

N15000004685

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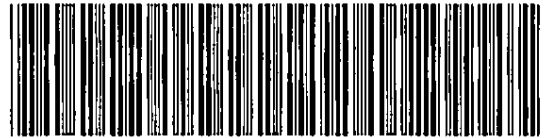
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TALLAHASSEE, FLORIDA

NOV 02 2018  
S. YOUNG



# ALL HELP FOR THE CHILDREN OF HAITI, INC

## COVER LETTER

TO: Amendment Section  
Division of Corporations

Name of the Corporation: All Help for the Children of Haiti, Inc.

Document Number: N 1500000 4685

Please return all correspondence concerning this matter to the address below.

GABRIEL JOSEPH  
(Contact Name)

All Help for the Children of Haiti  
(Company)

22729 SW 56th AVENUE  
(Address)

BOCA RATON, FL 33433  
(City/State and Zip Code)

GabrielJosephBroker@yahoo.com

E-mail address (Please use this email for future notification)

The enclosed Articles of Amendment and fee submitted for filing  
For further information concerning this matter, please call:

GABRIEL JOSEPH at 561-929-2958  
(Name of Contact Person)

Articles of Amendment  
to  
Articles of Incorporation  
of

ALL HELP FOR THE CHILDREN OF HAITI, INC.

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

N15000004685

(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:

ALL HELP FOR THE CHILDREN, INC

*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)

22729 SW 56TH AVE

BOCA RATON, FLORIDA 33433

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

22729 SW 56TH AVE

BOCA RATON, FLORIDA 33433

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)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input checked="" type="checkbox"/> Change	<u>PTD</u>	<u>JOSEPH GABRIEL</u>	<u>22729 SW 56TH AVE</u>
<input type="checkbox"/> Add			<u>BOCA RATON</u>
<input type="checkbox"/> Remove			<u>FLORIDA 33433</u>
2) <input checked="" type="checkbox"/> Change	<u>VSD</u>	<u>JOSEPH DJEMAYAH, M</u>	<u>22729 SW 56TH AVE</u>
<input type="checkbox"/> Add			<u>BOCA RATON, FL 33433</u>
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change	<u>D</u>	<u>DULIEPRE JEAN ALBERT</u>	<u>22729 SW 56TH AVE</u>
<input checked="" type="checkbox"/> Add			<u>BOCA RATON</u>
<input type="checkbox"/> Remove			<u>FLORIDA 33433</u>
4) <input type="checkbox"/> Change	<u>D</u>	<u>HAMARIS HATINA</u>	<u>22729 SW 56TH AVE</u>
<input checked="" type="checkbox"/> Add			<u>BOCA RATON</u>
<input type="checkbox"/> Remove			<u>FLORIDA 33433</u>
5) <input type="checkbox"/> Change	<u>D</u>	<u>LUCIEN KARINE</u>	<u>9825 MARINA BOULEVARD</u>
<input type="checkbox"/> Add			<u>STE. 100</u>
<input checked="" type="checkbox"/> Remove			<u>BOCA RATON, FL 33428</u>
6) <input type="checkbox"/> Change	<u>S</u>	<u>PROPHETE JEAN DENNIS</u>	<u>9825 MARINA BOULEVARD</u>
<input type="checkbox"/> Add			<u>SUITE 100</u>
<input checked="" type="checkbox"/> Remove			<u>BOCA RATON, FL 33428</u>

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

ARTICLE 1 - NAME:

THE AMENDING NAME OF THE CORPORATION IS: ALL HELP FOR THE CHILDREN, INC.

ARTICLE 4 - DIRECTORS: THE DIRECTORS OF THE CORPORATION ARE :

JOSEPH GABRIEL

DAMARIS HATINA

PAUL ANDRE JR

JOSEPH DJEMAYAH M

DULIEPRE JEAN ALBERT

JOSEPH HUGUES

JOCELYN GREGOIRE F

WHOSE MAILLING ADDRESSES SHALL BE THE SAME AS THE PRINCIPAL ADDRESS OF THE CORPORATION

ARTICLE 5 - PRINCIPAL OFFICE: THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS:

22729 SW 56TH AVENUE, BOCA RATON, FLORIDA 33433

AND THE MAILLING ADDRESS OF THE CORPORATION IS THE SAME

ARTICLE 7 - OFFICERS: THE ELECTED OFFICERS OF THE CORPORATION ARE:

PRESIDENT, TREASURER: JOSEPH GABRIEL

VICE PRESIDENT, SECRETARY: JOSEPH DJEMAYAH M

VICE PRESIDENT, ASST TREASURER: JOSEPH HUGUES

ASST SECRETARY: CASTOR AMOS

WHOSE MAILLING ADDRESSES ARE THE SAME AS THE PRINCIPAL ADDRESS OF THE CORPORATION

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

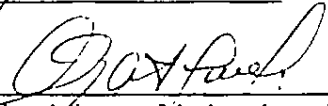
Effective date if applicable: Immediately upon Approval  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 09/15/2018

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)

Gabriel Joseph  
(Typed or printed name of person signing)

President  
(Title of person signing)



## **ALL HELP FOR THE CHILDREN OF HAITI, INC**

9825 Marina Blvd Suite 100 Boca Raton, FL 33428, Tel: 561-826-3207, Fax: 561-448-2539

### **SPECIAL MINUTES OF DIRECTORS MEETING**

The board of directors of the above-named organization hereby agree and consent to that special minutes meeting. be held at 22729 SW 56<sup>th</sup> Avenue, Boca Raton, Florida 33433 on **March 17th, 2018** at 11:00 o'clock in the morning

The following members were present at the meeting, representing a quorum and/or all the Directors of the organization.

<u><b>Name</b></u>	<u><b>Title</b></u>
Gabriel Joseph	President, Treasurer, Director
Djemayah M Joseph	Vice President, Secretary, Director
Gregoire F Jocelyn	Director
Andre Paul Jr	Director
Damaris Hatina	Director
Hugues Joseph	Vice President, Asst Treasurer, Director
Karine Lucien	Volunteer Board Director

IT WAS RESOLVED, UPON MINUTES OF THIS MEETING; the board of directors voted unanimously to remove the following officers from the organization

Jean Denis Prophete, removed as Secretary of the organization

Pierre Gustave Cazeau, removed as Assistant Secretary of the organization

UPON A MOTION DULY MADE: The directors noted that they had reviewed and considered election of officers to serve at the pleasure of the Board based on this review and consideration by the Directors of potential candidates for office, the following was unanimously adopted;

RESOLVED, that the following individuals were duly nominated and unanimously elected to serve as officers of the corporation as described:

<u>Name</u>	<u>New Title</u>	<u>Office</u>
Gabriel Joseph	President, Treasurer	Boca Raton, FL
Djemayah M. Joseph	Vice President, Secretary	Boca Raton, FL
Hugues Joseph	Vice-President, Assistant Treasurer	Boca Raton, FL
Amos Castor	Assistant Secretary	Boca Raton, FL

RESOLVED FURTHER, that the officers of this corporation are authorized and directed to take any action necessary to effectuate the foregoing resolution

There being no further business to come before the meeting was adjourned

Dated in the State of Florida on the 17<sup>th</sup> day of March 2018



*Amos Castor* (Signature)

Secretary Name: Djemayah M. Joseph  
Print Name

*Gabriel Joseph* (Signature)

President Name: Gabriel Joseph  
Print Name





## **ALL HELP FOR THE CHILDREN OF HAITI, INC**

### **MINUTES MEETING OF THE ORGANIZATION BOARD OF DIRECTORS**

Being all the directors of the above-named organization hereby agree and consent that the organization meeting of the board of directors be held at 22729 SW 56<sup>th</sup> Avenue, Boca Raton, Florida 33433 on **September 15th, 2018** at 10:00 o'clock in the morning to remove one of the directors, elect a new director, and a motion to change the corporation's name. Upon motion duly made, this election was approved and adopted at this present minute.

The following named person is elected as new board director of the organization.

**DULIEPRE JEAN ALBERT**

Being a quorum and the Directors of the organization. IT WAS RESOLVED, UPON MINUTES OF THIS MEETING; the board of directors voted unanimously to remove the following named director from the organization.

KARINE LUCIEN, removed as director of the organization

UPON A MOTION DULY MADE: The directors of the organization noted that they had reviewed and considered amending a new name for the organization.

During this meeting a preliminary search of the new amending name "ALL HELP FOR THE CHILDREN, INC." have been found distinguishable through the Division of Corporation website's records.

UPON A MOTION DULY MADE: the new name (ALL HELP FOR THE CHILDREN, INC.) chosen by the directors have been voted unanimously and were in all respects confirmed, approved and ratified as adopted at this present moment by the organization Board of directors.

A written waiver of notice of the time and place of holding the present meeting, signed by the Secretary and the President of this corporation was then presented and read by the Secretary and spread at length upon the minutes.

There being no further discussion to come before the meeting was adjourned.

Dated in the State of Florida on the 15<sup>th</sup> day of September 2018



*[Signature]* (Signature)

Secretary Name Jerrayah M. Joseph  
Print Name

*[Signature]* (Signature)

President Name Gabriel Joseph  
Print Name

## ARTICLES OF INCORPORATION

OF

### ALL HELP FOR THE CHILDREN OF HAITI INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

#### ARTICLE 1 - NAME

The name of the Corporation is **ALL HELP FOR THE CHILDREN OF HAITI INC.**, (hereinafter "Corporation").

#### ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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.

#### ARTICLE 3 - PROHIBITIONS

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 the purposes set forth in Article Second hereof. No substantial part of the activities of the Corporation shall be 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.



**SPIEGEL & UTRERA, P.A.**

LAWYERS

[www.amerilawyer.com](http://www.amerilawyer.com)

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

**ARTICLE 4 - DIRECTORS**

The Directors shall be elected by a majority vote of the Members of this Corporation. The directors of the Corporation shall be:

Gabriel Joseph  
Djemayah M. Joseph  
Hugues Joseph  
Andre Paul Jr.

whose mailing addresses shall be the same as the principal address of the Corporation.

**ARTICLE 5 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 9825 Marina Boulevard, Suite 100, Boca Raton, Florida 33428 and the mailing address is the same.

**ARTICLE 6 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
1840 Southwest 22nd Street, 4th Floor  
Miami, Florida 33145

**ARTICLE 7 - OFFICERS**

The Officers shall be elected by a majority vote of the Directors of this Corporation. The Officers of the Corporation shall be:

President:	Djemayah Joseph
Vice President:	Hugues Joseph
Secretary:	Jean Dennis Prophete
Treasurer:	Gabriel Joseph
Asst. Secretary:	Pierre Gustave Cazeau

whose mailing addresses shall be the same as the principal address of the Corporation.

**ARTICLE 8 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.



**SPIEGEL & UTRERA, P.A.**

L A W Y E R S

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**ARTICLE 9 - CAPITAL STOCK**

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

**ARTICLE 10 - QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

**ARTICLE 11 - VOTING RIGHTS**

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

**ARTICLE 12 - LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

**ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

**ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 15 - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.



**SPIEGEL & UTRERA, P.A.**

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**ARTICLE 16 - INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

**SPIEGEL & UTRERA, P.A.**

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**ARTICLE 17 - DISSOLUTION**

Upon 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 public purpose. Any such assets not so disposed of shall be disposed of by 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.



**SPIEGEL & UTRERA, P.A.**

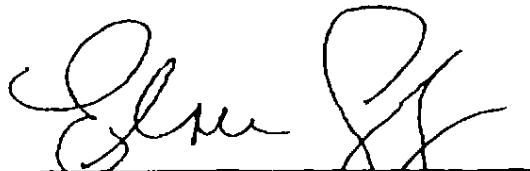
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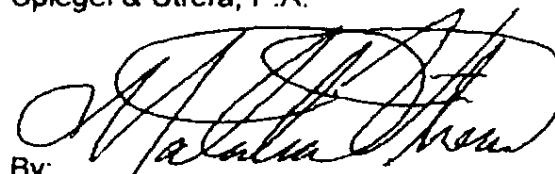
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 5 MAY 2013.

  
Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as 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 the applicable provisions of the Florida Statutes.

Spiegel & Utrera, P.A.

  
By: Natalia Utrera  
Natalia Utrera, Vice President



**SPIEGEL & UTRERA, P.A.**  
LAWYERS

[www.amerilawyer.com](http://www.amerilawyer.com)

1840 CORAL WAY, 4<sup>TH</sup> FLOOR, MIAMI, FLORIDA 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 857-3700  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605