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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SUBJECT: ASSOCIATION PATRIOTIQUE DES AZILOIS DE LA FLORIDE, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: WOULPHRIDE BAPTISTE
Name (Printed or typed)

12150 NW 5 AV
Address

N. MIAMI FL 33168
City, State & Zip

305 688 4050 - 305 3891821 cel
Daytime Telephone number

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DIVISION OF CORPORATIONS
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NOTE: Please provide the original and one copy of the articles.

1-18-02
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**Articles of Incorporation
Of
Association Patriotique Des Azilois de la Floride , INC**

We, the undersigned, desiring to form a corporation pursuant to the Not-For-Profit Corporation Law of the State of Florida,, do hereby make, subscribe, and acknowledge this certificate, as follow:

Article I

The name of the Corporation shall be **Association Patriotique des Azilois de la Floride (APAF), Inc.**

**Article II
PURPOSE**

The purpose of the organization is to call on everyone and particularly those born in the commune of L'Azile, Haiti its rural sections and neighboring communities, to bring their knowledges, their professionalisms, their good wills and material supports to foster the economic, social and cultural development of that geographic section, for the benefits of the native suffering from lack of employment, education and medical care.

To work with any or all organizational foreign or Haitian pursuing the same goals. To acquaint and inform the Public as to its objectives and to further its goals.

**Article III
POWERS**

This corporation shall have and exercises all the powers conferred by the laws of the state of Florida upon Corporations Not-For-Profit under Chapter 607 and 617, part I and to do any or all of the things herein before set forth to the same extent as natural persons might or could do:

1. This corporation is organized exclusively for charitables, educational, cultural and scientific purposes;
2. No recitation or declaration of special powers or declaration of special powers or proposed herein enumerated shall be deemed to be exclusive, but all lawful powers now or which may after be conferred under the laws of the state of Florida are hereby included;
3. For such purposed and not otherwise, and subject always to this Article XI, and XII hereof, the Corporation shall have and exercise only such powers as are required and consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by legislation, purchase, conveyance, lease, gift, grant, bequest, legacy, devise, in

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trust, otherwise, and to own, hold, manage, administer and to make gifts, grants and contributions of, and to expend, convey, transfer, and dispose of, any and all funds and property and the income therefrom in furtherance of all the purposes of this corporation herein above set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to the Corporation and by any future laws amendatory thereof and supplementary thereto.

4. Provided, however, that all such powers of the Corporation shall be exercised only so that the operation of the Corporation shall be exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code of 1954; and provided finally, however that the Corporation shall not carry on any activity not permitted to be carried on by Corporation that is exempt for federal income taxes under section (a) of the Internal revenue Code of 1954 as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954.

All References in this Article and Article XI and XII hereof to a particular

Section of the Internal revenue Code of 1954 shall mean and include, as now enacted or as hereafter amended, such section and any provision of federal law as is or may hereafter be applicable, cognate to such section are now enacted and applicable by Florida Statutes.

ARTICLE IV MEMBERSHIP

The Qualification for member and the manner of their membership shall be as regulated by the bylaws.

ARTICLE V INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation shall be:
12150 N.W. 5th AV. Miami, Florida 33168, with the privilege of having branches and offices in other places within and without the State of Florida, including foreign countries.

The initial registered agent of this Corporation shall be:
WOILPHRIDE BAPTISTE, who shall accept service of process within the State, at such address, and shall serve in such capacity until his successor is selected and duly designed.

**ARTICLE VI
BOARD OF DIRECTORS**

The number of Directors which shall constitute the whole Board Shall be 15, or such as from time to time shall be fixed by the bylaws, but in no event shall be less than 9.

The names and addresses of the persons who are to serve as initial directors of this Corporation are as follows:

**ARTICLE VII
INCORPORATORS**

- 1-WOILPHRIDE BAPTISTE, 12150 N.W. 5th AVE. Miami, FL 33168
- 2-JANEL DELVA, 4906 TAFT Street Hollywood, FL 33021
- 3- SERGE GASSANT, 714 NW 44th Terr. Deerfield, FL 33442
- 4-TOUSSAINT ERASE, 735 N.W. 112th Street Miami, FL 33168
- 5-SONIA CHARLES 3195 FOXCROFT Rd. Miramar FL 33025
- 6-OLENE DELORME 4620 S.W. 152nd TERR. Miramar, FL 33027
- 7-JACQUELINE LINDOR 144 N.W. 110th ST. Miami, FL 33168
- 8-ELIMA NAPOLEON 375 N.E. 54th ST. Miami, FL
- 9-SUZE LAPAIX 2800 N.W. 56th AVE. Lauderhill, FL 33313
- 10-VILBRUN LALANE 190 N.E. 91st Miami, FL 33138
- 11-DELNA LOVINSKY 1330 N.W. 128th ST. Miami, FL 33167

who are also to be initial members of the Corporation.

**ARTICLE VIII
MANAGEMENT**

The management and direction of the business and affairs of the Corporation shall be vested in the Board of Director. The number, qualifications, term of office, method of appointment or election, powers, authority, and duties of the Directors of the Corporation, the time and place of their meeting, and such other provisions with respect to them as are not inconsistent with the express provisions of the Corporations Articles of Incorporation, shall be as specified in the bylaws of the Corporation.

The Board of Directors shall be elected by the members at the Annual Meeting of the Corporation to be held on such date as the bylaws may provide, and shall hold office until their successors are respectively elected and qualified.

The Board of Directors may, by resolution or resolutions, passes by majority of the whole Board designate an Executive Committee, which to the extent provided in said resolution or resolutions or in the bylaws of the Corporation, shall have and may exercises all powers of the Boar of Directors in the management of the activities and affairs of the Corporation and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it. The Board of Directors of this Corporation may election such officers as the By-laws may specify, who shall, subject to the laws of the State of Florida, have such titles and exercises such duties as the By-laws may provide.

The Board of Directors is expressly authorized to make, alter or repeal the bylaws of this Corporation.

ARTICLE IX

BYLAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation.

The bylaws of the Corporation shall be made, altered or rescinded according to the then existing organizational bylaws.

The Articles of Incorporation of this Corporation shall e amended for additional provisions added or adopted by a two-thirds (2/3) affirmative vote of the members of the Board of Directors at any meeting thereof; provided that notice thereof, which shall include the text of the change to the Articles of Incorporation has been furnished in writing to each voting member of the Corporation at least ten (10) working days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance wit the Florida Statutes regarding amendments to Articles of Incorporation of non-profit corporations.

ARTICLE X

GENERAL

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purposed consistent with these Articles which are selected by the Board of Directors.

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members. In addition, no part of the income of the Corporation shall be distributed that the Corporation may pay compensation in a reasonable amount to its members, directors, officers or incorporators; provided that the Corporation may pay compensation in a reasonable amount to its members, directors, and employees for services rendered and may confer benefit upon its members in conformity with its purposes.

ARTICLE XI DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the purposes set forth in Article II hereof.

In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall, after paying of mailing provisions for payment of all the liabilities of the Corporation, distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Section 501(3)(c) and 170(2)(c) of the Internal Revenue Code of 1965 or corresponding sections of any prior future law, or to the Federal government or to a state local government for exclusive public purposes.

ARTICLE XII PROHIBITED ACTIVITIES

The Corporation shall not:

1. Attempts to influence legislation as a substantial part of its activities.
2. All any part of its net income to inure to the benefits of officers, directors or members of the Corporation, not to any other individuals, except in the furtherance of its purposes as expressed in ARTICLE II above.
3. Participate to any extent in any political campaigns for or against any candidate for public office.
4. Conduct any activities not permitted to be carried on by the organizations exempt under Section 501(3)(c) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may be hereafter amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII
NO PECUNIARY GAIN

The Corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain or remuneration to its members, directors, or officers as such, and no part of the net income or not earnings of the Corporation shall, directly or indirectly, be distributable to or to otherwise inure to the benefit of any member, director, or officer of, or any activities of the Corporation; provided, however, that the Corporation may pay reasonable compensation for services Corporation may pay reasonable compensation for services rendered and property and supplies furnished to the Corporation in furtherance of its purposes described in ARTICLE II hereof.

ARTICLE XIV
NO PERSONAL LIABILITY

Members, directors, and officers of the Corporation shall not be personally liable for the payment of any debts or obligations of the Corporation of any nature whatsoever, nor shall any if the property members, directors, and officers be subject to the members, directors, and officers be subject to the payment of the debts or obligations of the Corporation to any extent whatsoever.

ARTICLE XV
DISSOLUTION OF THE CORPORATION

The Board of Directors may dissolve the Corporation with the prior approval of two-thirds (2/3) majority vote of the general voting membership; provided that notice of purpose for the meeting has been furnished in writing to each voting member of the Corporation at least ten (10) working days prior to the meeting where the vote for dissolution shall take place.

EXECUTION BY THE INCORPORATION

IN WITNESS WHEREOF, the undersigned have hereto set their hands and seals of the foregoing Articles of Incorporation of the ASSOCIATION PATRIOTIQUE DES AZLILOIS DE LA FLORIDE (APAF), INC., as incorporators hereof, this 19th day of December, 2001.

Woilphride Baptiste
WOILPHRIDE BAPTISTE

Olene Delorme
OLENE DELORME

Janel Delva
JANEL DELVA

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, personally appeared: WOILPHRIDE BAPTISTE, JANEL DELVA, OLENE DELORME to me well known, and known to be to be the person described in, and who executed the foregoing instrument and acknowledged to and before me that they executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of December 2001.

Edward D. Elliott
NOTARY PUBLIC, STATE OF FLORIDA



Edward D. Elliott
Commission # CC 866406
Expires Oct. 11, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

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**CERTIFICATE OF REGISTERED AGENT
OF**

ASSOCIATION PATRIOTIQUE DES AZILOIS DE LA FLORIDE, INC. (APAF)
(name of corporation)

Pursuant of Florida Statutes 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated on the Articles of Incorporation at 12150 NW 5 AVE Miami FL.33168

has named WOILPHRIDE BAPTISTE located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Woilphride Baptiste
(registered agent)