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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. G. H. FEB 20 2013

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: SOURCE-MATELAS HAITI AN AVAN INC.**  
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM: SOURCE-MATELAS HAITI AN AVAN INC.**  
Name (Printed or typed)

**22274 SW 61ST AVENUE**  
Address

**BOCA RATON, FL 33428**  
City, State & Zip

**(561)705-8689**  
Daytime Telephone number

**smhanavan@yahoo.com**  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

## ARTICLES OF INCORPORATION

OF

### SOURCE-MATELAS HAITI AN AVAN, INC.

The undersigned incorporators, for the purpose of forming a Florida not-for-profit corporation pursuant to chapter 617 of Florida Statutes, hereby adopt the following articles of incorporation.

#### ARTICLE I

The name of this corporation shall be SOURCE-MATELAS, HAITI, AN AVAN INC.

#### ARTICLE II

The principal address of the corporation is:  
22274 SW 61<sup>ST</sup> AVENUE, BOCA RATON FLORIDA 33428.

The mailing address of the corporation is:  
22274 SW 61<sup>ST</sup> AVENUE, BOCA RATON FLORIDA 33428.

#### ARTICLE III

##### PURPOSE

This corporation is organized exclusively for charitable, emergency relief, youth development and educational purposes, more specifically to help build a brighter future for children and families living in Source-Matelas, Haiti. To this end, the corporation will at all times be operated exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, will be devoted to said purposes

#### ARTICLE IV

##### MANNERS IN WHICH DIRECTORS ARE ELECTED

Members of the first Board of Directors shall be elected by a majority vote of the members of this corporation and serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLE V

### DIRECTORS

The initial Officers/Directors of the Corporation are:

- 1- Erick Richard, President
- 2- Saurel Estimphil, Vice-President
- 3- Rigaud Pierre, Secretary
- 4- Joseph Fritz Carner, Financial Officer
- 5- Guirlene Dutelly, Advisor

The mailing address of the Directors is the principal address of the Corporation.

## ARTICLE VI

### EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

## ARTICLE VII

### DURATION

The duration of the corporate existence is perpetual.

## ARTICLE VIII

### FISCAL YEAR

The fiscal year of the Corporation will end on the last day of September of each year.

## ARTICLE IX

### MEMBERSHIP ELIGIBILITY

#### Section 1 — Eligibility for membership:

Application for voting membership is open to any native-born of Source-Matelas, and/or related to a native-born of Source-Matelas living in United States, Canada and other countries, that supports the purpose statement in Article II,

Section 2. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the board.

Section 3 — Annual dues: The amount required for annual dues shall be \$ 600.00 each year (or \$ 50 per month installment), unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

Section 4 — Rights of members: Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

Section 5 — Resignation and termination: Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

Section 6 — Non-voting membership: The board shall have the authority to establish and define non-voting categories of membership.

## ARTICLE X

### PERSONAL LIABILITY

No member, officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officer, or Directors be subject to the payment of the debts or obligations of this corporation.

## ARTICLE XI — MEETINGS OF MEMBERS

Section 1 — Regular meetings: Regular meetings of the members shall be held quarterly, at a time and place designated by the board of Directors.

Section 2 — Annual meetings: An annual meeting of the members shall take place in the month of October, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the corporation for the coming year.

Section 3 — Special meetings: Special meetings may be called by the chair, or a simple majority of the board of directors. A petition signed by five percent of voting members may also call a special meeting.

Section 4 — Notice of meetings: Printed notice of each meeting shall be given to each voting member, by mail, e-mail not less than two weeks prior to the meeting.

Section 5 — Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 6 — Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

## ARTICLE XII

### BOARD OF OFFICERS/DIRECTORS

Section 1— Board role, size, and compensation: The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 10, but not fewer than 16 members. The board receives no compensation other than reasonable expenses.

Section 2 — Terms: All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

Section 3 — Meetings and notice: The board shall meet at least monthly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 4 — Board elections: New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

Section 5 — Election procedures: A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the association diverse constituency. In addition, any member can nominate a candidate to the slate of nominees. All

members will be eligible to send one representative to vote for each candidate, for up to 10 available positions each year.

Section 6 — Quorum: A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 8 — Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 11 — Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

## ARTICLE XIII — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

## ARTICLE XIV

### DISSOLUTION

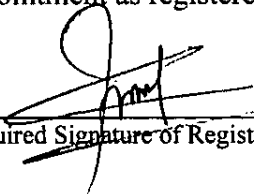
If the Corporation dissolves, the balance of the money and property received by the Corporation, after payment of all of the debts and obligations of the Corporation, must be used, distributed, or transferred exclusively to an organization or organizations with a substantially similar purpose or purposes to those for which the Corporation is organized. The Board of the Directors will choose the specific organization or organizations to which such a distribution will be made. No director, officer, employee, or agent of the Corporation, nor any private individual, will be entitled to any distribution or division of the remaining property or proceeds of the Corporation.

## ARTICLE XV

### REGISTERED AGENT

The registered agent is Joseph Fritz Carner, who is a resident of the state of Florida and Financial Officer of the Corporation, and the address of its initial registered office is 22274 SW 61<sup>st</sup> Avenue, Boca Raton FL 33428, which is physically located in Palm Beach County.

Having been named as 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

  
Required Signature of Registered Agent

02-11-2013  
Date

## ARTICLE XV

### INCORPORATORS

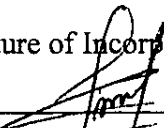
The name and address of the incorporators of this corporation are:

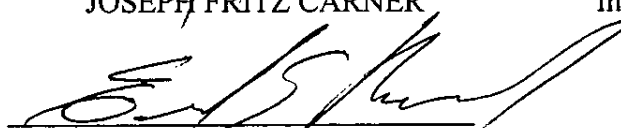
NAME	ADDRESS
1- JOSEPH FRITZ CARNER	22274 SW 61 <sup>st</sup> Avenue, Boca Raton FL33428
2- ERICK RICHARD	2128 Heathwood Circle, Orlando FL33828
3- RIGAUD PIERRE	1041 NE 159 <sup>th</sup> Street, Miami, FL 33162

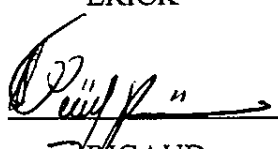
### DECLARATION

We are the persons whose names are subscribed below. We collectively are all of the Incorporators of SOURCE-MATELAS HAITI AN AVAN and we have executed these Articles of Incorporation. We submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Required Signature of Incorporators

  
JOSEPH FRITZ CARNER Incorporator

  
ERICK RICHARD Incorporator

  
RIGAUD PIERRE Incorporator

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13 FEB 19 AM 10:33  
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TREASURY