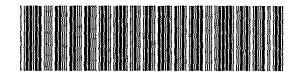
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July 11, 2006

ODNEY CIVIL 305 NE 80TH TERRACE APT #120 MIAMI, FL 33138

SUBJECT: HAITIAN YOUTH ASSOCIATION

Ref. Number: W06000030694

We have received your document for HAITIAN YOUTH ASSOCIATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Letter Number: 906A00044630

Valerie Herring Document Specialist New Filing Section

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLE OF INCORPORATION

In compliance with chapter 617, F.S., (Not for Profit)

I, the undersigned natural person being over the age of eighteen years, acting as incorporator under the Florida Non-Profit Corporation act, adapt the following article of incorporation for such corporation:

ARTICLE I: NAME

The name of the corporation shall be Haitian Youth Association Incorporated

ARTICLE II: DURATION

The period of duration of this corporation is perpetual.

ARTICLE III: PRINCIPAL OFFICE

The principal place of Business and mailing address of this corporation shall be

Haitian Youth Association, Inc.

1035 NW 131 Street

Miami, FL 33168

ARTICLE IV: PURPOSE

- a) To act and operate exclusively as a non profit corporation pursuant to the laws of the State of Florida, and to act and operate as a charitable organization in lessening the burdens of government, providing assistant, resources and services, to foster education among youth in Haiti and in the united States, provide them education about HIV and teach them how to protect themselves against other disease, to serve as a voice and support for youth, to create pleasant environment that encourages youth success in their native environment, to provide leadership that inspires youth participation, contribution and services within their community, to provide health care for low and none income families.
- b) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonable related to the foregoing and following purposes.
- c) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section (c)(3) of the internal revenue code and are consistent with those power describe in the Florida Nonprofit Corporation Act, as amended and supplemented.
- d) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and engage in any activity "in furtherance of, incidental to or connected with any of the other purposes

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- i. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein;
- ii. 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 the distribution of statements) any potential campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended;
- iii. 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 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal revenue law)
- iv. This non- profit organization also contains Odney Civil Foundation, shall serve as an agency within the corporation.

ARTICLE V: MEMBERS

The corporation shall have three classes of members:

- a) The Advisory Board.
- b) The Board of Directors.
- c) The Members.

The manner of the election of the board of directors and the advisory board shall be stated in the by-laws.

ARTICLE VI: INITIAL DIRECTORS AND/OR OFFICERS

List names, specific titles, and addresses;

Odney Civil: Chair / Founder

305 NE 80th Terrace

Apt # 120

Miami, FL 33138

Juliette Mathurin: Vice-Chair

1440 NE 146 Street

Miami, FL 33161

Elie Casseus: Více-Chair

1035 NW 131 Street

Miami, FL 33168

Rebecca Casseus: Secretary

1035 NW 131 Street

Miami, FL 33168

Mardochee Jean: Treasurer

86 NE 50th Terrace

Apt # 5

Miami, FL 33137

ARTICLE VII: INITIATIVE REGISRETED AGENT AND STREET ADDRESS

The name and Florida, Street address of the Registered Agent

ELIE CASSEUS

1035 NW 131 Street

Miami, FL 33168

ARTICLE VIII: INCORPORATOR:

The name and address of the incorporator is

ODNEY CIVIL

305 NE 80th Terrace

APT # 120

MIAMI, FL 33138

ARTICLE IX: DISTRIBUTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 purpose set forth in article III (go back to check) hereof. 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. Not withstanding any other provision of these articles of Incorporation, 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, as amended or supplemented, or (b) by a corporation, contribution to which are deductible under section 170(c) (2) of the Internal Revenue. Code, as amended or supplemented

ARTICLE X: DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes with in the meaning of the section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the Federal Government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the district court of the country 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.

Having been named the registered agent to accept service of process for the above stated corporation at the place designated, in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent Date:

Signature/Incorporator/ Date:

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