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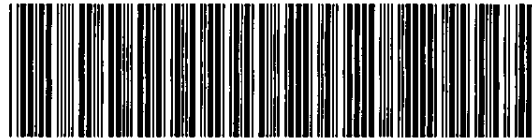
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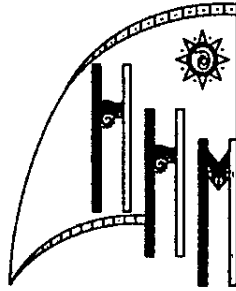


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FILED
07 JAN -4 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amended State by
* Curt Curry
1-4-07*



HAITIAN HERITAGE MUSEUM

December 29, 2006

To Whom It May Concern

Department of State Division of Corporations
2661 Executive Center Circle
Clifton Building
Tallahassee Fl. 32301

Re: Haitian Heritage Museum

Dear Sir or Madam:

Please find enclosed the amended articles of incorporation for Haitian Heritage Museum, together with a **Check #1388** in the amount of **\$43.75 (forty three dollars and seventy five cents)** for the filing fee of \$35.00 and ceretified copy fee of \$8.75.

If you should have any questions, please do not hesitate in contacting our office at 305 371-5988.

Sincerely,

Serge Rodrigue
Director of Operations
Haitian Heritage Museum

Cc: Eveline Pierre
Winnie Jonassaint
Scott Jablonski
Carlos Dupei

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

HAITIAN HERITAGE MUSEUM CORP.

To: Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a non-profit corporation, adopt the following Amended and Restated Articles of Incorporation for such corporation pursuant to Sections 617.0202 and 617.1002 of the Florida Not For Profit Corporation Act.

ARTICLE I - NAME

The name of the corporation is Haitian Heritage Museum Corp. (hereinafter called the "Corporation").

ARTICLE II - ADDRESS

The address, including street and number, of the Corporation's principal place of business in the State of Florida is 17 NW 110 Street, Miami Shores, Florida 33168.

ARTICLE III - PURPOSE

The purpose for which the Corporation is organized is to operate exclusively for charitable, educational, scientific, and literary purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws); and within such

limits, to promote and facilitate charitable activities in the United States and Chile, primarily by soliciting and receiving contributions, grants, devices and bequests, and applying the whole, or any part thereof, for the support of educational and charitable organizations; and, consistent with the above, to exercise all powers available to corporations organized pursuant to Section 617.0202 of the Florida Not For Profit Corporation Act.

ARTICLE IV – MEMBERSHIP

The Corporation shall have no members, unless as otherwise set forth in the Bylaws of the Corporation.

ARTICLE V – DIRECTORS AND OFFICERS

The affairs of this Corporation shall be managed by its Board of Directors. The number of directors (not less than three), and the manner of choosing such directors, shall be fixed in the Bylaws. The directors shall elect officers of the Corporation as provided in the Bylaws.

ARTICLE VI – REGISTERED AGENT AND OFFICE

The address, including street and number, of the Corporation's initial registered office in the State of Florida is c/o Eveline Pierre, 17 NW 110 Street, Miami Shores, Florida 33168. The name of the Corporation's registered agent at such address is Eveline Pierre.

ARTICLE VII – CORPORATE AFFAIRS

Except as provided in these Articles, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

ARTICLE VIII – PROHIBITIONS, MISCELLANEOUS AND DISSOLUTION

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary, or by the operation of law, or upon amendment of the Articles of the Corporation,

(a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(b) No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in ARTICLE III hereof.

(c) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or of otherwise attempting to influence legislation, unless Section 501(h) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws), shall apply to the Corporation, in which case the Corporation shall not normally make lobbying or grass roots expenditures in excess of the amounts therein specified. The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office; nor shall it engage in

any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(d) Neither the whole, or any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in ARTICLE III hereof.

(e) In the event that the Corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) --

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(5) The Corporation shall not make any taxable expenditures that would subject it to tax under Section 4945(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(f) Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all

liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations which engage in activities substantially similar to those of the Corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

ARTICLE IX – TERM OF EXISTENCE

The period of duration of the Corporation is perpetual.

ARTICLE X – INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is three (3) and the names and addresses, including street and number, of the persons who are to serve as the initial directors until the third annual meeting or until their successors be elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Eveline Pierre	17 NW 110 Street, Miami Shores, Florida 33168
Serge Rodrigue	1032 NW 103 rd Street, Miami, Florida 33150
Winnie Jonassaint	15601 NW 52 nd Avenue, #105 Miami Lakes, Florida 33014

ARTICLE XI - INCORPORATOR

The name and address, including street number, of the Incorporator of the Corporation, is:

NAME

ADDRESS

Serge Rodrigue

1032 NW 103rd Street, Miami, Florida 33150

ARTICLE XII - EFFECTIVE DATE

These Amended and Restated Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

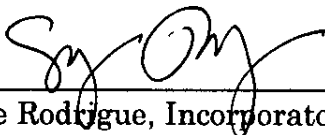
ARTICLE XIII - AMENDMENT

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XIV - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation as set forth in the Bylaws and as required under the law.

These Amended and Restated Articles of Incorporation are hereby executed by the incorporator on this 29 day of December, 2006.



Serge Rodrigue, Incorporator