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FLORIDA PROFIT/NON PROFIT CORPORATION
FLORIDA FRIENDS OF HERMIONE LAFAYETTE IN
AMERICA, IN

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August 4, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORP USA

SUBJECT: FLORIDA FRIENDS OF HERMOINE LAFAYETTE IN AMERICA, INC.
REF: W14000047453

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The registered agent and street address must be consistent wherever it appears in your document.

The address in Article VII and Article VIII does not match.

Change Article VII's title to "PRINCIPLE ADDRESS".

If you have any further questions concerning your document, please call (850) 245-6052.

Maryanne Dickey
Regulatory Specialist II
New Filing Section

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ARTICLES OF INCORPORATION

OF

FLORIDA FRIENDS OF HERMIONE LAFAYETTE IN AMERICA, INC.

The undersigned, for the purpose of forming a not for profit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is: FLORIDA FRIENDS OF HERMIONE LAFAYETTE IN AMERICA, INC.

ARTICLE II

DURATION

The duration (term) of the Corporation is perpetual, unless dissolved according to law.

ARTICLE III

PURPOSES

The Corporation is organized, and shall be operated exclusively for the following purposes:

A. The Corporation is organized to as a Chapter of the Friends of Hermione Lafayette in America, Inc., a corporation existing pursuant to the laws of the State of New York, under the number 41-2248565/DUNS: 964460104.

B. The purposes for which the corporation is formed are to support the efforts of L'Hermione en Amérique, a non-profit charitable organization formed and existing under the laws of the Republic of France, to recreate and maintain a replica of the *Hermione*, the ship on which the Marquis de la Fayette sailed to the United States in 1780, and to organize programs of French-American cultural exchange based upon the role of the *Hermione*, and of La Fayette in the American Revolution, including programs that take advantage of the periodic visits of the *Hermione* to the United States.

C. The purposes for which the corporation is formed is to also support the efforts of Friends of Hermione Lafayette in America, Inc., to welcome the replica of the ship *Hermione*, the ship on which the Marquis de la Fayette sailed to the United States in 1780, on each of its visits to

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the United States, and to organize French-American educational and cultural programs relating to the role of the *Hermione*, and of La Fayette in the American Revolution, which will be presented in each port of call that the *Hermione* visits while in the United States, and also be presented throughout the State of Florida, in anticipation of future visits of the *Hermione* to this state. Such educational and cultural programs may include: (1) sponsoring lectures, exhibitions and presentations on the history of the *Hermione* and the Marquis de la Fayette, and the involvement of France as an ally of the United States during the Revolutionary War; (2) disseminating French cultural and educational information to all citizens and residents of the State of Florida; such purposes being within the purview of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended [the "Code"] including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Revenue Law).

D. The Corporation is also organized to do any other act or thing necessary, incidental to, or connected with the purposes outlined in the above Paragraphs "B" and "C", such purposes being within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended [the "Code"] including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

E. This Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to or for the benefit of or be distributable to its Members, Directors, 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 the purposes set forth in Article III hereof. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code, and the Corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of 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 Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

F. This Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

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ARTICLE IV

MEMBERS

The Corporation shall have one class of Members, each of who shall have all the rights and privileges of members of the Corporation. The number of Members may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The qualifications for and other matters relating to Members shall be as set forth in the Bylaws of the Corporation. The name and address of each initial Member is as follows:

BRIGITTE Van Den HOVE-SMITH	132 Lake Point Lane Naples, FL 34112
STEVEN A. EDELSTEIN, Esquire	1200 Anastasia Avenue - Suite 410 Coral Gables, Florida 33134
JEAN HEUSCHEN	11933 Colliers Reserve Drive Naples, Florida 34110
JEAN-MICHEL PECH	6006 Lee Ann Lane Naples, Florida 34109

ARTICLE V

BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3), nor more than fifteen (15). The Members shall elect the Directors for two-year terms. The Bylaws of the Corporation may provide for *ex officio* Directors and honorary Directors, and their rights and privileges. The name and address of each initial Directors of the Corporation are as follows:

BRIGITTE Van Den HOVE-SMITH	132 Lake Point Lane Naples, Florida 34112
STEVEN A. EDELSTEIN, Esquire	1200 Anastasia Avenue - Suite 410 Coral Gables, Florida 33134

FLORIDA FRIENDS OF HERMIONE LAFAYETTE IN AMERICA, INC.
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JEAN HEUSCHEN

11933 Colliers Reserve Drive
Naples, Florida 34110

JEAN-MICHEL PECH

6006 Lee Ann Lane
Naples, Florida 34109

ARTICLE VI

OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the 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>	<u>Title</u>
BRIGITTE Van Den HOVE-SMITH	132 Lake Point Lane Naples, FL 34112	President
JEAN HEUSCHEN	11933 Colliers Reserve Drive Naples, Florida 34110	Vice-President
STEVEN A. EDELSTEIN, Esquire	1200 Anastasia Avenue Suite 410 Coral Gables, FL 33134	Secretary
JEAN-MICHEL PECH	6006 Lee Ann Lane Naples, Florida 34109	Treasurer

ARTICLE VII

INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is: 6006 Lee Ann Lane, Naples, FL 34109, U.S.A.

**FLORIDA FRIENDS OF HERMIONE LAXAYETTE IN AMERICA, INC.
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ARTICLE VII-A

INITIAL MAILING ADDRESS

The initial mailing address of the Corporation is: 132 Lake Point Lane, Naples, FL 34112, U.S.A.

ARTICLE VIII

INITIAL REGISTERED AGENT

The Registered Agent of the Corporation is STEVEN A. EDELSTEIN, Esquire, whose address is: 1200 Anastasia Avenue - Suite 410, Coral Gables, Florida 33134.

ARTICLE VIII-A

INCORPORATORS

The name and address of the incorporators are: BRIGITTE Van Den HOVE-SMITH, 132 Lake Point Lane, Naples, FL 34112, and STEVEN A. EDELSTEIN, Esquire, 1200 Anastasia Avenue - Suite 410, Coral Gables, Florida 33134.

ARTICLE IX

BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE X

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

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ARTICLE XI

NONSTOCK BASIS

This Corporation is organized on a non-stock basis. This Corporation shall not issue shares of stock.

ARTICLE XII

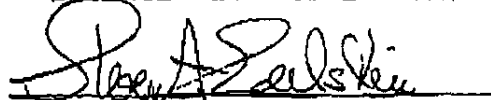
DISSOLUTION

Upon the dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(3) of the Code as an exempt organization, to be used exclusively for the exempt purposes, as described in Article VII hereof. In the event that, for any reason, upon dissolution of the Corporation the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Chief Judge of the Circuit Court of the Eleventh Judicial Circuit in and for Dade County, Florida, U.S.A., or any other Circuit Court Judge so designated by the Chief Judge, shall make such distribution, exclusively upon the application of one or more persons having a real interest in the Corporation or its assets.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this 12th day of July, 2014.



BRIQUITE Van Den HOVE-SMITH




STEVEN A. EDELSTEIN

FLORIDA FRIENDS OF HERMIONE LAFAYETTE IN AMERICA, INC.
ARTICLES OF INCORPORATION

REGISTERED AGENT ACCEPTANCE

I HEREBY CERTIFY that I am familiar with and accept the responsibilities of being the
Registered Agent for FLORIDA FRIENDS OF HERMIONE LAFAYETTE IN AMERICA, INC.

By: 
STEVEN A. EDELSTEIN, Esquire
1200 Anastasia Avenue - Suite 410
Coral Gables, Florida 33134.

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