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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : FERNAND LAMOTHE, INC.  
Account Number : 105057001570  
Phone : (954) 768-9548  
Fax Number : (954) 768-9775

**FLORIDA NON-PROFIT CORPORATION**

**FRANCOPHILES SANS FRONTIERES INC.**

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ARTICLES OF INCORPORATION  
OF  
FRANCOPHILES SANS FRONTIERES INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation is FRANCOPHILES SANS FRONTIERES INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 721 SE 17 Street, Fort Lauderdale, FL 33316.

ARTICLE III PURPOSES

(a) The specific purpose for which the corporation is organized is to promote cultural programs related to the French culture. The general nature, objects and purposes for which this corporation is exclusively organized and operated are to receive and administer funds, to promote trade and social relationships, to let other associations use its communication system, to help other associations, and to promote charitable purposes among the French speaking community within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended. This corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations herein above and herein after set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for the purposes above mentioned.

Fernand Lamothe  
721 SE 17 Street  
Fort Lauderdale, FL 33316  
(954) 768 9548

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(b) No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any member, trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and regulations issued thereunder.

(d) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purpose.

#### ARTICLE IV POWERS

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to those as provided in Section 617.0302, Florida Statutes, and future amendments thereto, or succeeding statute pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, social purposes for which the corporation is organized, subject, however, to the following:

- (a) This corporation shall be operated exclusively for, and shall only have the power to perform activities exclusively within the meaning, requirements and effect of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended heretofore or hereafter.
- (b) This corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

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- (c) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (d) This corporation shall not retain any excess business holding as defined in Section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (f) This corporation shall not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (g) This corporation shall not engage in any prohibited transaction as defined in Section 503 (b) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE V MEMBERS

The members of this corporation shall consist of those persons who join as subscribers to these Articles of Incorporation, and such other persons, over eighteen (18) years of age or entities as may from time to time be elected to membership by majority vote of the Board of Directors of the corporation in accordance with the provisions of the bylaws of the corporation.

#### ARTICLE VI TERM OF EXISTENCE

The term for which this corporation is to exist shall be perpetual.

#### ARTICLE VII SUBSCRIBERS

The name and address of the subscribers to these Articles of Incorporation is as follows:

Name	Address
Yvonne Courage	2550 Adams ST, Hollywood, FL 3302
Anahid Govaert	2231 NE 192 ST, N. Miami Beach, FL 33180

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Patrice Scemama	2550 Adams ST, Hollywood, FL 33021
Fernand Lamothe	1401 Dewey ST, Hollywood, FL 33020
Eric Boucicaut	14321 SW 99 CT, Miami, FL 33176
Donald Douze	1280 SW 101 Terrace #106, Pembroke Pines, FL 33025
Christina Falcone-McKevitt	3123 Lee Street, Hollywood, FL 33021
Louise Daigle	713 SE 3 Avenue, Dania, FL 33004
Gerard Charpentier	2731 NE 14 ST #620, Pompano Beach, FL 33062
Margaret Armand	2070 52 Way, Plantation, FL 33319
Marie-Claire Beaucage	P.O. Box 4013, Deerfield Beach, FL 33442
Jacqueline Bellamy	14625 Harris Place, Miami Lakes, FL 33014
Jacqueline Hoyl	3100 N 75 Avenue, Hollywood, FL 33024
Nicole Fretigny	1442 Washington Street, Hollywood, FL 33020
Fred St-Amand	621 S.O. FigtreeLn, Plantation, FL 33317

#### ARTICLE VIII OFFICERS AND DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors who shall be elected every three year by majority vote of the members of the corporation, at a duly called meeting, as provided in the bylaws and by officers who shall be elected every three year by majority vote of the Board of Directors. The officers thus to be elected shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of the corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the bylaws.

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The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of the corporation. The number shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of businesses shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meeting of the Directors may be held within or without the State of Florida.

Directors and officers of this corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the bylaws.

### ARTICLE IX DIRECTORS

The name and address of the members of the initial Board of Directors, who, subject to these Articles, bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the members for the election of permanent Directors or until their successors have been duly elected and qualified are:

Name	Address
Yvonne Courage	2550 Adams ST, Hollywood, FL 3302
Anahid Govaert	2231 NE 192 ST, N. Miami Beach, FL 33180
Patrice Scemama	2550 Adams ST, Hollywood, FL 3302
Fernand Lamothe	1401 Dewey ST, Hollywood, FL 33020
Eric Boucicaut	14321 SW 99 CT, Miami, FL 33176
Donald Douze	1280 SW 101 Terrace #106, Pembroke Pines, FL 33025
Christina Falcone-McKevitt	3123 Lee Street, Hollywood, FL 33021
Louise Daigle	713 SE 3 Avenue, Dania, FL 33004
Gerard Charpentier	2731 NE 14 ST #620, Pompano Beach, FL 33062
Margaret Armand	2070 52 Way, Plantation, FL 33319

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Marie-Claire Beaucage	P.O. Box 4013, Deerfield Beach, FL 33442
Jacqueline Bellamy	14625 Harris Place, Miami Lakes, FL 33014
Jacqueline Hoyl	3100 N 75 Avenue, Hollywood, FL 33024
Nicole Fretigny	1442 Washington Street, Hollywood, FL 33020
Fred St-Amand	621 S.O. FigtreeIn, Plantation, FL 33317

#### ARTICLE X REGISTERED OFFICE AND REGISTERED AGENT

The name of the corporation's initial registered agent is Fernand Lamothe and the street address of the corporation's initial registered office is 721 SE 17 Street, Fort Lauderdale, FL 33316. The corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

#### ARTICLE XI BYLAWS

The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the Directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this corporation to all of the members of the Board of Directors at least three (3) days before the meeting.

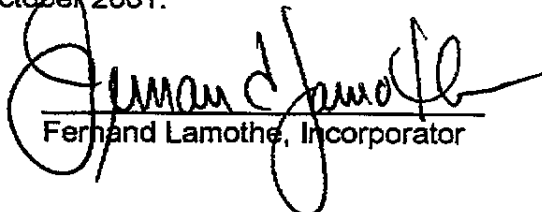
#### ARTICLE XII AMENDMENT OF ARTICLES OF INCORPORATION

These Articles may be amended by resolution adopted by the majority of vote of the members of the corporation present at any meeting duly called and convened; provided, however, that notice of the proposed notice of the action with respect to the Articles of Incorporation shall have waived by a majority of the members of the corporation or ten (10) days' advance notice of the amendment or amendments, to be considered at such meeting, shall have been given in writing personally or by mail to each member of the corporation prior to such meeting. All actions, including but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

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In witness whereof, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 12<sup>th</sup> day of October 2001.

  
Fernand Lamothe, Incorporator

**CERTIFICATE OF DESIGNATION OF**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

FRANCOPHILES SANS FRONTIERES INC.

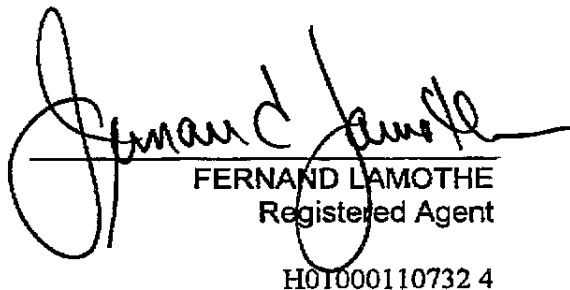
2. The name and address of the registered agent and office is:

Fernand Lamothe  
721 SE 17 Street  
Fort Lauderdale, FL 33316

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Having been named as registered agent and to accept service of process for the above stated 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 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.

Dated: October 12, 2001

  
FERNAND LAMOTHE  
Registered Agent

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