


# 2008 NOT-FOR-PROFIT CORPORATION ANNUAL REPORT

**FILED**  
**May 16, 2008 8:00 am**  
**Secretary of State**

05-16-2008 90019 009 \*\*\*\*61.25

<b>DOCUMENT # N94000003305</b> 1. Entity Name <b>ALYANS ATIZAY AYISYEN, INC.</b>					
Principal Place of Business <b>225 N.E. 59 STREET MIAMI, FL 33137</b>			Mailing Address <b>5040 BISCAYNE BLVD. MIAMI, FL 33137</b>		
2. Principal Place of Business - No P.O. Box # Suite, Apt. #, etc.		3. Mailing Address Suite, Apt. #, etc.			
City & State		City & State			
Zip	Country	Zip	Country	4. FEI Number <b>65-0511150</b>	
5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>				Applied For Not Applicable	
6. Name and Address of Current Registered Agent  <b>MIREILLE GONZALEZ 5040 BISCAYNE BLVD MIAMI, FL 33137</b>			7. Name and Address of New Registered Agent Name <b>NATHANIEL WILKINS Executive Director</b> Street Address (P.O. Box Number is Not Acceptable) <b>225 N.E. 59th Street</b> City <b>MIAMI</b> <b>FL</b> Zip Code <b>33137</b>		
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.  SIGNATURE <b>NATHANIEL WILKINS</b> <i>[Signature]</i> <b>4/24/08</b> <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE</small>					
<b>Filing Fee is \$61.25 Due by May 1, 2008</b>		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>		<b>Make check payable to Florida Department of State</b>	
<b>10. OFFICERS AND DIRECTORS</b>			<b>11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 10</b>		
TITLE NAME STREET ADDRESS CITY - ST - ZIP	TD <b>JEAN-MARIE DENIS</b> <input checked="" type="checkbox"/> Delete <b>310 N.E. 97 STREET MIAMI, FL 33137</b>		TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	PD <b>MIREILLE GONZALEZ</b> <input type="checkbox"/> Delete <b>5040 BISCAYNE BLVD MIAMI, FL 33137</b>		TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	SD <b>NINA DUVAL</b> <input checked="" type="checkbox"/> Delete <b>3717 ROYAL PALM AVE MIAMI BEACH, FL 33140</b>		TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<b>V.P. Edouard Duval Carme</b> <input type="checkbox"/> Delete <b>3717 Royal Palm Ave MIAMI BEACH FL 33140</b>		TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<b>TREASURER Melissa Mounves</b> <input type="checkbox"/> Delete <b>8842 Emerson Ave Sunrise, FL 33154</b>		TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<b>YVES colon Secretary</b> <input type="checkbox"/> Delete <b>8842 Emerson Ave Sunrise, FL 33154</b>		TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.					
<b>SIGNATURE:</b> <i>[Signature]</i> <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>			<b>4/24/08</b> <small>Date</small>		<b>305-757-5307</b> <small>Daytime Phone #</small>

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BYLAWS

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OF

**Alyans Atizay Ayisyn, Inc. DBA Haitian Cultural Arts Alliance**

(Adopted by Board of Directors October 16, 2007)

**ARTICLE I  
NAME AND LOCATION**

**Section 1.** The name of this organization shall be Alyans Atizay Ayisyn, Inc. DBA Haitian Cultural Arts Alliance (H.C.A.A.), a not-for-profit, non-stock corporation incorporated in the United States, with a principal place of business in Miami, Florida, hereinafter referred to as the "Corporation."

**Section 2.** The office(s) of the Corporation shall be located in such localities as may be determined by the Board of Directors.

**ARTICLE II  
PURPOSES**

The purposes of the Corporation shall be as set forth in the Certificate of Incorporation, and shall be exclusively for purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

**ARTICLE III  
MEMBERSHIP**

**Section 1. No Members.** There shall be no members of the Corporation. The Board of Directors may provide for membership or classes of members by amendment, consistent with these Bylaws, of the Certificate of Incorporation and these Bylaws.

**ARTICLE IV  
DUES AND FISCAL YEAR**

**Section 1. Establishment of Dues.** There shall be no dues.

**Section 2. Fiscal Year.** The fiscal year shall commence on October 1 and end on September 30 of each calendar year.

**ARTICLE V  
BOARD OF DIRECTORS**

**Section 1. Authority and Responsibility.** The governing body of the Corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Corporation, its committees and publications; shall determine its

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policies or changes therein; and shall actively prosecute its objectives and supervise the disbursement of its funds. The Board shall meet at least once a month and may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

**Section 2. Composition.** The Board of Directors shall consist of not less than three (3) and not more than twelve (12) persons, the number to be fixed annually by vote of a majority of the sitting Directors. The initial Board of Directors shall be as provided in the Certificate of Incorporation.

**Section 3. Election and Term.** Directors shall be elected by vote of the majority of sitting Directors. A tie in voting shall not be broken and shall not be sufficient to elect any candidate.

Beginning one (1) year after the effective date of the Certificate of Incorporation, one third (1/3) of the Directors, or the closest fraction thereto not exceeding one-third, shall be annually elected to full terms, beginning in alphabetical order; however, any Director that has served a full term shall be put to reelection, notwithstanding thereby more than one third (1/3) of the Board Directors is put to election. A full term for a Director shall consist of three (3) years. In no event shall the Board provide for terms in excess of five (5) years, consistent with Section 703(b) of the Florida State Not-For-Profit Corporation Law. Pursuant to Section 702 of the Florida State Not-For-Profit Corporation Law, in no instance shall the term of any incumbent Director be shortened by reducing the number of directors.

Any Director shall be eligible for re-election; provided, however, that no Director shall be elected to more than two (2) consecutive full terms. This requirement may be waived by unanimous vote of the sitting Directors. Any Director elected to two (2) consecutive full terms shall be eligible for re-election to another term after at least one (1) year has elapsed.

**Section 4. Nominations.** A Nominating Committee, consisting of not less than three (3) and not more than four (4) persons, shall be appointed annually by the President to nominate candidates for directors as needed. The Nominating Committee shall nominate that number of candidates equal to the number of seats on the Board that will expire at the next following annual meeting of the Board of Directors or fill in spots that are vacant. In composing its slate of nominees, the Nominating Committee shall give due regard to selecting candidates from all points of view and walks of life, and to the Corporation's mission.

The Nominating Committee shall notify the Secretary, in writing or by electronic transmission, at least ten (10) days before the date of the relevant election of the names of such candidates, and the Secretary shall mail or electronically transmit a copy of the ballot to the Directors at least five (5) days before the meeting at which the election shall take place.

The Chairperson of the Board of Directors will, along with the officers of the Board of Directors, appoint the Chairperson of the Nominating Committee and shall communicate with the members of the Committee or arrange a meeting thereof, for the purpose of selecting a slate of candidates. The Nominating Committee may adopt rules and regulations governing their procedures, which, until modified, shall be followed by subsequent Nominating Committees.

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**Section 5. Quorum.** A majority of the Board shall constitute a quorum for the transaction of the business of the Corporation, and any such business thus transacted shall be valid, providing it is affirmatively passed upon by a majority of those present.

**Section 6. Meetings.** The Board shall hold a regular meeting once every two months and no less than six times a year at any convenient time and place.

Additional meetings may be held upon the call of the Chairperson of the Board or written requests of a majority of the Directors.

The Chairperson of the Board may call a special meeting of the Board to consider one or more specific matters (and none others) and shall call such special meeting upon the written petition of not less than twenty-five percent (25%) of the Directors.

**Section 7. Notice.** Notice of all regular meetings of the Board shall be given to the Directors by written or electronic means not less than twenty (20) days before the meeting is held, unless all members of the Board receive actual notice and waive this provision in writing prior to or during the meeting.

Notice of special meetings of the Board shall be given to the Directors not less than seven (7) days before the meeting is held, unless all members of the Board receive actual notice and waive this provision in writing prior to or during the meeting. Notice of special meetings may be given by written notice, telephone, electronic means, or telegram. Said notices shall include the agenda of the meeting.

**Section 8. Voting.** The voting rights of a Director may not be delegated to another nor exercised by proxy.

**Section 9. Mail, Facsimile or Electronic Attendance and Voting.** Any meeting or business of the Board of Directors may be held or conducted in person or, in lieu of or in addition to traditional forms of business meeting, via internet connection, electronic mail, electronic bulletin board, electronic chat room, facsimile, telephone, voice link, or any other means of communication providing for reasonable communication, and shall not require the physical attendance or physical presence of any Officer or Director. Officers or Directors who participate in any meeting of the Corporation by electronic or other means not requiring physical presence but providing for reasonable communication shall be permitted to participate and shall be considered in attendance at that meeting for purposes of these Bylaws.

**Section 10. Vacancies.** Any vacancy occurring on the Board of Directors by reason of death, resignation, disqualification, incapacity to act, or for any other reason or cause, shall be filled for the balance of the then current year by appointment of the Chairperson of the Board, with the approval of an Executive Committee, should one be created. If the term of such vacant directorship extends beyond the then current year, the Nominating Committee shall nominate a nominee for the remainder of the term beyond the current year.

**Section 11. Removal.** The Board of Directors may, in its discretion, by the affirmative vote of two-thirds (2/3) of its members, remove any Director for cause as provided in Section 706 of the Florida State Not-For-Profit Corporation Law.

**Section 13. Termination of Directorship.** A directorship shall be considered vacant and the incumbent's tenure terminated upon his or her death, resignation or physical or mental incapacity to act. Directors may also be terminated if they miss more than three successive board meetings within a calendar year without prior approval

The Board of Directors shall be the sole judge of whether a Director is physically or mentally incapable of performing the duties of a director.

## ARTICLE VI EXECUTIVE COMMITTEE

**Section 1. Authority and Responsibility.** The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Corporation during the interims of Board meetings; provided, however, the Executive Committee shall have no authority of the Board of Directors with respect to those acts specifically reserved to the Board of Directors by resolution of the Board of Directors, in contravention of a specific policy or resolution theretofore adopted by the Board of Directors, or in contravention of the Florida State Not-for-Profit Corporation Law.

All actions taken by the Executive Committee shall be reported to the Board at or prior to the next following Board meeting.

**Section 2. Composition.** The Executive Committee shall consist of the elected officers of the Corporation and members *ex officio*. The President shall be a member and Chairperson of the Executive Committee.

**Section 3. Quorum.** A majority of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee. The President shall call such meetings as the business of the Corporation may require. She or he shall also call such meeting upon the written request of two (2) members of the Executive Committee.

**Section 4. Attendance and Voting.** Any meeting or business of the Executive Committee may be held or conducted in the manner specified in Article V, section 9 above. The results of any votes shall be sent to all members of the Executive Committee.

**Section 5. Notice.** Written, electronic, or telephonic notice of any meeting of the Executive Committee shall be given not less than seven (7) days before such meeting, unless all members of the Committee receive actual notice and waive this provision in writing prior to or during the meeting.

**Section 6. Unanimous Written Consent.** Any action that the Executive Committee may take, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Executive Committee.

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**ARTICLE VII  
EXECUTIVE OFFICERS**

**Section 1. Elected Officers.** The elected officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. All officers shall be elected annually by majority vote of the Board of Directors at its Annual Meeting.

The initial officers shall be as follows:

Mireille Chancy Gonzalez - President  
5040 Biscayne Blvd  
Miami, FL 33137

Edouard Duval Carrie - Vice President  
3717 Royal Palm Ave.  
Miami Beach, FL 33140

Melissa Moonves – Treasure  
8842 Emerson Ave  
Surfside, FL 33154

Yves Colon – Secretary  
8842 Emerson Ave.  
Surfside, FL 33154

**Section 2. Qualifications for Office.** Any natural person shall be eligible to nomination and election to any elected office of the Corporation.

**Section 3. Term of Office.** Each elected officer shall take office one month following the adjournment of the meeting of the Board of Directors of the Corporation at which he or she is elected, and shall serve for a term of one (1) year and until his or her successor is duly elected and qualified.

**Section 4. Vacancies.** A vacancy in any office may be filled for the balance of the term thereof by the Board of Directors at any Regular or Special Meeting.

The Board of Directors, in its discretion, by a two-thirds (2/3) vote of all of its members, may remove any officer from office for cause.

**Section 5. Termination of Tenure of Office.** An elective office shall be considered vacant and the incumbent's tenure terminated upon her or his death, resignation or physical or mental incapacity to act; or failure to attend three regular board meetings in a calendar year without prior approval, or failure to fulfill obligations as agreed on by the other officers.)

The Board of Directors shall be the sole judge of whether an officer is physically or mentally incapable of performing the duties of his or her office.

**ARTICLE VIII**

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## STANDING AND SPECIAL COMMITTEES

**Section 1. Standing Committees.** The Board of Directors may create such standing committees and prescribe their duties as it may from time to time determine. The Board may add to, diminish or modify the powers, authority and responsibilities of any standing committee.

**Section 2. Special Committees.** Special committees to perform designated duties and functions may be created by the Board of Directors or the President, and their duties and functions outlined by the appointive body or officer. Their duration will be decided accordingly.

**Section 3. Appointment.** The President shall appoint the chair and the members of all committees, except those committees which the Board of Directors, by resolution, may reserve unto itself for such appointment.

**Section 4. Term of Office and Rules.** Committee members shall be appointed to serve until the next following Annual Meeting.

Each committee may adopt rules for its own government which are not inconsistent with these Bylaws or with any resolution or motion adopted by the Board of Directors.

## ARTICLE IX DUTIES AND POWERS OF OFFICERS

**Section 1. President.** The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the Executive Committee, and shall be a member *ex officio*, with the right to vote, of all committees. He or she shall, at the Annual Meeting of the Corporation, if any, at the Annual Meeting of the Board of Directors, and at such other times as she or he may deem proper, communicate to the Corporation and to the Board of Directors, such matters and make such suggestions and proposals which may, in his or her opinion, tend to promote the welfare and increase the usefulness of the Corporation, and shall perform such other duties necessarily incident to the office of President, or which may be prescribed by the Board of Directors. Unless another person is appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors.

**Section 2. Vice President.** The Vice President shall be an officer of the Corporation. In the absence of the President, or in case of a vacancy in the office of the President, the duties of the President shall be discharged by the Vice President. In the event the Vice President is also unable to serve, then the duties of the President shall be discharged by the Secretary. The Vice President shall perform such other duties and perform such other functions which may be prescribed by the President or the Board of Directors.

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**Section 3. Secretary.** The Secretary shall be an officer of the Corporation. The Secretary shall be the keeper of the corporate seal, shall keep and maintain corporate records, shall be responsible for recording minutes of all meetings of the Corporation, the Executive Committee and Board of Directors, and shall sign and shall be authorized to sign such documents as may be necessary.

**Section 4. Treasurer.** The Treasurer shall be an officer of the Corporation. As Treasurer, he or she shall make a financial report of the Corporation at a designated regular meeting of the Board of Directors, and ensure that the Corporation's annual financial statements are audited by a Certified Public Accountant. She or he shall perform such other duties which may be assigned to her or him from time to time by the President or the Board of Directors. The Treasurer shall have the authority to use funds of the Corporation and to purchase or disburse without the approval or ratification of the Board of Directors or President for amounts not more than two hundred dollars (US\$ 200) for each transaction in the normal course of business and in furtherance of the Corporation's purposes and mission. The Treasurer shall maintain accounts in accordance with established accounting practices and shall present a report of accounts to the Board of Directors annually or upon request of any Director or Officer.

**Section 5. Executive Director.** The Board of Directors may appoint an Executive Director as a salaried staff head, who shall administer and manage the affairs of the Corporation under the general direction of the Board of Directors, the Executive Committee, and the President, Secretary and Treasurer. Appointment of an Executive Director shall be by vote of the majority of sitting Directors. A tie in voting shall not be broken and shall not be sufficient to elect any candidate.

The Executive Director shall execute the policies of the Corporation as promulgated or adopted from time to time by the Board of Directors. His or her books and records shall at all times be open for the inspection and examination of the President, Secretary or Treasurer or the Board of Directors, or such other person or persons designated by any of them. He or she shall perform such other duties and functions as may be prescribed or designated from time to time by the Board of Directors, the Executive Committee or the President. After consultation with the President, she or he shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Corporation and fix their compensation within the approved budget. He or she shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall, in her or his judgment, be in the best interests of the Corporation and in furtherance of the Corporation's purposes and mission.

Except when otherwise provided, any financial or statistical data or information coming into his or her possession shall be kept in strictest confidence.

The terms and conditions of his or her office and the compensation for his or her work shall be specified by the Board of Directors.



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**Section 6. Execution of Instruments**

The Board of Directors may, by resolution, authorize any officer or agent of the Corporation to do any act, in addition to that authority granted in these Bylaws, or to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority shall be general or confined to specific instances. Unless so authorized or specifically provided in these Bylaws or the Certificate of Incorporation, no officer, agency, member, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**ARTICLE X  
SEAL, LOGO AND LETTERHEAD**

The Corporation may have a seal, logo, and/or letterhead of such design as the Board of Directors may adopt (but adoption of a seal, logo, and/or letterhead shall not be required). Such seal, logo, and/or letterhead shall be imprinted on the stationery of the Corporation and on such literature, promotional and other documents that may be determined by the Board of Directors.

All rights to and interests in the Corporation's seal, logo, and/or letterhead including the power to restrict its use shall at all times be in the Corporation.

**ARTICLE XI  
DISSOLUTION**

The Corporation shall use its funds only to accomplish the objectives, purposes and mission specified in the Certificate of Incorporation and these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Corporation. On dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, environmental, educational, literary, religious, scientific or philanthropic organizations to be selected by the Board of Directors.

**ARTICLE XII  
AMENDMENT**

These Bylaws may be amended, repealed or altered in whole or in part by a two-thirds (2/3) vote of the Directors present at any annual, regular or special meeting of the Board.

A proposed amendment shall be filed with the Secretary prior to the meeting at which it will be considered, and a copy of the proposed amendment shall be provided to all members of the Board of Directors before voting shall occur, unless all members of the Board receive actual notice of the proposed amendment and waive this provision in writing prior to or during the meeting.

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**ARTICLE XIII  
NON-LIABILITY OF DIRECTORS**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation as provided by the law of the State of Florida.

**ARTICLE XIV  
INDEMNIFICATION**

Each person who is a member of the Board of Directors or officer of the Corporation or of any subsidiary corporation shall be indemnified by the Corporation against liabilities incurred as a result of, and expenses (including attorney's fees) reasonably sustained in the defense, or in the compromise or settlement of, any civil, criminal or other action, suit or proceeding, by or on behalf of whomsoever brought to which such person may be a party or in which he or she may be otherwise involved by reason of his or her being or having been a director or officer of the Corporation or a subsidiary corporation.

The foregoing rights of indemnification shall, in the case of a death of a director or officer, inure to the benefit of his or her heirs and estate. The foregoing rights of indemnification shall be contingent on receipt by the Corporation of the written acknowledgment of the provisions and limitations of the Florida State Not-For-Profit Corporation Law as required by Article V Section 12, above.

**ARTICLE XV  
LIMITATION ON ACTIVITIES**

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of any statement), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**ARTICLE XVI  
PRIVATE FOUNDATION**

In any taxable year in which this Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (4) shall not make any investments in such

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manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## ARTICLE XVII CONSTRUCTION AND SAVINGS

If there is any conflict between the provisions of these Bylaws and the Certificate of Incorporation of this Corporation, the provisions of the Certificate of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding and construed so as to as closely as possible effect the purposes of this Corporation.

References to the Certificate of Incorporation are to the Certificate and articles on file with the Secretary of the State of Florida. References to the Internal Revenue Code shall be to the Internal Revenue Code of 1993 as amended from time to time, or to corresponding provisions of any future federal tax code.

// END OF BYLAWS//

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## NOTE ON HISTORY OF AMENDMENTS

Article VII, Sections 1 of the Bylaws (relating to the election of Board Members) were amended by unanimous Resolution during a Special Meeting of the Directors as recorded by the Secretary of the Corporation 1/15/ 2008