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## FLORIDA PROFIT/NON PROFIT CORPORATION

Good Governance Foundation, Inc.

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In compliance with the requirements of F.S. Chapter 617, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a not-for-profit business corporation.

### <u>ARTICLE I NAME</u>

The name of the corporation shall be Good Governance Foundation, Inc. When translated into French, the name of the corporation means "Fondation Pour La Bonne Gouvernance, Inc."

### ARTICLE II PRINCIPAL OFFICE AND MAILING ADDDRESS

The initial principal place of business of this corporation shall be: 7950 NW 53 Street, Suite 337, Miami, Florida 33166.

The initial mailing address of this corporation shall be: P.O. Box 471751 Miami, Florida 33247-1751.

#### ARTICLE III PURPOSE

Anything in these Articles of Incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that encourage, promote and further the objective of good governance, and which will qualify this corporation as an exempt organization under Internal Revenue Code §501(c)(6), including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Further, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. 9

No part of the net earnings, properties or assets of this corporation, on dissolutioncor otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid eyer to a fund, foundation or corporation organized and operated for charitable or religious purposes designated by the board of directors which shall at the time qualifies as a tax-exempt organization under Internal Revenue Code §501(c)(3) or (6), or as that code provision may be amended.

## ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The directors of the corporation shall be elected in the manner provided in the bylaws of the corporation.

#### ARTICLE IV INITIAL DIRECTORS

The initial directors of the corporation shall be Joseph Francis Bessard, Jacob St Pierre, Dieudonne Bessard, and Paul Eugene Bataille.

# ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent shall be: Joseph Francis Bessard, 7950 NW 53<sup>RD</sup> Street, Suite 337, Miami, Florida 33166.

### ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Joseph Francis Bessard 7950 NW 53<sup>RD</sup> Street, Suite 337. Miami, Florida 33166.

Signature, Incorporator

Date

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. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Joseph Francis Bessard

Date

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