

NO1000007284

LITTLE HAITI/MIAMI FAMILY FOOD BANK, INC.  
8325 NE 2<sup>ND</sup> AVENUE Mailing: P.O. Box 382248  
Miami, Fl 33138 Miami, Fl 33238-2248  
Ph: 786-564-2553 Fax: 305-754 3397

Miami, Fl

September 20, 2001

State of Florida  
Division of Corporations  
Ms Katherine Harris, Secretary of State  
P.O. Box 6327  
Tallahassee, Fl 32314

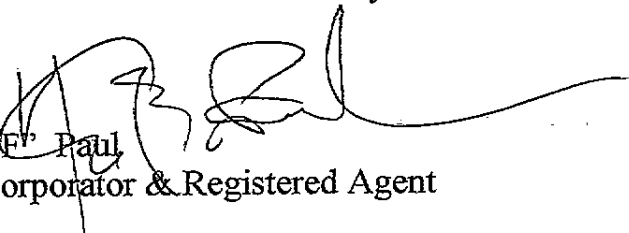
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\*\*\*\*\*86.75 \*\*\*\*\*86.75

Madam the Secretary of State,

Enclosed please find a money order for \$ 86, 75 representing the  
incorporation fee and status of the corporation.

Thank you so much in advance for your kindest attention.

Sincerely,

  
Herbert "F" Paul  
Agent Incorporator & Registered Agent

FILED  
01 OCT 12 PM 12:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W-01-22213  
PS 7/25/01  
PS 10/12/01



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 25, 2001

HERBERT F PAUL  
P O BOX 382248  
MIAMI, FL 33238-2248

SUBJECT: LITTLE HAITI/MIAMI FAMILY FOOD BANK, INC.  
Ref. Number: W01000022213

We have received your document for LITTLE HAITI/MIAMI FAMILY FOOD BANK, INC. and your check(s) totaling \$86.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Division of Banking, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Division of Banking, resubmit the document and approval letter to the Division of Corporations for filing.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6915.

Pamela Smith  
Document Specialist  
New Filings Section

Letter Number: 401A00053358



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

## OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE

32399-0350

October 3, 2001

Mr. Herbert Paul  
651 NE 172 Street  
Miami, FL 33269

Dear Mr. Paul:

Re: "Little Haiti/Miami Family Food Bank, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

Alex Hager  
Director

AH:kr

cc: Karon Beyer, Chief, Bureau of Corporate Records  
Division of Corporations, Secretary of State's Office

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

OF

### LITTLE HAITI/MIAMI FAMILY FOOD BANK, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby forms a non-for-profit organization under Chapter 617 of the Florida Statutes.

#### ARTICLE 1- NAME

The name of the Corporation is : **LITTLE HAITI/MIAMI FAMILY FOOD BANK, INC.**

#### ARTICLE 2- PURPOSE

The purposes for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

- 1- The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole part or any part of the income therefrom and the principal thereof exclusively for charitable and educational purposes either directly or by contributions to the organizations that qualify as exempt organizations under Section 501 © (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
- 2- The specific purpose for which the corporation is organized is :
  - Collect and Distribute food for members of the community living below the Federal Poverty Guidelines. Educate them to eat better so that they could be healthy. Help them to be autonomous by finding a job.
  - Provide emergency food orders for families experiencing short term crisis.
  - Provide bags of food for low-income seniors.
  - Provide holiday food boxes for needy families during Easter, Thanksgiving, Chanukah, Kwanza and Christmas.
  - Work in partnership with USDA to provide commodity distribution for low-income families.
  - Provide food for community non-profit agencies who serve on-site meals and/or refreshments for their clients.
- 3- To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.
- 4- To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

- 5- To acquire and receive by purchase, donation or otherwise, any property , real, personal or mixed , and to hold , use and dispose of the same.
- 6- To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed or trust or other lien.
- 7- To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or other financial aid in the form of grants or otherwise relating to the purpose of this corporation.
- 8- To engage in any kind of activity and to enter into, perform and carry out contracts of any kind necessary or in connection with, or incidental to the accomplishment of anyone or more of the non-profit purposes of the corporation.

### **ARTICLE 3- PROHIBITIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 Second hereof. No substantial part of the activities of the Corporation shall be carrying on 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 section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE 4- PLACE OF BUSINESS**

The principal place of business shall be : **8325 NE 2<sup>nd</sup> Avenue Miami, Fl 33138** and the Mailing address of this Corporation : **P.O. Box 382248 Miami, Fl 33238-2248**

### **ARTICLE 5- OFFICERS**

The Affairs of the corporation shall be managed by a President & CEO, a Secretary, a Treasurer, and Seven(7) Vice Presidents. The names of the Officers and the office they shall hold until the first election shall be:

Hebert " Firmin " Paul, Ph.D. ....	President & CEO
Dr. Henry-Claude Saint-Fleur, MD.....	Vice President
Marie Lourdes Metellus.....	Vice President

Nadine Desormeau.....	Vice President/Secretary
Karoll « Carolyn » Ludet.....	Vice President/Treasurer
Chirmene Joseph.....	Vice President
Jean Well Exantus.....	Vice President
Paul Michelet.....	Vice President

## ARTICLE 6- TERM OF EXISTENCE

This corporation shall have perpetual existence.

## ARTICLE 7- CAPITAL STOCK

This corporation shall have no capital stock and shall be composed of members rather than shareholders.

## ARTICLE 8- REGISTERED AGENT

The name and street address of the initial registered agent shall be:

Hebert Paul 651 NE 172 Street North Miami Beach Fl 33162 and the  
Mailing address : P.O. Box 695528 Miami, Fl 33239-5528

## ARTICLE 9- INCORPORATOR

The name and street address of the Incorporator of these Articles of incorporation shall be:

Hebert Paul 651 NE 172 Street North Miami Beach, Fl 33172 and the  
Mailing address is P.O. Box 695528 Miami, Fl 33239-5528

## ARTICLE 10-ELECTION OF OFFICERS

The By-Laws may impose other conditions of membership from time to time. The manner in which the Directors are elected or appointed shall be stated in the By-Laws.

## ARTICLE 11- PRESIDENTS EMERITUS

The Board of Directors may propose during a special Board meeting that a person who has given exceptional service to the Corporation be given the title of President Emeritus.

## ARTICLE 12- HONORARY MEMBERS

Honorary Membership may be granted by the Board of Directors :

- 1- To outstanding persons whose talents, achievements or titles qualify them as valuable contributors to the objectives of the Corporation.

2- To those individuals who have been a founder member of the Corporation.

3- To any person who by reason of having been a volunteer generous fundraiser or donator , has made a significant contribution to the progress of the Food Bank.

#### **ARTICLE 13- QUALIFICATION OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By-Laws of the Corporation.

#### **ARTICLE 14- VOTING RIGHTS**

Members of the Corporation will have such voting rights as are provided in the By-Laws of the Corporation.

#### **ARTICLE 15- EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 16- AMENDMENT**

These Articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a members meeting by a majority of the members unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE 17- LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or Officers of the Corporation shall be liable for the debts of the Corporation.

#### **ARTICLE 18- DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable , educational, or scientific purposes as, shall at the time qualify as an exempt organization or organizations under Section 501©(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of

Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Miami-Dade County, Florida in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE 19- MEMBERS OF THE INITIAL BOARD OF DIRECTORS**

Hebert "Firmin" Paul, Ph.D.  
8325 NE 2<sup>nd</sup> Avenue Miami, Fl 33138

Dr. Henry-Claude Saint-Fleur, MD  
8325 NE 2<sup>nd</sup> Avenue Miami, Fl 33138

Karoll « Karolyn » Ludet  
8325 NE 2<sup>nd</sup> Avenue Miami, Fl 33138

Nadine Desormeau  
8325 NE 2<sup>nd</sup> Avenue Miami, Fl 33138

Marie Lourdes Metellus  
8325 NE 2<sup>nd</sup> Avenue Miami, Fl 33138

Chismene Joseph  
8325 NE 2<sup>nd</sup> Avenue Miami, Fl 33138

Paul Michelet  
8325 NE 2<sup>nd</sup> Avenue Miami, Fl 33138

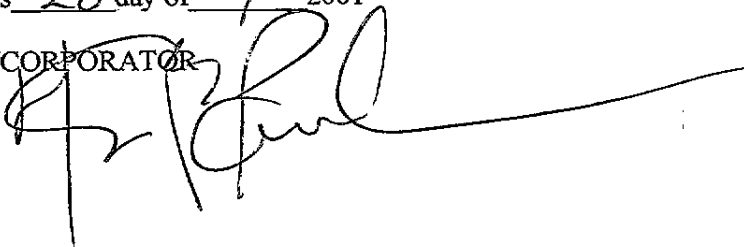
Jean Well Exantus  
8325 NE 2<sup>nd</sup> Avenue Miami, Fl 33138

#### **ARTICLE 20- ANNUAL MEETING**

The Corporation shall hold an annual meeting for members within ninety days of the end of its fiscal year (September 30) as determined by the Board of Directors. At such Meeting, Directors shall be elected or appointed in accordance with the By-Laws.

The undersigned incorporator has executed these Articles of Incorporation  
this 20 day of 9 2001

INCORPORATOR

A large, stylized handwritten signature in black ink, appearing to be 'F. Paul', is written over the word 'INCORPORATOR' and extends across the page.



FILED

01 OCT 12 PM 12:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT & REGISTERED OFFICE**

**HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE  
OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE  
PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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 OBLIGATIONS OF MY POSITION AS  
REGISTERED AGENT**

  
**REGISTERED AGENT**