

TRANSMITTAL LETTER

**10200004344**

SUBJECT: HAITIAN AWARENESS & CULTURAL FOUNDATION, INC.  
(Proposed corporate name-must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75, filing fee, Certified copy & Certificate.

FROM: Moluna Cynthia Blanc  
Name (printed or typed)

6863 N. Miami Avenue  
Address

Miami, Florida 33150  
City, State, Zip

(305) 756-9995  
Daytime Telephone Number

**FILED**  
02 JUN -6 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*[Handwritten signature]*  
6/7

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-06/07/02--01013--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

**ARTICLES OF INCORPORATION  
OF  
HAITIAN AWARENESS & CULTURAL FOUNDATION, INC.**

**A Florida Not For Profit Corporation**

The undersigned, acting as Incorporator of a Corporation to be formed under the Florida Not For Profit Corporation Act adopts the following Articles of Incorporation for such corporation.

**FILED**  
02 JUN -6 PM 4:16  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is:

**HAITIAN AWARENESS & CULTURAL FOUNDATION, INC.**

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS**

The principal address of the corporation's office is:

HAITIAN AWARENESS & CULTURAL FOUNDATION INC.  
6863 North Miami Avenue  
Miami, FL 33150.

**ARTICLE III  
MISSION AND PURPOSE**

The purpose and the mission of this corporation is to: (i) articulate and promote the goals and objectives of Haitian heritage; (ii) provide educational and the preservation awareness designed to cultivate understanding, appreciation and advancement of the rich heritage and cultural legacy of Haitians for future generations; (iii) Foster and engender relationships with Haitian musicians; (iv) develop relationship with other Haitian organizations; (v) create educational, financial and networking opportunity for Haitian students that are going to College; (vi) obtain and distribute reliable information as to the reputation and standing of Haitian musicians; (vii) engage in such other activities as will promote these purposes.

The purpose of the Corporation shall also include the performance of activities related, incidental or convenient to the furtherance of the Corporation's stated purpose and which are permitted under the laws of the United States and the State of Florida.

This corporation may also be engaged in the following activities:

- (a) To engage in a variety of activities in furthering it's mission of advancing Haitian music and the arts and preserving the rich Haitian heritage and cultural legacy to benefit young people, by encouraging the importance of staying in School by providing educational and financial scholarships to assist these young people in

going off to College. Ongoing events such as the annual Haitian Music & Entertainment Awards, the Scholar of Excellence Awards, and other musical events and activities may be the Haitian Awareness & Cultural Foundation's fundraising programs.

- (b) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said business or commonly supplied or dealt in by persons engaged in any such business, or which may be capable of being profitably dealt with in connection with any of the said business.
- (c) To guarantee, acquire by purchase, subscription or otherwise hold for investment, or otherwise sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty or in any other manner whatsoever so far as the same may be permitted in the case of corporation organized under the laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.
- (d) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind, to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.
- (e) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments and other bodies.
- (f) To acquire in any manner, utilize, enjoy, hold, sell, assign, lease, mortgage or otherwise dispose of letters of patent of the United States or any foreign country, patents, patent rights, licenses and privileges, intentions, improvements and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with any business of the corporation or any other corporation in which this corporation may have an interest as a stockholder or otherwise.
- (g) To acquire by purchase, subscription or otherwise, and to own, hold, sell, vote and handle shares of stock in other corporations.

- (h) To have one or more officers conduct its business and promote the objectives within the State of Florida, and in other states, the District of Columbia, the territories, possessions and dependences of the United States, and in foreign countries, without restrictions as to place or amount.
- (i) To do all and everything necessary and proper for the accomplishment of any of the purposes or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment hereof, necessary or incidental to the protection and benefit of the corporation, as principal agent, director, trustee or otherwise; and, in general, either alone or in associations with other corporations, firms or individuals, or the furtherance of such purposes or objectives of the corporation, whether or not such business is similar in nature to the purposes and objectives as set forth in this Certificate of Incorporation or any amendment hereof.

The foregoing paragraphs shall be construed and enumerated both as objectives and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the purposes or objects of the Corporation otherwise permitted by law.

#### **ARTICLE IV**

#### **NONSTOCK CORPORATION**

The Corporation shall be organized on a nonstock basis.

#### **ARTICLE V**

#### **EXISTENCE**

The duration of the Corporation shall have perpetual; provided, however, that the Corporation may be dissolved and terminated at any time by agreement of two-thirds of the-then-existing board members of the Corporation at any regular meeting or at a special meeting of the board called for that purpose.

#### **ARTICLE VI**

#### **MEMBERSHIP**

The Corporation shall have such classes of members as shall be set forth in the Corporation's Bylaws.

#### **ARTICLE VII**

#### **BOARD OF DIRECTORS**

The number of directors constituting the Board of Directors of the Corporation is four (4). The number of Directors may be increased or decreased from time to time, pursuant to the provisions of the Corporation's Bylaws, but shall never be less than one (1) nor more than thirteen (13). Election of directors will be set forth in the Corporation's Bylaws.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

The names and post office addresses of the initial board of director are as follows:

1. Darnell Rolle, 3804 SW 68 Way, Miramar, FL 33023
2. Cameus Jacob, 6151 Miramar Parkway, Suite 216, Miramar, FL 33023
3. Nadine Chery, 11900 Biscayne Boulevard, Suite 108, Miami, FL 33181
4. Henry Juste, 119 NE 53 Street, Miami, FL 33127

And each of the initial director shall hold office for the first year of the corporation's existence or until his successor is elected and shall have qualified.

**ARTICLE IX**  
**HONORARY ADVISORY BOARD**

Honorary Board members shall be persons who excel in their respective professions of entertainment, music and the arts, and will be consulted from time to time as advisors on activities and events planned by the Corporation.

The Honorary Board shall consist of more than one (1) members but less than five (5) members.

**ARTICLE X**  
**Executive Committee**

The names and post office addresses of the executive committee who, subject to the provisions of this Certificate of Incorporation, the by-laws, and Act of the Legislature approved June 1, 1925, shall be named in the Bylaws and shall hold office for the first year of the corporation's existence or until his successor is elected and shall have qualified.

1. President: Moluna Cynthia Blanc 6863 North Miami Avenue, Miami, FL 33150
2. Vice President: Roselin Jean 218-09 118 Avenue, Cambria Heights, N.Y. 11411
3. Treasurer: Don West 1170 N.E. 110 Terrace, Miami, FL 33161
4. Secretary: Rosalie Clement 9190 Biscayne Boulevard, Miami, FL 33138

## **ARTICLE XI**

### **CONTINUITY**

The corporation shall not be dissolved or in any similar manner affected by the death, insanity, incompetency, conviction for a felony, resignation, withdrawal, transfer of ownership of shares, retirement, or expulsion of any one or more of the Board of Directors or by a vacancy on the Board of Directors or by any changes in staff of the Corporation or by the happening of any other event which under the laws of the State of Florida would work a dissolution of a partnership. No Board Member shall have the power to dissolve the Corporation by his independent act of any kind.

## **ARTICLE XII**

### **ADDITIONAL POWERS**

In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Florida, the Corporation shall have the following additional powers:

- (a) To enter into any general or limited partnership or joint venture with any individual, firm, association, or corporation for the purpose of carrying on any business which the Corporation has direct or incidental authority to pursue.
- (b) To enter into, for the benefit of its employees, professional or otherwise, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a sick-pay plan; (4) a thrift and savings plan; (5) a medical expense plan, or (6) other fringe benefit or incentive compensation plans.

## **ARTICLE XIII**

### **GENERAL MANAGEMENT AND CONTROL**

Subject to such restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall exercise general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto.

## **ARTICLE XIV**

### **AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation at any time by the agreement of two-thirds of then-existing shareholders at any regular meeting or at a special meeting of the board for that purpose, and all rights conferred on shareholders herein granted subject to this reservation.

**ARTICLE XV**  
**SEVERANCE**

If any phrase, clause, sentence, paragraph, or provision of these Articles of Incorporation is held void or illegal, it shall not impair nor affect the rest of these Articles of Incorporation and the associates do hereby declare that they would have signed and executed the remainder of these Articles without such void or illegal provision.

**ARTICLE XVI**  
**INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:

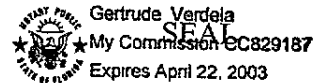
Moluna Cynthia Blanc, 6863 N. Miami Avenue, Miami, Florida 33150

**IN WITNESS WHEREOF**, I, the undersigned incorporator, do sign my name this May 30,

2002.



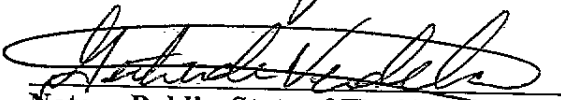
\_\_\_\_\_  
Moluna Cynthia Blanc, Incorporator

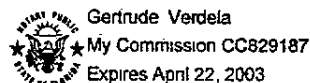


STATE OF FLORIDA     )  
                                  )SS:  
COUNTY OF DADE     )

**BE IT REMEMBERED** that on this day personally appeared before the undersigned Notary Public, in and for the State of Florida at Large, Subscribers to the following Certificate of Incorporation, known to me personally/provided identification, to be such and upon their oath, they acknowledge the said Certificate of Incorporation to be the act and deed of the signers and the facts therein stated to be truly set forth.

**WITNESS** my hand and official seal at Dade County, said County and State, this 30<sup>th</sup> day of May, 2002.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large



**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 DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: HAITIAN AWARENESS & CULTURAL FOUNDATION, INC.

The name and address of the registered agent and office is: Moluna Cynthia Blanc 6863 N. Miami Avenue Miami, Florida 33150

Having been named 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.

  
\_\_\_\_\_  
(Signature)

May 30, 2002  
(Date)

**FILED**  
02 JUN -6 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA