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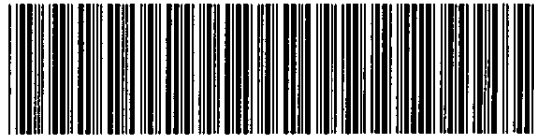
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11 APR 13 PM 4:11

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W11-20920

T. Burch APR 18 2011



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 743172 81188A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : April 13, 2011

ORDER TIME : 2:39 PM

ORDER NO. : 743172-005

CUSTOMER NO: 81188A

DOMESTIC FILING

NAME: FONDATION BOGOSSE INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis - EXT. 2926

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 14, 2011

CSC
ATTN: HARRY B. DAVIS

RESUBMIT
Please give original
submission date on file

SUBJECT: FONDATION BOGOSSE INC. (BOGOSSE FOUNDATION INC.)
Ref. Number: W11000020930

We have received your document for FONDATION BOGOSSE INC. (BOGOSSE FOUNDATION INC.) and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please remove one of the corporations name, use only the name in English or Spanish not both.

Please return the corrected 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) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 411A00009048

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

NON PROFIT ORGANIZATION

OF

FONDATION BOGOSSE INC.

The undersigned is the incorporators of this Not for Profit Corporation under chapter 617, F.S., Florida status, as amended, adopts the following Articles of Incorporation for such corporation:

ARTICLE I- NAME

The name of the corporation is: **FONDATION BOGOSSE INC.**

ARTICLE II- DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III- PURPOSE

The general natures of businesses to be conducted by this corporation are:

- a) Charitable organization intending to solicit contribution from the public.
- b). To increase public awareness and facilitate access to education and culture.
- c). To combat social inequities and prevent community deterioration.
- d). To foster emerging talent in Fashion Design: To develop the potential of aspiring couturiers and couturieres through education, training and enhanced skills in fashion design, tailoring, dressmaking, sewing, embroidery, alterations of clothing' thus creating jobs and opportunities.
- e). To employ, hire and appoint corporations, firms and individuals in any and all parts of the world to act, as the Board of Director may determine, as agents in such capacity and on such conditions as from time to time.

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- f) To acquire by purchase, lease, or other wise and operate vehicles or equipment of every description.
- g) To purchase, lease, or other wise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create security interests in create liens upon, sell, convey, dispose of and turn to account any and all property, real and personal, improved and unimproved of any kind and description, incidental to, connected or suitable, necessary or convenient for any purpose enumerated herein, including all or parts of properties, assets, business and goodwill of any persons, corporations or associations.
- h) To carry on any other business or enterprise which may be carried on or exercised by a corporation organized under 617.0202, F.S., Florida Statue, as amended except a banking, safe deposit, trust, insurance surety, express, railroad, canal, telephone, cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.
- i) Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including , for such purpose, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code , or the corresponding section of any future federal tax code.
- j) No part of the net earnings of the corporation 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 services rendered and to make payments and distributions in furtherance of section 501 (c)(3) 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.
- k) Upon dissolution of this 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.

- 1) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities 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 tax code or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the internal revenue code, or corresponding section of any future tax code.

ARTICLE IV- PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be:
8600 NW 30 TER, MIAMI, FL 33122

ARTICLE V- DIRECTORS

The initial Board of Directors shall consist of (2) two members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case the number of directors shall be less than one. Said directors shall be of full age and at least one of them to be a citizen of the United States. Any director may be removed without cause at any annual meeting where a quorum is present or proxy.

The Board of Directors shall elect the directors and/or officers from time to time as deemed advisable during the annual meeting or board of directors meeting. Any one of said director may hold various positions.

ARTICLE VI- INITIAL OFFICERS

The name and address of the members of the first Board of Directors is/are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
PATRICK S. TARDIEU	President and Secretary	8600 NW 30 TER Miami, Fl 33122
CLAUDE FABRICE TARDIEU	Vice-President	8600 NW 30 TER Miami, Fl 33122

ARTICLE VII- REGISTERED AGENT

The initial registered agent of the corporation to accept service of process within the State of Florida is designated as:

REYNOLD HERAUX
10300 SW 72 ST, # 460-10
MIAMI, FL 33173.

Accepted:


REYNOLD HERAUX

ARTICLE VIII- UNANIMOUS CONSENT

The shareholders or Board of Directors, by unanimous consent, evidence by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been done and authorized at a meeting at which quorum had been present.

In witness whereof, the persons named below have hereby executed these Articles of Incorporation for the uses and purpose therein stated on this 6th Day of April, 2011

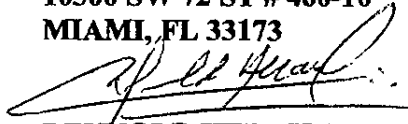

Patrick S. Tardieu


Claude Fabrice Tardieu

ARTICLE IX- INCORPORATOR

The name and address of the incorporator is:

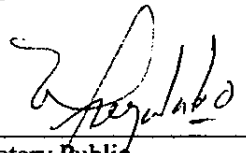
REYNOLD HERAUX
10300 SW 72 ST # 460-10
MIAMI, FL 33173


REYNOLD HERAUX

STATE OF FLORIDA COUNTY OF DADE

I HERBY CERTIFY that on this day before me as a NOTARY PUBLIC duly authorized in the State and County named above to take acknowledgements, personally appeared: **Patrick S. Tardieu and Claude Fabrice Tardieu**, to me known to the persons described the subscriber to the following Articles of Incorporation in and executed the same freely and voluntarily for the uses and purposes therein expressed

WITNESS my hand and official seal at DADE COUNTY, FLORIDA this 6th day of April, 2011.



Notary Public

REGISTERED AGENT

In pursuance of chapter 48.092 Florida Statutes is submitted in compliance with the said act. That FONDATION BOGOSSE INC. desiring to organize under the State of Florida with his principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida has named REYNOLD HERAUX, 10300 SW 72 ST SUITE 460-10, Miami, Fl 33173 as its agent to accept service of process within the State.
ACCEPTED



REYNOLD HERAUX

FILED
2011 APR 13 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF DADE**

I, HEREBY certify that on this day before me, a NOTARY PUBLIC, dully authorized in the State and County above mentioned, to acknowledge, personally appeared REYNOLD HERAUX to me known to be the person described in and who executed the foregoing Registered Agent Certificate and acknowledge before me that he subscribed to said Certificate

WITNESS my hand and official seal in the County and state above named this 6th day of April, 2011.


NOTARY SIGNATURE

NOTARY SEAL

