, any such amendment of or addition to these Articles of Incorporation, shall be submitted by the Board of Directors to the Executive Board of the Corporation before becoming effective and shall not become effective if disapproved by either that Executive Board within 30 days after such submission. For the purposes of these Articles of Incorporation, "Executive Board" shall be defined as the President, Vice President, Secretary and Treasury of the Corporation.

#### **ARTICLE XII – PROHIBITED ACTIVITIES**

No substantial part of activities shall be for the carrying on of a program of propaganda or for influencing legislation nor shall it participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

#### **ARTICLE XIII - RIGHTS**

The provisions of Articles III and IV above shall not be construed to limit, restrict, or modify any or the rights given to the Corporation.

#### **ARTICLE XIV – REGISTERED AGENT AND OFFICE**

The initial registered agent is: Jean Joseph Forges. The initial registered office is: 18104 NW 21<sup>st</sup>, Pembroke Pines, Florida.

**ARTICLE XV - TERM OF EXISTENCY**

The Corporation shall have perpetual existence.

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SECRETARY OF STATE

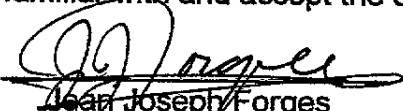
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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for HAITIAN HIGHER EDUCATION SOCIETY, Inc., with principle place of business at 18104 NW 21<sup>st</sup> Street, Pembroke Pines, Florida 33029, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

  
Jean Joseph Forges  
Registered Agent

07/19/00  
Date

18104 N.W. 21st Street  
Pembroke Pines, Florida 33029

ARTICLE XV - TERM OF EXISTENCY

The Corporation shall have perpetual existence.

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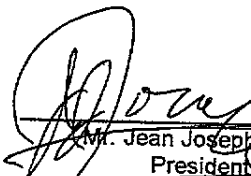
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SECRETARY OF STATE  
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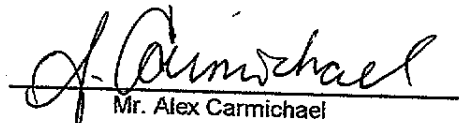
ARTICLE XVI - INCORPORATORS

We, the undersigned INCORPORATORS to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a nonprofit corporation under the laws of the State of Florida, and do make and file this certificate hereby declaring and certifying that the facts set forth herein are true and have accordingly set our hands and sign.

Pembroke Pines, Florida, this day 19 of July, 2000.

  
Mr. Jean Joseph Forges  
President

18104 N.W. 21st Street  
Pembroke Pines, Florida 33029

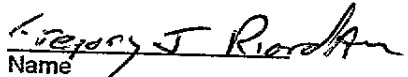
  
Mr. Alex Carmichael  
Vice President

3235 N.W. 203 Lane  
Carol City, Florida 33056

STATE OF FLORIDA  
COUNTY OF BROWARD

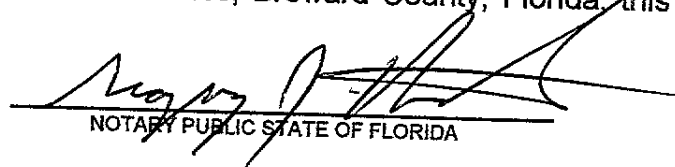
I HEREBY CERTIFY that on this day personally appeared, before me, an officer duly authorized to administer oaths and take acknowledgments, JEAN JOSEPH FORGES and ALEX CARMICHAEL, to me well known and known by me to be the persons described in and who executed these Articles of Incorporation, and they acknowledged before me that they executed same for the purposes therein expressed.

WITNESS my hand and official seal at Pembroke Pines, Broward County, Florida, this 19 day of July 2000.

  
Name

Commission No.

My Commission Expires

  
NOTARY PUBLIC STATE OF FLORIDA

