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## ALPAM GROUP, INC. 13695 Wets Dixie Hwy North Miami, Florida 33161 Phone: (786) 271-3210

E-mail address: cmsweetbakery@yahoo.com

January 8, 2016

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Division of Corporations** 

## **NAME OF CORPORATION:** ALPAM GROUP, INC.

The enclosed Articles of Incorporation and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ALPAM GROUP, INC. 13695 Wets Dixie Hwy North Miami, Florida 33161 Phone: (786) 271-3210

E-mail address: cmsweetbakery@yahoo.com

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

\$70.00 Filing Fee.

For further information concerning this matter, please call: Celestin Odilon at (786) 271-3210.

Sincerely,

Celeștin Odilon, Vice-President

# ALPAM GROUP, INC

A FLORIDA Non-profit Corporation

# ARTICLES OF INCORPORATION

# ARTICLE I NAME

#### 1.01 Name

The name of this corporation shall be ALPAM GROUP, INC. The business of the corporation may be conducted as ALPAM GROUP, INC., INC. or ALPAM GROUP.

# ARTICLE II **DURATION**

#### 2.01 Duration

The period of duration of the corporation is perpetual.

# **ARTICLE III PURPOSE**

#### 3.01 Purpose

ALPAM GROUP, INC. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The deleterious effects of oppression and miseducation continue to create discord among nations. However, the most affected are women whose voices are not heard. The purpose of ALPAM GROUP, INC. is to encourage lifelong learning, research, publications and cultural awareness among underprivileged women around the world. ALPAM GROUP, INC. believes that one of the ways to help combat gender inequalities around the world is through the proliferation of well researched and published works performed by women with firsthand experience on the subject matters. We aim to create a platform to facilitate such works.

## ARTICLE IV **NON-PROFIT NATURE**

#### 4.01 **Non-profit Nature**

ALPAM GROUP, INC. is organized exclusively for cultural, 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 Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings ALPAM GROUP, INC. 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ALPAM GROUP, INC. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### 4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of ALPAM GROUP, INC. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### 4.03 Dissolution

Upon termination or dissolution of the ALPAM GROUP, INC., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the ALPAM GROUP, INC. hereunder shall be selected by the discretion of a majority of the managing body of the ALPAM GROUP, INC. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the ALPAM GROUP, INC. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of FLORIDA.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of FLORIDA to be added to the general fund.

#### 4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

#### 4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### 4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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.

# ARTICLE V BOARD OF DIRECTORS

#### 5.01 Governance

ALPAM GROUP, INC. shall be governed by its board of directors.

#### 5.02 Initial Directors

The initial directors of the corporation shall be Daniel Dumé-Charles, Celsetin Odilon and Marcel P. Denis.

## ARTICLE VI MEMBERSHIP

#### 6.01 Membership

ALPAM GROUP, INC. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

# ARTICLE VII AMENDMENTS

#### 7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

# ARTICLE VIII ADDRESSES OF THE CORPORATION

#### 8.01 Corporate Address

The address of the corporation is:

ALPAM GROUP, INC. 13695 West Dixie Hwy North Miami, Florida 33161

The mailing address of the corporation is:

ALPAM GROUP, INC. 13695 West Dixie Hwy North Miami, Florida 33161

# ARTICLE IX APPOINTMENT OF REGISTERED AGENT

#### 9.01 Registered Agent

The registered agent of the corporation shall be:

Celestin Odilon 13695 West Dixie Hwy North Miami, Florida 33161

# ARTICLE X INCORPORATOR

The incorporators of the corporation are as follow:

Dume-Charles, Celestin Odilon and Marcel P. Denis 13695 West Dixie Hwy North Miami, Florida 33161

## CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of ALPAM GROUP, INC. were approved by the board of directors on November 13, 2015 and constitute a complete copy of Articles of Incorporation of the ALPAM GROUP, INC.

Daniel Dume-Charles 13695 West Dixie Hwy North Miami, Florida 33161

Celestin Odilon 13695 West Dixie Hwy North Miami, Florida 33161 Marcel P. Denis 13695 West Dixie Hwy North Miami, Florida 33161

DANIEL DUME-CHARLES

CELESTIN ODILON

MARCEL P. DENIS

# ACKNOWLEDGMENT OF CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Celestin Odilon, agree to be the registered agent for ALPAM GOURP, INC. as appointed herein.

Celestin Odilon, Registered Agent

Date: 💋

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