

N10000005010

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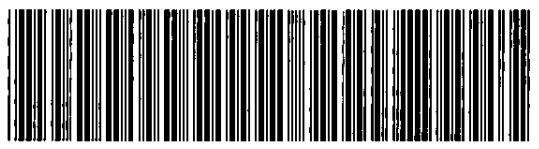
(Business Entity Name)

(Document Number)

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2011 MAY 23 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

Brown 5-27-11

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Association for Development and Progress of Deshouy

**DOCUMENT NUMBER:** N10000005010

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

Please return all correspondence concerning this matter to the following:

Eustaches E. Cella

(Name of Contact Person)

(Firm/ Company)

935 N.E. 199 St Apt 103

(Address)

Miami, Fla 33179

(City/ State and Zip Code)

eustaches.cella@yahoo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Eustaches Cella

(Name of Contact Person)

at ( 305 ) 788-8938

(Area Code & Daytime Telephone Number)

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

\$35 Filing Fee

\$43.75 Filing Fee &  
Certificate of Status

\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

\$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

FILED  
2011 MAY 23 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment  
to  
Articles of Incorporation  
of

Association for Development and Progress of Deshouvray Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N10000005010

(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)

\_\_\_\_\_

(City)

Florida

(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*

**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>
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input 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 attached* \_\_\_\_\_

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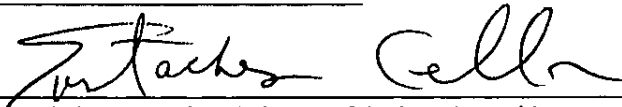
The date of each amendment(s) adoption: 2/14/11  
(date of adoption is required)

Effective date if applicable: 2/14/11  
(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 2/16/11

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)

Eustachas Gelly  
(Typed or printed name of person signing)

President  
(Title of person signing)

L

Articles of Amendment  
to  
The Articles Of Incorporation of Association for  
Development and Progress of Deshouvray Inc.

**Article 1: Name of the Corporation**

The name of the corporation shall be Association for Development and Progress of Deshouvray Inc. As of May 21, 2010 the name does not to any active corporation in the incorporated state of Florida.

**Article II : Territory**

The place of the principal office of the Corporation shall be located is the address 1835 East Hallandale Beach Blvd, Suite 207, Hallandale, Fla 33009. This address shall also be the mailing address.

**Article III: Nature**

Said corporation is organized exclusively to provide educational services, recreational, and infrastructure. Its mission is threefold: To provide educational services to the unfortunate that have no access to education; to promote lifestyle awareness through sports by creating soccer fields, parks, and recreation to help the youngsters in their development and self-worth. To work closely with the local authority to create infrastructure for those that will have access to education.

Furthermore, the corporation may make distributions to organizations that qualify as exempt organization under section 501© (3) of the Internal Revenue Code for the purpose stated in the paragraph.

Also, it is the intention of this corporation to qualify for 501 © (3) exemption in order to best accomplish its aforementioned mission.

**Article IV : Time Horizon**

The corporation is intended to operate in perpetuity.

**Association name's objectives are:**

1. Encourage and promote a global education, sports, empowerment, leadership, among people living in Haiti and abroad.

2. Encourage and promote a vision of leadership, brotherhood and sisterhood from different churches of Haitians' denominations and Americans' communities living in the state of Florida.
3. Provide resources to those in needs here and abroad by helping them to develop their own potential.
4. Assist and Orientate the well-being and/or upon demands among our youths here and abroad through sports, education, and empowerment programs.

**Article V: Trustees**

The names and addresses of the persons who are the initial trustees and which provide the entrepreneurial driving force of the corporation are as follows.

Name(s)	Home Address(es)
Eustaches Cella	935 ne 199st #103 Miami, Fla 33179
Ferdinand Fertil	10001 n.w. 7 <sup>th</sup> Ave Miami, Fla 33150

**Attributions Of Board Member**

The board members has for attributions( The President)

1. Be responsible of the administration, businesses, funds, and properties of the organization.
2. Have the authority to execute the goals of the organization following the statutes and internal rules.
3. Proceed to the examination and request for affiliation and administrative discipline.

**Section 2: Officers**

**1. President**

- a) Serve as administrator of the organization and handle its activities.
- b) Handle as title of chairman all business meetings of the organization and board members.
- c) Organize and plan specific activities such as: special meetings,conventions,fundraisings.

**2. Vice-President**

The Vice-President assists the President in its functions and replace him in case of absences, sickness, or unavailability.

### **3. Secretary**

- a) Hold scriptures of official meetings of board members of the organization.
- b) Hold folders of membership of the organization and assume all clerical duties that came along with the position.
- c) Be the safeguard of all legal documents of the organization.
- d) Report annual documents and reports of the organization in accordance with the Secretary of State as stated by state laws in which the organization is incorporated.

### **4. Vice-Secretary**

The Vice-Secretary share the duties with the Secretary, and replaces the Secretary in case of Absentia, sickness, and or unavailability. He/or She is responsible to carry out registration, correspondence, reports, and files of the organization.

### **5. Treasurer**

- a) Handles all finances of the organization under the supervision of the President and the Board Members.
- b) Deposit in account all funds in an open account bearing the name of the organization. All checks must be signed by the treasurer and another officer authorized by the President.
- c) Maintain an account item of all deposits and withdrawals of the organization.
  - d) Present a report to every meeting regularly to the board members.
  - e) Present an annual report to the annual meeting of the organization.
  - f) Help the organization to obtain and maintain tax exemptions available by laws of the state, local, and federal.
  - g) Allow or give an official receipt of the organization for all gifts received from individuals, churches, and other organizations. A total of gifts received must be compiled at the end of the fiscal year.
  - h) Be the safeguard of all financial documents/files of the organization.

### **Vice-Treasurer**



The Vice-Treasurer assists the treasurer in its functions, and replace him in case of absence, sickness or unavailability.

### **Section III**

The position of Secretary and /or Treasurer will be considered vacant at the term of the mandate or at the end of the right of active membership of the officers.

All positions or functions of leadership in the organization may be terminated by a vote of the majority 2/3 of members presents and voting at a special business meeting called for the purpose.

### **Vacancies**

All positions or functions of leadership in the organization may be filled by nomination of board members for the rest of the mandated time.

## **Article VIII**

### **Annual Meeting**

There will be an annual meeting of the organization which will take place at the election of the officers and reports will be presented from all officers.

Time, date, and place of the meeting will be determined by the board members , and the announcement will be made one month in advance.

### **Section II: Special Business meeting**

Special business meeting maybe called by the President and/or by the majority of board members or by a petition signed by at least 20% of the active voting members of the organization.

Such relative petitions of business meetings of the organization will be given to the President or to the secretary of board members.

No other question except those specified in the special meeting will be discussed or bring to the table in the special business meeting.

### **Section 3: Parliamentary Order**

All business meeting of the organization will be directed according to the parliamentary procedures defined in the actual edition of bylaws.

### **SectionIV : Voting Assembly**

The voting assembly of all business meeting of the organization will be comprised of all delegates from states and member countries officially mandated to this cause by different branches and chapters of the organization.

#### **Section V : Quorum**

Quorum will take place with 2/3 of voting members.

#### **Section VI: Call to Order Meeting**

Call to order of annual business meetings of the organization will include:

- a) Devotion or meditation and prayer
- b) Lecture of items discussed in previous meeting.
- c) Treasurer's report.
- d) Secretary's report.
- e) Different committees' report.
- f) New Items.
- g) Election of officers.
- h) Last remark.
- i) Prayer and Closing.

#### **Section VII : Board Members**

Board Members will meet (2) twice a year upon the President direction for transaction and business of the organization. Time, date, and place will be announced by the President. The majority of the present members will constitute the quorum.

#### **SectionVIII : Members' Registration**

The board members will revise the list of active voting members once a year at ordinary meeting.

#### **Article IX: Departments**

The organization will proceed to the creation and the functioning of departments and committees as judged necessary and to expand their work. All departments and committees will be reporting to the organization and will contribute to the harmonization and the development of the organization. They will be placed under the general supervision of the President and Board Members. The president shall be an at-large member of all under-committees and departments created.

#### **X : Article Finances**

All functioning funds of the organization will be provided by voluntary gifts, contributions, and offering members and friends of the organization.

The organization may accept from time and place (any allocation) and gifts following the bylaws of the organization and these funds will be administered by the Treasurer under the supervision of the board members.

## **Article XI: Properties**

### **Section 1 : Title**

All titles properties of the organization will be established under the name of the organization and according to the legal requirements by name of the mandate accounted by the organization and the replacers.

### **Section 2: Purchase and sell of Properties**

All purchases of equipment, furniture, diverse item or tangible properties which the cost surpasses \$5,000.00 must be authorized by board members.

### **Section III:**

In case of dissolution of the organization any real estate will and shall not be distributed among any mandated officers and other individuals. The board members, after paying all debts of the organization from all funds and active of the organization may give as gifts to another organization having for goals similar objectives knowing that this organization will be qualified as an exempted organization under section 501 ( c ) ( 3 ) of the Internal revenue code of 1986.

The Jurisdiction of the court in which the principal office of this organization is located can allow all other active funds not utilized by the organization to give it away to all organization once determined by the existing court.

## **Article XII : Amendments**

The statutes may be amended at any ordinary business meeting or extraordinary following the majority vote of present members.

## **Article XIII: Declaration of Not Profit**

No part of the next earning shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purpose set forth in Article III hereof.

**Article XIV: Dissolution**

Upon the dissolution of the corporation, asset shall be distributed for one or more exempt purposes within the meaning of the section 501©(3) of the Internal Revenue Code. Not 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.

**Affirmation of Articles of Incorporation**

In witness whereof, we, the Trustees, have hereunto subscribed our names this day.