

NO7000001343

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Amend

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ASSOCIATION PERMANENTE POUR LE RELEVEMENT DE MORISSEAU, INC.

DOCUMENT NUMBER: NO7000001343

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

Please return all correspondence concerning this matter to the following:

Kerby Cherubin
(Name of Contact Person)

ASSOCIATION PERMANENTE POUR LE RELEVEMENT DE MORISSEAU, INC.
(Firm/ Company)

150 East Sample Road
(Address)

Pompano Beach, Fl. 33064
(City/ State and Zip Code)

For further information concerning this matter, please call:

Kerby Cherubin at (954) 783-1111
(Name of Contact Person) (Area Code & Daytime Telephone Number)

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

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" 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

Association Permanente Pour le Relèvement De Morisseau, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

NO700000 1343

(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:

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)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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:

New Registered Office Address:

(Florida street address)

_____, Florida
(City) (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

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 NOV -6 MICH: LRB

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
P	WELSONY MAUVAIS	9290 S.W. 1ST PL BOCA RATON, FL. 33428	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
VP	Alfred Charlie	9620 Vineyard Ct BOCA RATON 33428	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<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)

See enclosed Articles of Amendment — add
Article changes Article 1, 2, 3, 4, 5, 6, 7, 8, 9
10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20
Amending Complete Articles of Incorporation

The date of each amendment(s) adoption: October 20, 2008

Effective date if applicable: October 20, 2008
(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 October 20, 2008

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)

Kerby Cherubin
(Typed or printed name of person signing)

Treasurer
(Title of person signing)

**Articles of Amendment to Articles of
Incorporation For
Association Permanente Pour Le Relevement De Morisseau, Inc.**

The undersigned subscriber to the Articles of Incorporation is a natural person competent and authorized to these articles of incorporation for Association Permanente Pour Le Relevement De Morisseau, Inc. , a non-profit Corporation under chapter 617 of Florida statues.

Article 1- Name

The name of the Corporation is Association Permanente Pour Le Relevement De Morisseau, Inc. (hereinafter "Corporation").

Article 2- Purpose of the Corporation

This Corporation is organized exclusively for educational, charitable, religious, and scientific purpose, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501(C) (3) of the Internal revenue code or the corresponding section of any future tax code.

The special and primary purpose for which this corporation is formed: is to introduce the program called IRD with will revolve around the introduction, growth and exploitation of a special, multipurpose energy crop, the Sweet sorghum bicolor. To improve the living condition of the people living in Haiti.

This program intends to implement, in Haiti, a pilot program designed to develop the local Economy, curb poverty, by: building its capacities technology, increasing its management skills, developing new agricultural activities, ensuring access to their basic needs: clean energy, potable water, sanitation, and primary health care, upgrading quality of life so that everyone in the community can benefit from the progress.

Article 3- Prohibitions

No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, Board of Directors, Officers, or other private person, 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 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 federal 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 4- Capital Stock

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

Article 5- Qualification of Members and Manner of their Admission

The categories of membership, qualification for membership and the manner of Admission shall be as forth in and regulated by the Bylaws of the Corporation.

Article 6- Voting Rights

Members of the Corporation will have voting rights as provided in the Bylaws of the Corporation.

Article 7- Limitation of Corporate Powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statues.

Article 8- Term of Existence

The corporation shall have perpetual existence.

Article 9- Manner of Election of Directors

The Directors of the Corporation shall be elected by a majority vote of the members of the Corporation. Except for the President/CEO (Chief Executive Officer), all Officers of the Corporation shall be appointed annually by a majority vote of the Board of Directors/Trustees. The President/CEO perpetually, as further described by the Bylaws.

Article 10- Officers

The officers of the Corporation shall consist of the following positions:

President/CEO
Vice President
Secretary
Treasurer
Auditor
Legal Counsel/Advisor

Article 11- The Names of the Officers who are to serve until the First Election under the Articles of Incorporation

The name of the individuals who are to serve as officers until the first election under the Articles of Incorporation are as follows:

President: Welsony Mauvais, 9290 S. W. 1st Pl. Boca Raton, Fl. 33428
Vice President: Alfred Charlite, 9620 Vineyard Ct., Boca Raton, Fl. 33428
Secretary: Jose Saintvil, 8761 Wilts Rd. #301, Coral Springs, Fl. 33067
Treasurer: Kerby Cherubin, 371 S. W. 30th Ave., Deerfield Bch. Fl. 33442

Article 12- Board of Trustees/Directors

This Corporation shall have no less than three trustees/directors, and the number of Trustees/Directors may be increased, as provided by the Bylaws, but never decrease to a number less than three trustees/directors. The names and addresses of the persons who are to serve as members of the Board of Directors until the first election under the Articles of Incorporation are as follow:

1. President: Welsony Mauvais, 9290 S W 1st Pl Boca Raton, Fl. 33428
2. Vice President: Alfred Charlite, 9620 Vineyard Ct., Boca Raton, Fl. 33428
3. Treasurer: Kerby Cherubin, 371 S W 30th Ave., Deerfield Bch. Fl. 33442
4. Secretary: Jose Saintvil, 8761 Wilts Rd. #301, Coral Springs, Fl. 33067

Article 13- Liabilities for Debts

Neither the members nor the members of the Board of Trustees/Directors or Officers of the Corporation shall be liable for the debts of the Corporation.


Article 14- Indemnification

The Corporation shall indemnify a director/trustee 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/trustee or officer or was a director/trustee 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, trustee, officer, employee or agent of the Corporation against liability if authorized in the special case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, trustee, officer, employee or agent has met the standard of conduct set forth the board of directors. The indemnification and advancement of attorney fees and expenses for directors, trustees, officers, employees, and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, trustee, officer, employee or agent of the Corporation, as the case may be a director, officer, partner, trustee, employee, or agent of another Foreign or Domestic Corporation, partnership, joint venture, trusts, employee benefits plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, trustee, 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 contain 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 trustee, director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. 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," "trustee," "officer," "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representative of such person.

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 purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

The under sign incorporator has executed these Articles of Incorporation this _____ day of October 2008.


Signature of Incorporator:



Kerby Cherubin , Treas.

Acceptance of Registered Agent Designated in Articles of Incorporation

Kerby Cherubin, having a business office the same registered office of , Association Permanente Pour Le Relevement De Morisseau, Inc. the Corporation name above is the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligation of the position of Registered Agent under Section 617.0501, Florida Statutes.



Kerby Cherubin