

TRANSMITTAL LETTER

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

SUBJECT: ECHO DUCALVAIRE, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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 of
Status

ADDITIONAL COPY REQUIRED

FROM: Rev. Magloire Merisier, Registered Agent
Name (Printed or typed)

1236 NW 4th Avenue
Address

Fort Lauderdale, FL. 33311
City, State & Zip

754-304-3209
Daytime Telephone number

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

Articles of Incorporation
of
ECHO DUCALVAIRE, INC.

A Non-Profit Corporation

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Under the NOT FOR PROFIT CORPORATION ACT of the State of Florida statutes, adopt the following Articles of Incorporation for such corporation:

Article 1

NAME

The name of this corporation, hereinafter referred to as the "Corporation" is
Echo Ducalvaire, Inc.

Article 2

**CORPORATION NOT FOR PROFIT
TAX EXEMPT STATUS**

At all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law.

A- This corporation shall not possess or exercise any power or authority either expressly by interpretation or by operation of law that will or might prevent it at any time from qualifying, and continuing to qualify as a corporation described in Section 501(c) (3) of the Internal Revenue code of 1954, as amended (hereafter sometimes referred to as the code", contributions to which are deductible for federal income tax purposes; nor shall it engage directly or indirectly in any activity which might cause the loss of such qualification.

B- No part of the assets or net earnings of these corporations shall ever be used, nor shall this corporation ever be organized or operated, for purposes that are not exclusively religious, charitable, scientific, literary, or educational within the meaning of section 501(c) (3) of the code.

C-This corporation shall never be operated for the primary purpose of carrying on a trade or business profit.

D- No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it participate or intervene in any manner, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements, or otherwise.

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E- At no time shall this corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida or another jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as prohibited under the Internal Revenue Code of 1954.

F- No compensation, loan or other payment shall be paid or made to any officer, director, incorporation of this corporation, or substantial contributor to it, unless such payment is permissible under paragraph H of this article and except as a reasonable compensation for services rendered and / or as a reasonable allowance for authorized expenditures incurred on behalf of this Corporation; and no part of the assets or the earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons, or inure to, be used for accrue to or to the benefit of any such person or private individual(pursuant to the prohibition contained in Section 501(c) (3) of the code).

G- No solicitation of contributions to this corporation shall be made, and no gift bequest or devise to this corporation shall be accepted upon any condition or limitation which, in the opinion of the corporation, may cause the corporation to lose it's exemption from payment of federal income taxes.

H- Notwithstanding any other provisions of these articles, if at any time or times the corporation shall be a " private foundation" as defined in section 509 of the code, than during such time or times the corporation shall distribute its income for each taxable year at such time and such manner as not to subject the corporation to tax under Section 4942(d) of the code.

1. Upon the termination, dissolution or winding up of this corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) for all liabilities of the corporation, shall be distributed to and only to one or more organizations described on Section 501(c) (3) of the code, and such organization or organizations shall not be "private foundations" within the meaning of the Internal Revenue Code and shall not be "publicly supported" within the meaning of that code.

2. Any references herein to any provisions of the Internal Revenue Code of 1954 shall be deemed to mean such provisions as now or hereafter existing amended, supplemented, or superseded as the case may be.

Article 3

PERPETUAL EXISTENCE

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida

Article 4

The initial street address in the state of Florida of the initial registered office of the corporation is: 1236 NW 4th Avenue Fort Lauderdale, FL. 33311.

The registered agent for this non-profit corporation shall be, Rev. Magloire Merisier, Pastor

Article 5

The Territory in which the operations of the Corporation are principally to be conducted at: 6136 NW 11th Street Sunrise Strip, FL.33313, As well as the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

Article 6

The number of initial directors of this Corporation shall be three (3) and the names and addresses of the initial Board of Directors are as follows:

Rev. Magloire Merisier, CEO/Pres.	6136 NW 11th Street Sunrise Strip, FL.33313
Thomas Cesar, Board Member At Large.	6136 NW 11th Street Sunrise Strip, FL.33313
Cheriles P. Mace, Board Member At Large	6136 NW 11th Street Sunrise Strip, FL.33313
Rossna Pascal, Board Member At Large	6136 NW 11th Street Sunrise Strip, FL.33313

Article 7

The names and address of the incorporator of this corporation are:

Rev. Magloire Merisier, CEO/Pres.	6136 NW 11th Street Sunrise Strip, FL.33313
Thomas Cesar, Board Member At Large.	6136 NW 11th Street Sunrise Strip, FL.33313
Cheriles P. Mace, Board Member At Large	6136 NW 11th Street Sunrise Strip, FL.33313
Rossna Pascal, Board Member At Large	6136 NW 11th Street Sunrise Strip, FL.33313

Article 8

PURPOSES

Said organization 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 corresponding section of any future federal tax code. The purpose of this corporation shall be to

establish and maintain a church and to provide a place of public worship. in the State of Florida, the United States and Internationally, to establish, maintain and conduct schools for religious instruction of the young, and to further other religious and charitable work, and to that end may adopt and establish bylaws and make all rules and regulations deemed necessary and expedient for the management of its affairs, in accordance with law and not inconsistent with these articles of incorporation; and, to take, manage, hold and dispose of the property, real and personal of the corporation.

B) MISSIONARY EFFORTS:

The purpose of this corporation are as follow: To provide facilities for missionaries, clergy, other religious workers and their families who work in establishing and furthering Christian Missionary throughout the world and the general diffusion the specific and primary purpose for which this corporation is formed is to provide a house of worship where missionaries and other workers may otherwise prepare in the United States. In connection with its purpose, this corporation may provide any and all kinds of facilities and Services necessary or desirable to further the purpose of the corporation, and it may transact any and all business, engage in any and all activities and do any all things which are lawful for a nonprofit corporation under the laws of the state of Florida.

C) RELIGIOUS PUBLICATIONS:

To publish and disseminate religious newspapers, books, tracts, Children school publications, and the like, and to obtain funds by gifts, collections bequests, and otherwise for the diffusion of sound religious literature.

D) CONSTRUCTIVE EVANGELISM:

To enlist and organized men and women to labor in behalf of needy and destitute women and children in all parts of the State of Florida and internationally without distinction of race and to cooperate with the other societies and agencies of the Christian church in education and missionary work; to employ men and women to work in destitute localities; to instruct the ignorant and unfortunate in the practice of industry and economy and in the principles of sanitary laws and morality, and to establish schools internationally.

E) CHRISTIAN EDUCATION:

To establish and maintain a school, institute or college, for the instruction in and the promotion of the Christian faith and principles and studies for the intellectual, moral, spiritual and physical development and improvement of mankind, and for the promotion of the harmony, health and happiness of mankind, and to apply such principles and teachings for such purposes, including the treating of diseases and ailments of persons anywhere; and also in that connection, to further carry out these objectives, this corporation shall have power to establish and maintain a sanatorium for the treatment and healing of diseases and ailments of persons, and to receive and treat patients; to furnish food and other aids and necessities recommended by this corporation; to use all lawful and usual methods and means of educating, aiding and treating its students and patients; to provide such instruction and aid to persons who personally attend the courses of study and instruction, as well as those who are at a distance; to grant diplomas and confer degrees on its students who are deemed proficient and fitted to receive them.

F) BRANCE LEARNING ORGANIZATIONS:

For the accomplishment of these objects it has power to establish branch organizations; to establish a library or libraries; to print, publish, bind and distribute such books, magazines, papers and other literature as will further carry out the objectives of this corporation; to lease suitable buildings and equipment, and to acquire by purchase or gifts such personal and real property as may be necessary to carry out the objectives of this corporation, and to receive subscriptions and donations of real and personal property to be applied to the uses and purposes of the corporation: to take, hold and manage

real and personal property conveyed to it in trust, the income from which is to be applied to the uses and purposes of this corporation, and to execute such trusts; to mortgage or otherwise encumber any of its property, or to sell and convey the same; to permit the uses of any of its property for religious, educational, benevolent, or other lawful purposes.

G) WORSHIP OF GOD AND PREACHING THE GOSPEL:

The objective for which this corporation is formed is for the worship of Almighty God and the preaching of the Gospel; to benefit the poor and needy by ministering to their needs and necessities; by assisting them to establish themselves in life by bring their minds and hearts under the influence of education and the Christian religion by aiding the erring; the sick, the aged and homeless and by otherwise promoting their welfare according to the rules and regulations and doctrines and disciplines and usages of the Christian Faith and doctrines and to carry on every kind of work necessary and incidental to the maintenance of such religious, educational, charitable and philanthropic work, but that all such work shall be conducted not for pecuniary profit.

H) REAL ESTATE ACQUISITION:

Missionary work among the poor, the improvement of the social condition of poor children, mutual religious improvements, the training of clergy and other missionary work, and the purchase, rental, or acquisition of such real estate or the erection of such buildings as are necessary for the above mentioned purposes.

I) BRANCH CHURCHES:

The corporation shall have the power to organize, conduct and supervise BRANCH CHURCHES throughout, Florida, The United States and Internationally,

which Churches shall have the same powers as are conferred in these articles, but shall be subject to and under the control of the incorporated in these articles.

J) CHRISTIAN FELLOWSHIP:

To encourage among the members closer personal acquaintance and a friendly spirit of mutual cooperation, and the fostering of Christian fellowship.

K) FAMILY VALUES AND COMMUNITY INVOLVEMENT: The purpose for which this corporation is formed shall be educational, philanthropic and civic, to the end that the member shall become more efficient in their homes, broader in their sympathies and more forceful in raising the standard of civic morality. Our Organizational Mission is to Provide Children and families with the following Services:

- Emphasis on providing for basic needs by giving items such as food shelter and clothing to children.
- Education for the prevention of HIV/AIDS
- Referrals to necessary charitable resources.
- Educational resources and materials. Individual and Group tutoring sessions for all ages.
- Used Computer Generation hardware and software Program
- Provide informational resources about child hunger, neglect, abuse, illiteracy and homelessness
- Extracurricular activities, i.e., art, dance, sports, music, literary and health awareness.
- Parental education about caring for their child.
- After School & Mentorship Programs

Article 9

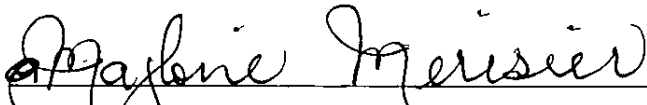
BOARD OF DIRECTORS:

The classes, rights, privileges, qualifications and obligations of members of this corporation are as follows:

- A. The Initial Interim Board of Directors will be elected from a slate chosen by the founders and nominating committee.
- B. The management of this corporation shall be vested in a board of not less than three nor more than twenty-one directors chosen by ballot. The active boards of directors which shall organize departments and branches, and shall have supervision of all work of the corporation and shall make all contracts and leases.
- C. The names and addresses of the persons who shall serve as directors until the first annual meeting of members or until their successors shall have been elected every three years and qualified, are as follows: All Board Of Directors shall be elected by ballot every Two years, cast by the active Board of Directors nominating committee at each annual meeting to serve for a period of Two years. The Board shall have the power to fill any vacancy occurring in the interim of annual meetings.
- D. The control and management of the affairs of this corporation shall be vested in a board of directors or not less than three nor more than twenty-one (21).

Article 10

Having Been named as Registered Agent and to accept services of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.



Rev. Magloire Merisier, CEO/Pres, President of Board, Registered Agent

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.



Rev. Magloire Merisier, CEO/ President of Board, Incorporator

Thomas Cesar, Board Member at Large, Incorporator

Cheriles P. Mace, Board Member at Large, Incorporator

Rossna Pascal, Board Member at Large, Incorporator

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