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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

MAR 21 2012

T. BROWN

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Haiten Women Association of Collier County, Inc.

DOCUMENT NUMBER: N03000007882

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Angela Faustin

(Name of Contact Person)

Haiten Women Association of Collier County, Inc.

(Firm/ Company)

2276 50th Street SW Court

(Address)

Naples, Florida 34116

(City/ State and Zip Code)

hwcc05@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Angela Faustin

(Name of Contact Person)

at 239 200-5435

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED
2012 MAR 19 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Haiten Women Association of Collier County, Inc

(Name of Corporation as currently filed with the Florida Dept. of State)

N03000007882

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>n/A</u>	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Amended: Article 3 please see attachment
Added: Articles 8, 9, 10, 11, 12, 13, 14, 15 & 16

The date of each amendment(s) adoption: 3/13/2012

Effective date if applicable: 3/13/2012
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 3/13/2012

Signature [Signature]
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Angela D. Faustin
(Typed or printed name of person signing)

President
(Title of person signing)

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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statues.

Article 1 - Name

The name of the corporation is Haiten Women Association of Collier County, Inc

Article 2 - Principal Place

The principal place of business address is:

2276 50th Street SW Court
Naples, Florida 34116

Article 3 - Purpose of Corporation

The purpose of the corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 4 – Directors

The manner in which directors are elected or appointed is stated in the by-laws.

Article 5 – Registered Agent

The name and Florida Street address of the registered agent is:

Jonel Faustin
2276 50th Street SW Court
Naples, Florida 34116

Article 6 – Incorporator

The name and address of the incorporator is:

Ronald St. Facile
2276 50th Street SW Court
Naples, Florida 34116

Article 7 – Officers and Directors

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Title: President
Name: Angela D. Faustin
Address: 2276 50th Street SW Court
City-ST-Zip: Naples, Florida 34116

Title: Vice-President
Name: Bataille Loudes Argilagost
Address: 2276 50th Street SW Court
City-ST-Zip: Naples, Florida 34116

Title: Secretary
Name: Marie Lourdes St Joy
Address: 2276 50th Street SW Court
City-ST-Zip: Naples, Florida 34116

Title: Secretary
Name: Bertide Gustinvil
Address: 2276 50th Street SW Court
City-ST-Zip: Naples, Florida 34116

Title: Treasurer
Name: Pierre Annemilia
Address: 2276 50th Street SW Court
City-ST-Zip: Naples, Florida 34116

Title: Advisor
Name: Ferne A. Auravilus
Address: 2276 50th Street SW Court
City-ST-Zip: Naples, Florida 34116

Article 8 - Prohibitions

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 Second hereof. No substantial part of the activities of the Corporation shall be 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 or in opposition to any candidate for public office. Notwithstanding any other

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provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 9 – Term of Existence

This Corporation shall have perpetual existence.

Article 10 – Capital Stock

This Corporation shall have no stock and shall be composed of members rather than shareholders.

Article 11 – Qualifications of Membership

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the By Laws of the Corporation.

Article 12 – Voting Rights

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

Article 13 – Liabilities of Debts

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

Article 14 – Indemnification

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employees or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic

Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify of advance expenses to any such person by contract or in any other matter. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include their heirs, estates, executors, administrators and personal representatives of such persons.

Article 15 – Dissolution

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.

Article 16 – Conflict of Interest

A conflict of interest exists when the personal and professional interests of a board member or committee member of the Corporation affect his or her ability to be objective. As board members or officers are likely to be affiliated with many organizations in their communities, both on a professional and personal basis, it is not unusual for actual or potential conflict of interests to arise. This policy defines how the Corporation interprets conflict of interest and what steps are expected to be taken to deal with such conflicts when they occur.

It is expected that no board member, officer or committee member shall use his or her position, or knowledge gained there from such a manner that a conflict arises between the interest of the Corporation and any of its affiliates and his or her personal or professional interests. Each board member or advisory committee member has the duty to place the interests of the Corporation foremost in any dealings on behalf of the organization, and has a continuing responsibility to comply with this policy.

In order to comply with this policy, it is expected that:

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- If a board or committee member has any interest in a proposed transaction with the Corporation in the form of a significant personal or organizational financial interest in the transaction or holds a position as trustee, director, officer, or employee in such organization, he or she must fully disclose of such interest before any discussion or negotiation of such transaction.
- Any board or committee member who has a potential conflict of interest with respect to any matter coming before the board or committee shall not participate in any discussion of or vote in connection with the matter unless invited to respond to questions or provide factual information by the board or committee chair. Board members should disclose, in writing, any affiliation with another organization and refrain from voting.
- Any board or committee member who gains privileged information by virtue of his or her role as a board or committee member shall not use that privileged information for personal or professional gain.
- This policy shall be distributed annually to board or committee members. A signature in the designated space at the bottom of this conflict of interest policy will indicate the board or committee member's agreement to abide by this policy to the best of his or her ability.

Article 17 – Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Article 18 – Effective Date

These Articles of Incorporation shall be effective 09/10/2003

Amended: March 13, 2012
 Article 3

Added: March 13, 2012
 Article 8 – Prohibitions
 Article 9 – Term of Existence
 Article 10 – Capital Stock
 Article 11 – Qualifications of membership
 Article 12 – Voting Rights
 Article 13 – Liabilities of Debts
 Article 14 – Indemnification
 Article 15 – Dissolution
 Article 16 – Conflict of Interest