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FLORIDA PROFIT/NON PROFIT CORPORATION

HAITIAN - AMERICAN NATIONAL COUNCIL, INC.

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10-30-01

ARTICLES OF INCORPORATION

Of

HAITIAN - AMERICAN NATIONAL COUNCIL, INC.

A Florida corporation non-for-profit

Pursuant to Chapter 617.0202, Florida Statutes the undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is:

HAITIAN - AMERICAN NATIONAL COUNCIL, INC.

ARTICLE II

LOCATION OF PRINCIPAL OFFICE

The principal place of business address:

8300 N.W 53rd Street, Suite 350 Miami, Florida 33166

The mailing address of the corporation is:

8300 N.W 53rd Street, Suite 350 Miami, Florida 33166

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ARTICLE XI

OBJECTS AND PURPOSES

The specific purpose for which this corporation is organized is:

This not for profit corporation is organized and operated for the exclusive purpose of a public benefit to provide charitable, educational, civic, human and cultural services, within the meaning of section 501 (c) 3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law providing the following services:

1. Providing charitable, educational, civic, human and cultural services for different Haitian American not for profit organizations as well as to all the residents of South, and Central of State of Florida, and throughout the United States, focusing primarily on members of minority and immigrant communities, who are substantially unemployed, underemployed or whos income is below federal property guidelines.
2. To faster and promote community wide interest and concern for the problems and said persons and group described above, to the end that (a) education and economic opportunities may be expanded; sickness, poverty, crime, and environmental degradation may be lessened; racial tensions, prejudice, and discrimination, economic, social and otherwise, may be eliminated; and (b) cultural diversity expanded.
3. To promote (as permitted under the United States Law and Department of State Regulations) democracy and democratic institutions in other countries of Latin America and through the civic, professional, commercial public, private and International Organizations; including helping those countries, who have suffered natural disasters, with all available resources.
4. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the fore ingoing purposes, either directly or indirectly, either alone or in conjunction or cooperation with others whether such other be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental entities.
5. Any other activities allowed under the above code section.

ARTICLE IV

MANAGEMENT OF CORPORATE AFFAIRS:

1. Board of Directors. The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors. This Corporation shall have three (3) Directors initially. The number of Directors of this corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The initial Directors shall hold office until the first meeting of Members at which time an election of Directors shall be held. The method of selection of Directors is stated in the bylaws of this corporation. Directors elected at the first annual meeting and at all times thereafter shall serve for a term of one year or until the first annual meeting of members following the election of Directors and until the qualifications of the successors in office. Annual meetings shall be held at the principal office of the corporation or at such other place or places as the Board of Directors may designate from time to time by resolution. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that Articles of Incorporation and Bylaws of the this Corporation shall be prima facie evidence of such authority.
2. Corporate Officers. The Board of Directors shall elect the following officers: President, Treasurer and Secretary and such Officers and Vice Presidents as the Bylaws of this Corporation may authorize from time to time, the Directors to elect.

ARTICLE V

DURATION

This Corporation shall have perpetual existence until dissolved by due process of law.

ARTICLE VI

ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these articles, this Corporation will not carry on any other activities not permitted to be carried on by:

1. a Corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, or
2. a Corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code or any other corresponding provisions of any future United States Revenue Law.

Lobbying and Political Campaigns: No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

ARTICLE VII

DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of this corporation shall inure to the benefit of any Member, Director or Officer of this Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for this Corporation affecting one or more of its purposes) and no Member, Director or Officer of this Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of this Corporation.

In the event of dissolution, the residual assets of this Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code or corresponding sections of any prior or future Internal Revenue Code or to the Federal, State or local government for exclusive public purposes.

If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the District in which the Corporations principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation. Any such assets not so disposed of shall be disposed of by the 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 and operated exclusively for such purposes.

ARTICLE VIII

BY LAWS

The Board of Directors of this Corporation may provide such Bylaws for the conduct of the business of this Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporation Non For Profit Law of Florida concerning corporate action that must be authorized or approved by Members of this Corporation.

ARTICLE IX

INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of this Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonable incurred by or imposed upon him in connection with or resulting from any action suit or proceeding of whatever nature to which he is or shall be made a party to such action, suit or proceeding or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to such he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE X

MEMBERSHIP

The membership of this Corporation shall consist of all persons hereinafter named as Directors and all other persons as from time to time hereafter may be elected to membership by the Board of Directors. Qualifications for membership shall be satisfied by all persons expressing an interest in the purposes of this corporation. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of this Corporation only.

ARTICLE XI

AMENDMENTS

An amendment to these Articles of Incorporation may be proposed by any Member of this Corporation but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLE XII

The initial names of Directors, Officers, Titles and Address of the Corporation until their successors are elected and qualified are:

Names	Title	Residences
Jean N. Georges	Chairman, Dr	12385 Northwest 17 th Avenue, Miami, FL 33167
Theodore Lyons	President, Dr	460 Northwest 214 th Street, #105, Miami, FL 33169
Marvin B. Seidman	Treasurer, Dr	8501 Southwest 29 th Street, Miami, FL 33155
Marie J. Alphonse	Secretary, Dr	16710 Northeast 9 th Avenue, #203, Miami, FL 33162
Menelas Vilsaint	Director, Dr	12385 Northwest 17 th Avenue, Miami, FL 33167

ARTICLE XIII

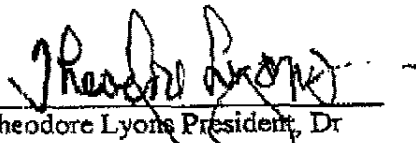
The name and Florida street address of the initial registered agent is:

Theodore Lyons, Pres, Dr

8300 NW 53rd Street, Suite 350 Miami, Florida 33166

I certify that I am familiar with and accept the responsibility of registered agent:

Registered Agent Signature


Theodore Lyons President, Dr

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ARTICLE XIV

The name and Florida street address of the incorporator is:

Nydia Del Valle

8300 N.W 53rd Street, Suite 350 Miami, Florida 33166

Incorporator's signature

Nydia Del Valle

Nydia Del Valle

[Seals]

[Acknowledgment]

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