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TALLAHASSEE, FLORIDA

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CUSTOMER NO: 81467A

CUSTOMER: Loreen Webber, Legal Asst
Charles F. Wheeler, P.a.
Suite 350
871 Venetia Bay Boulevard
Venice, FL 34292

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DOMESTIC FILING

NAME: CAROLE DEMESMIN FOUNDATION,
INC.

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX(3) CERTIFIED COPY

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS: _____

nu 5/23

ARTICLES OF INCORPORATION
OF
CAROLE DEMESMIN FOUNDATION, INC.

FILED
02 MAY 23 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, ("the Act"), do hereby make and adopt the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation shall be CAROLE DEMESMIN FOUNDATION, INC. For convenience, these Articles of Incorporation shall be referred to as the "Articles" and the Bylaws of the Corporation shall be referred to as the "Bylaws".

ARTICLE 2

NOT FOR PROFIT

The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or held for the benefit of Members, Directors or Officers.

ARTICLE 3

PURPOSE

The purposes for which the Corporation is organized, and the objectives to be exclusively carried on and promoted by it, are as follows:

- (a) To be irrevocably dedicated and operated exclusively for purposes described in and contemplated by the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.
- (b) To provide support to organizations and individuals offering an opportunity for cultural and educational support to Haitian-American and other minority youth.

- (c) Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).
- (d) 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 3 hereof. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall nor carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under §501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (e) The Corporation will accomplish the aforementioned purposes through:
1. The encouragement, solicitation, receipt, administration, use and disposition of gifts and bequests of property and funds to establish memberships in the corporation;
 2. determining, establishing and setting the initial contributions for memberships and the annual dues, if any, for continuing membership in the Corporation;
 3. acquiring by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein;
 4. in general, exercising any, each and every power incidental, necessary or desirable to the purposes of this Corporation in order to accomplish said purposes, including trust powers, which a corporation not for profit organized under the laws of Florida for the purposes herein set forth can be authorized to exercise.

ARTICLE 4

LIMITATIONS ON POWERS

The powers of the Corporation shall include and be governed by the following:

4.1 General. The Corporation shall have all of the common-law and statutory powers of a corporation not for profit under the laws of the State of Florida that are not in conflict with the provisions of these Articles, the Bylaws of the Corporation, the Act and shall have all powers conferred by the laws of the State of Florida necessary or desirable and consistent with Section 501 (c) (3) of the Internal Revenue Code of 1986. In furtherance of the objectives of this Corporation, the property of this Corporation is irrevocably dedicated to the exempt purposes of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended or any corresponding section of any future Internal Revenue Code.

4.2 Distribution of Income; Dissolution: No part of the net earnings or net income of the Corporation shall inure to the benefit of or otherwise be distributed to any Member, Director or Officer of the Corporation, and no Member, Director or Officer of the Corporation shall receive any recurring benefit from the Corporation except such reasonable compensation as may be allowed for services actually rendered to the Corporation and the use, payment or distribution of the net earnings or net income in furtherance of the purposes set forth in Article 3. In the event of dissolution, the residual assets of the Corporation will be turned over 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 purpose.

ARTICLE 5

DURATION

The term of existence of the Corporation is perpetual and the corporate existence will commence on the date of the filing of these articles with the Florida Department of State.

ARTICLE 6

SUBSCRIBER/INCORPORATOR

The names and address of the subscribers to these Articles, each of which is at least twenty-one (21) years old and competent to contract, are as follows:

Name

Address

Carole Demesmin Arty

522 Glen Oak Road, Venice, FL 34293

ARTICLE 7

OFFICERS

The affairs of the Corporation shall be administered by the individuals holding the corporate offices as provided in the Bylaws. The Officers shall be elected by the Board of Directors from the Members of the Corporation at its first meeting following the annual meeting of the Members of the Corporation and may be removed by the Board of Directors at such time and in such manner as may be prescribed in the Bylaws. The Bylaws shall provide for the removal from office of officers, for filling vacancies, for the duties of each officer and for such other officer deemed appropriate by the Board of Directors. The names and addresses of the initial officers who shall serve until their successors are elected by the Board of Directors are as follows:

President:	Carole Demesmin Arty
Vice President:	Nancy Denis
Secretary:	Marie Carmelle Michaud
Treasurer:	Victor Demesmin

ARTICLE 8

DIRECTORS

8.1 Number and Qualification: The number of Directors may be increased or decreased by the Directors from time to time in accordance with the Bylaws but shall never be less than seven (7) nor more than twenty-one (21). The then serving Directors shall elect the Directors at their annual meeting. The Bylaws may provide for ex officio and honorary Directors along with their rights and privileges.

8.2 Duties and Powers: All powers of the Corporation shall be exercised by or under the authority of and the affairs of the Corporation shall be managed by the Board of Directors of the Corporation. The management of this Corporation and all of the duties and powers of the Corporation existing under the Act, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors and its agents, contractors or employees.

8.3 Election; Removal: Except as hereinafter provided, Directors of the Corporation shall be elected at their annual meeting in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed with or without cause by a majority of votes of the Directors and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws Any Director removed from office shall not again become a Director before the next annual meeting of the Board of Directors.

8.4 Initial Directors . The names and addresses of the initial Board of Directors who

shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows

<u>Name</u>	<u>Address</u>
Carole Demesmin Arty	552 Glen Oak Road Venice, FL 34293
Marie Carmelle Michaud	231 NE 211 th Street Miami, FL 33179
Nancy Denis	19090 NW 57 th Avenue Miami, FL 33015
Victor Demesmin	7801 Banyan Terrace Tamarac, FL 33321
Nancy Demesmin	7801 Banyan Terrace Tamarac, FL 33321
Dupuy Demesmin	170 NW 77 th Avenue Plantation, FL 33322
Ducermel Augustin	612 South State Road 7 Margate, FL 33068

ARTICLE 9

BYLAWS

The first Bylaws of the Corporation shall be made and adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws by the Board of Directors in any manner not inconsistent with these Articles, as amended from time to time hereafter, or contrary to law.

ARTICLE 10

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

10.1 Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

10.2 Adoption: A resolution for the adoption of a proposed amendment may be proposed

either by not less than twenty-five percent (25%) of the Board of Directors. Directors and members nor present at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the Secretary at or prior to the meeting. The approvals must be by not less than a majority of all of the Board of Directors of the Corporation represented at a meeting at which a quorum thereof has been attained

10.3 Limitation: No amendment shall be made that is in conflict with the Act, the Bylaws or Section 501 (c)(3) of the Internal Revenue Code of 1986

10.4 Recording: A copy of each such amendment shall be filed with the Secretary of State pursuant to the applicable provisions of Florida law.

ARTICLE 11

NONSTOCK BASIS/MEMBERS

The Corporation is organized and shall be operated on a nonstock basis and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation. This Corporation shall not have members.

ARTICLE 12

INDEMNIFICATION

In the manner specified in the Bylaws from time to time, when the Corporation shall indemnify each Officer and Director, including every former Officer and Director, permitted by the Florida Not For Profit Corporation Act and when permissible and not inconsistent with the foregoing, the Florida General Corporation Act, for any act or failure to act, duty assumed or other obligation performed by each such person while serving as an Officer or Director of the Corporation.

ARTICLE 13

In accordance with Section 617.014, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 14

INITIAL REGISTERED AGENT AND OFFICE

The street address of the Corporation's initial registered office is 552 Glen Oak Road, Venice, FL 34293, and the name of the initial registered agent of this Corporation at that address is Carole Demesmin Arty. The initial principal place of business of the Corporation is 231 NE 211th Street, Miami, FL 33179.

ARTICLE 15

NONDISCRIMINATION

The activities and services of the corporation shall not be rendered nor denied to anyone because of race, religion, sex or national origin.

IN WITNESS WHEREOF, the subscriber has signed these Articles of Incorporation on this
day of _____ 2002.



CAROLE DEMESMIN ARTY

STATE OF 5-17-02
COUNTY OF Cook

BEFORE ME, personally appeared, Carole Demesmin Arty, to me well known to me or produced the following identification Florida Drivers License, to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed and did not take an oath.

Commission Number and
Date of Expiration: Dec. 20, 2003

Subscribed and sworn to before me

this 17th day of May 2002
at Chicago, County of Cook, State of Illinois.

Notary Public Viola G. Martinez

Viola G. Martinez
Notary Public
Printed Name: Viola G. Martinez



Acceptance by Registered Agent of such designation and agreement to perform the duties of such office is attached hereto and is incorporated as an integral part of these Articles of Incorporation.

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT' IN THE STATE OF FLORIDA

1. The name of the Corporation is CAROLE DEMESMIN FOUNDATION, INC.
2. The name and address of the registered agent and office is;

Carole Demesmin Arty
552 Glen Oak Road
Venice, FL 34293

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.



CAROLE DEMESMIN ARTY

17 May 202
DATE

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FILED
02 MAY 23 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA