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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF**

CAMPUS U.R.H.C. HAITI INC.

A Florida "Not for Profit" Corporation

FILE
05 JAN 10 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be "Friends of L' Universite Roi Henri Christophe du Cap-Haitien, Inc."

ARTICLE II PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be 5860 NW 44th St., Suite 107, Lauderhill, FL 33319.

ARTICLE III PURPOSES

Section 1

Said corporation is organized exclusively for charitable and educational, religious, 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).

Section 2

Without in any way limiting the foregoing general purposes, the specific purpose for which the corporation is organized is to provide fund raising activities and events, Develop and expand the Alumni Association and create global awareness for the University.

ARTICLE IV BY-LAWS

The power to adopt, alter, amend or repeal By-laws for the Corporation shall be vested only in the Directors, as more specifically provided in the By-laws.

ARTICLE V BOARD OF DIRECTORS

The business and affairs of this Corporation shall be managed by a Board of Directors.

ARTICLE VI MANNER OF ELECTION OF DIRECTORS

The board of directors shall consist of between 3-6 directors that are recommended by the board's membership committee and voted on by the board of directors. This manner is as stated in the By-laws.

ARTICLE VII OFFICERS

Section 1. The officers of the Corporation shall include a President, a Vice-President, a Secretary, a Treasurer and other officers as designated in the By-laws.

Section 2. The officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the By-laws.

ARTICLE VIII LIMITATION OF ACTIVITIES

Section 1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes.

Section 2. 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, or in opposition to, any candidate for public office.

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

ARTICLE IX DISSOLUTION

Upon the dissolution of the corporation, the Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all the residual assets of the Corporation to such organization or organizations

organized and operated exclusively for charitable, educational, religious or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE X INITIAL REGISTERD AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:
Louis J Noisin, PhD. 5860 NW 44th St., Suite 107, Lauderhill, FL 33319.

ARTICLE XI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:
Louis J Noisin, PhD. 5860 NW 44th St., Suite 107, Lauderhill, FL 33319.

ARTICLE XII AMENDMENT TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Directors in accordance with the procedure set forth in Chapter 617 of the Florida statutes, as amended. Those Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), director, or officer of the Corporation or any other person to share in any of the Corporation's assets.



Signature/Incorporator

1/05/05

Date

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/Registered Agent

1/05/05

Date


CERTIFICATE of Change to
Original Name and Original Articles of Incorporation

UNITED to

RE: Campus URHC Haiti, Inc
5860 NW 44th St. Suite 107
Lauderhill, FL 33319

1. We have officially Amended the Articles of Incorporation as reflected in the attached copy.
2. We have changed the name from Campus URHC Haiti, Inc to Friends of L'Universite Roi Henri Christophe du Cap- Haitien, Inc
The amended Articles were adopted by the directors on January 5, 2005.
No members were entitled to vote.

Signed,

 _____ Date 01/05/05

Louis Noisin, PhD, President
Original Incorporator/ Official signature
Friends of L'Universite Roi Henri Christophe du Cap- Haitien, Inc.