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FLORIDA PROFIT/NON PROFIT CORPORATION

malson d'espoir, inc.

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Prepared By: Duchaine-Baker & Associates, P.A.,
3862 Sheridan Street, Suite B, Hollywood, FL 33021

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**ARTICLES OF INCORPORATION
OF**

**MAISON D'ESPOIR, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

ARTICLE I

The name of the Corporation is: MAISON D'ESPOIR, INC.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The purpose of the Corporation is as follows:

- A. This Corporation is a not for profit Corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this Corporation are, Charitable and Education: to provide education, health program, art program, and sports and recreation and medical services to children and adults of all races and socio-economic background, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 c (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.
- C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, or officers; but, the Corporation shall be authorized and empowered to pay reasonable compensation

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to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes. 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. 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.

- D. The corporation shall not be permitted to carry on any activities, except insubstantial activities, that are not in furtherance of the exempt purposes. The Corporation shall be prohibited to engage in acts of self-dealing as described by Internal Revenue Code Section 4941 or any similar provision of any future tax code. The minimum charitable distributions as required by Internal Revenue Code Section 4942 or any similar provision of any future tax code must be made. Excess business interests may not be held in contravention of Internal Revenue Code Section 4943 or any similar provision of any future tax code. Jeopardy investments, as prohibited by Internal Revenue Code Section 4944 or any similar provision of any future tax code must not be made. Lobbying expenditures, as prohibited by Internal Revenue Code Section 4945 or any similar provision of any future tax code must not be made.

ARTICLE IV.

The Corporation shall have Voting Members, who shall be elected and or appointed, (and may be removed) by the Voting Members and who shall have the rights and privileges of members of the Corporation. The bylaws may provided for Non-voting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The names and addresses of each initial Voting Member is as follows:

<u>NAME</u>	<u>ADDRESS</u>
SANDRA DUCHEINE-BAKER	3862 Sheridan Street, Suite B Hollywood, Florida 33021
NANCY DURAND	PO Box 278887 Miramar, Florida 33027

ARTICLE V.

The initial registered agent is SANDRA DUCHEINE-BAKER, and the initial registered office is 3862 Sheridan Street, Suite B, Hollywood, Florida 33021.

ARTICLE VI.

The initial Board of Directors shall have three (3) members, whose name and address are:

SANDRA DUCHEINE-BAKER	3862 Sheridan Street, Suite B Hollywood, Florida 33021
NANCY DURAND	P.O. Box 278887 Miramar, Florida 33027
JUDITH FLETCHER	10395 SW 186 th Street, Second Floor Miami, Florida 33157

The number of directors may be raised or lowered by amendment of the Bylaws, but shall in case be less than five.

ARTICLE VII

The method of election of the Board of Directors shall be by the method as provided for in the Bylaws.

ARTICLE VIII.

The Officers of the Corporation shall consist of a President, Secretary and Treasurer. Other Officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
President-SANDRA DUCHEINE-BAKER	3862 Sheridan Street, Suite B Hollywood, Florida 33021
Vice President- NANCY DURAND	PO Box 278887 Miramar, Florida 33027
Secretary/Treasurer-JUDITH FLETCHER	10395 SW 186 th Street, Second Floor Miami, Florida 33157

ARTICLE IX.

The name and address of the Incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
SANDRA DUCHEINE-BAKER	3862 Sheridan Street, Suite B Hollywood, Florida 33021

ARTICLE X.

The Corporation is organized (and shall be operated) on a non-stock basis within the meaning of the Florida Not for Profit Corporation Act, and shall not have the power to issue shares of any type, or class of stock, but may issue membership certificates if so provided in the Bylaws.

ARTICLE XI


The location of the principal office shall be:

3862 Sheridan Street, Suite B
Hollywood, Florida 33021

ARTICLE XII

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 c (3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a 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.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 11 day of August, 2009.



SANDRA DUCHEINE-BAKER

STATE OF FLORIDA)
COUNTY OF BROWARD)

Before me personally appeared SANDRA DUCHEINE-BAKER, known to me personally, or produced identification, and who executed the foregoing Articles of Incorporation for Maison D'Espoir, and acknowledged to, and before me that he executed this instrument for the purposes therein expressed.

WITNESS my hand seal this 11th day of AUGUST, 2009.




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ACKNOWLEDGMENT OF REGISTERED AGENT

SANDRA DUCHEINE-BAKER having a business office located at which is the business office identical with the registered office, and having been designated the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BK


SANDRA DUCHEINE-BAKER

Date: August 11, 2009

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