

N02000007537

LAW OFFICES OF
RONALD L. DAVIS, P.A.

SUITE 407
SKYLAKE STATE BANK BUILDING
1550 N.E. MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FLORIDA 33179

TELEPHONE (305) 940-2352

TELEX 8080-01

September 24, 2002

Corporate Records Bureau
Division of Corporations
Dept. of State
P.O. Box#6327
Tallahassee, Fl. 32301

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****122.50 *****78.75

RE: HOUSE OF PROMISE & EDUCATION INC.

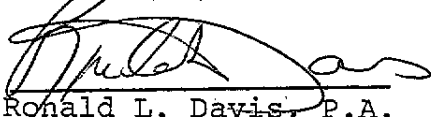
Dear Sir,

Please find enclosed the original and one copy of the Articles of Incorporation for the above newly formed Florida Corporation to be filed in your office.

I am also enclosing my Trust Account Check in the sum of 122.50 to cover the cost of filing and request the return of a certified copy of the filing with your office.

Thanking you for your usual cooperation, I remain,

Very Truly Yours,



Ronald L. Davis, P.A.

RLD/wb
enc.

FILED
02 SEP 30 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ronald L. Davis GAVE
AUTHORIZATION BY PHONE TO
CORRECT Name
DATE 10/2/02
DOC. EXAM [initials]

HOUSE OF PROMISE & EDUCATION Inc.

FILED

02 SEP 30 PM 3:00

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHAPTER I

CORPORATE NAME, PRINCIPLE OFFICE, DURATION

Article 1.- Incorporation – Corporate name

Following the initiative of the contracting parties designated below, a Foundation named **HOUSE OF PROMISE & EDUCATION, INC.** is created. Said Foundation shall be governed by the Articles of Incorporation herein, and according to the provisions of the bylaws of said Foundation. "HOUSE OF PROMISE & EDUCATION INC.

Article 2. – Principle office

The principle place of business for "HOPE", as well as the mailing address for all postal correspondence, is expected to be located at 220 NE 175th Street, North Miami Beach, FL 33162, or at any other address selected by the Board of Directors. The principle office is transferable to any other location on the national territory upon decision of the Board of Directors. Branches may be established in Haiti, and other countries depending upon the requirements for extending the scope of "HOPE" programs.

Article 3. – Duration

The duration of the Foundation is unlimited, except in cases of dissolution according to the provisions of the law and the Articles herein.

CHAPTER II

MISSION AND PUPOSES OF THE FOUNDATION

Article 4. – Mission and purposes

The mission of "HOPE" is to support, stimulate and promote all initiatives with a humanitarian, economic and technical focus susceptible of contributing, not only to the development of youths, but also to the increased participation of youths in initiatives directed towards human development, economic welfare and integration in all regionalization or global processes.

In view of accomplishing said mission, "HOPE" is designed to engage in the following, non-exhaustive, list of activities, according to the provisions of the legal status conferred herein:

- a) To set-up and/or manage special training and support facilities for disadvantaged youths, and the human resources these youth represent.
- b) To promote the emergence of small businesses with financial partnerships across various business profiles.

- c) To set up support units and services for field businesses, such as market research, technical scaffolding and the creation of databases.
- d) To initiate all necessary measures in favor of Haitians orphans.
- e) To contribute to the literacy effort on behalf of the Haitian people.

CHAPTER III

FUNDING, FINANCIAL RESOURCES AND MEMBERS OF THE FOUNDATION

Article 5.-

Funding of "HOPE" comprises an initial fund of two thousand US dollars.

Article 6.-

Financial resources of "HOPE" comprise member contributions, gifts and donations that the Foundation may receive, loans that may be secured, and costs or expenses covered within the framework of the Foundation's activities.

Article 7.- Membership categories

"HOPE" includes three (3) kinds of members.

- a) The founding members who have signed the Articles of Incorporation.
- b) Members joining the Foundation, both natural and corporate bodies, who subscribe to the present Articles.
- c) Honorary members, including both natural and corporate bodies having received approval of the Board of Directors on the basis of their particular interests in "HOPE", or on the basis of extraordinary services delivered to the Foundation.

Article 8.-

Membership status does not in any way confer rights to any kind of stipend or to receiving gifts. However, members who lend their services to "HOPE", on a regular or temporary basis, may receive payment for their services, contingent upon approval of the Board of Directors.

CHAPTER IV

MANAGEMENT OF THE FOUNDATION

Article 9.- Managing bodies

In-house managing and administrative bodies of "HOPE" include:

- The General Assembly
- The Board of Directors
- and one management committee per branch.

Article 10.-

A Board of Directors consisting of at least three members and no more than seven members will manage assets and “HOPE” activities. The Board of Directors must consist of at least one President, one Vice-President and one Secretary/Treasurer.

Members of the Board of Directors are elected by the annual General Assembly, according to the provisions of the Articles herein. Terms of office are limited to a period of three (3) complete and consecutive years. Terms of office are indefinitely renewable.

Article 11.-

All vacancies within the Board of Directors, for any reason, may be filled by decision of the Board of Directors, who may select a replacement among eligible “HOPE” members. Said selection must be ratified during the earliest General Assembly. This member’s term ends upon normal expiration of the term of office whose vacancy s/he is filling.

Responsibilities and obligations of the members of the Board of Directors

Article 12.-

Members of the Board of Directors fulfill all of the tasks linked to their capacity, as well as any tasks that may be assigned by the General Assembly.

Article 13.-

The President is the main person responsible for “HOPE”. The President ensures smooth functioning of the Foundation according to policies and goals outlined by the General Assembly. The President presides at all meetings of the Board of Directors and ensures that all the decisions and motions voted upon are applied.

The President signs all contracts and conventions ratified by the Board. The President in his capacity represents “HOPE” in all legal procedures, both as defendant and plaintiff. The President authorizes expenses up to a limit specified by the Board of Directors.

The President may delegate a part of his responsibilities to the Presidents of the Management Committees of the various local branches.

The President submits a report of all “HOPE” activities occurring during the fiscal year and reports on all activity, which in his/her opinion deserves the attention of the Board of Directors.

Article 14.-

The Vice-President assists the President in the exercise of his/her functions and replaces the President in cases of absence or inability to perform.

Article 15.-

The Secretary/Treasurer is in charge of managing archives, minutes and the “HOPE” registry. The Secretary/Treasurer ensures that all summons for meetings are delivered in due time and proper manner. The Secretary/Treasurer ensures that balance sheets are current in the “HOPE” accounting books. The Secretary/Treasurer ensures up-to-date accounting of all activities. The

Secretary/Treasurer signs, with the President, all checks and documents related to commitments, expenses and disbursement of funds. The Secretary/Treasurer reports to the Board of Directors on the financial situation of the institution, and annually submits a financial report covering the past fiscal year, including the budget for the subsequent fiscal year

Article 16.-

The other members of the Board of Directors will assist the President and the Secretary/Treasurer in the exercise of their functions.

Article 17.-

The Board of Directors elects the members of the Management Committees of the local branches for two (2) years. The branch Management Committees consist of three (3) members: a President, a Vice-President and a Secretary/Treasurer. They are appointed by the Board of Directors to fulfill roles corresponding to the various positions, at a local level.

Responsibilities and obligations of the members of the General Assembly

Article 18.-

The General Assembly meets for an ordinary session once a year, at the latest, three (3) months following the conclusion of the fiscal year, and upon summons of the Board of Directors. The General Assembly may meet for an extraordinary session at any other time during the year, upon summons of the President of the Board of Directors.

Shared provisions for ordinary and extraordinary sessions of the General Assembly

Article 19.-

Regularly constituted General Assemblies represent the sovereign will of "HOPE". The General Assemblies consist of both founding members and joining members. In cases of absence or inability to attend, another founding member may replace the concerned founding member. Each member holds one vote. In cases of tie-votes, the President's vote is overriding. Honorary members, as well as members of the local Management Committees, may participate upon invitation of the President of the Board of Directors, and upon consultation.

Specific provisions for extraordinary sessions of the General Assembly

Article 20.-

An extraordinary session of the General Assembly is summoned according to the provisions outlined in the Articles herein. Extraordinary sessions of the General Assembly are regularly constituted, and may engage in binding deliberations, when they consist of two-thirds (2/3) of the members allowed to vote. When a quorum is not constituted following the first summons, the Assembly will be summoned a second time, at a later date, and will then be able to vote during the new session, regardless of the number of members present, or represented.

Resolutions will be ratified by a simple majority of votes of members present or represented, except for matters concerning sale or disposition of "HOPE" real estate. In said latter case, ratification of resolutions requires a two-thirds majority of votes of members with a right to vote.

Article 21.-

Amendments to the Articles of Incorporation may only be ratified during an extraordinary session of the General Assembly, with a majority vote of two thirds of the members present, or represented. The agenda of the session, included with the summons to the General Assembly, will specify exclusively the item related to the amendment proposal of the Articles of Incorporation. Ratified amendments shall, upon diligence of the Board of Directors, be submitted to all proper legal procedures.

During an extraordinary session of the General Assembly, the dissolution of "HOPE" may also be pronounced, including any decision for merger with another institution pursuing similar goals.

CHAPTER V

DISSOLUTION AND LIQUIDATION

Article 22.-

"HOPE" may only be dissolved following decision of the General Assembly during an extraordinary session, according to quorum conditions and majority vote, as specified in the provisions of Article 20, outlined above.

Article 23.-

In cases of dissolution, the General Assembly during an extraordinary session will designate one, or more, statutory auditors, who are members or not, of the Foundation, and who will be in charge of the liquidation procedures of the Foundation.

Article 24.-

Property, or revenues, arising out of the liquidation procedures may be distributed, or shared among founders, administrators and members.

Following discharge of debt and obligations of "HOPE", remaining assets will be distributed to one, or several, organizations with similar goals, or displaying long term sustainability, and excellence in management. The General Assembly meeting for an extraordinary session will specify designation of said organizations.

CHAPTER VI

TRANSITIONAL PROVISIONS

Article 25.-

The fiscal year begins on October 1, and concludes on September 30 of the following year. Exceptionally, the first fiscal year will begin on the date of ratification of the present Articles, and will conclude on September 30 of the following year.

Article 26.-

The first Board of Directors consists of the following founders, whose terms of office will terminate upon conclusion of the General Assembly of the year 2006.

Louisanna Accius	320 Channing Way #120 San Rafael, CA 94903	President
Danielle Lustin	13, Rue des Miracles Étage Sogebel Port-au-Prince, Haiti, W.I.	Vice-President
Madeleine Accius	370 Channing Way #29 San Rafael, CA 94903	Secretary/Treasurer
Ben Accius	320 Channing Way #120 San Rafael, CA 94903	Consultant

Article 27.-

The first local Management Committee of the Haiti branch consists of the following founding members, whose first term will terminate at the conclusion of the General Assembly of the year 2006.

Danielle Lustin NIF-003-041-346-0	13, Rue des Miracles Étage Sogebel Port-au-Prince, Haiti, W.I.	President
Michèle Lavaud NIF-003-273-726-9	23, Rue Borno Pétion-Ville, Haiti, W.I	Vice-President
Jean Chenet Théodore NIF-003-163-838-9	Avenue Soleil Cabaret, Haiti, W.I	Secretary/Treasurer

Article 28.-

The names and addresses of the founders and incorporators are listed below.

Louisanna Accius	320 Channing Way #120	President
	San Rafael, CA 94903	

Article 29.-

The name of the initial registered agent is:

RONALD L. DAVIS, ESQ.
SUITE 200
KISLAK NATIONAL BANK BLDG.
1550 NE MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FLORIDA 33179

The undersigned incorporator has executed these Articles of Incorporation this 23rd day of September, 2002.



LOUISANNA ACCIUS, President

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.

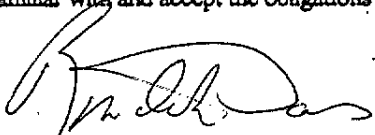
1. The name of the corporation is:

HOUSE OF PROMISE & EDUCATION INC.

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

RONALD L. DAVIS, ESQ.
SUITE 200
KISLAK NATIONAL BANK BLDG.
1550 NE MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FLORIDA 33179

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.



Signature

9/24/02

Date

FILED
02 SEP 30 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA