

N96000001910

LAW OFFICES OF

KURZBAN KURZBAN WEINGER AND TETZELI, P.A.

PLAZA 2650
2650 S.W. 27TH AVENUE
SECOND FLOOR
MIAMI, FLORIDA 33133

TELEPHONE (305) 444-0060

TELECOPIER
(305) 444-3503

March 28, 1996

Florida Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

800001769338
-04/04/96--01058--011
****122.50 ****122.50

RE: Articles of Incorporation for F.N.G. Foundation, Inc.

Dear Sir/Madam:

Enclosed please find the original and two copies of the Articles of Incorporation for the above-titled not-for-profit corporation, as well as our check in the sum of \$122.50 representing the filing fee for same. Please file the Articles and return the certificate of incorporation to our office in the enclosed self-addressed, stamped envelope.

Should you have any questions please do not hesitate to contact me.

Sincerely,

KURZBAN, KURZBAN, WEINGER
& TETZELI, P.A.

By:

IRA J. KURZBAN, ESQ.

IJK/mm
encl.

4-9-96

TB

FILED
96 APR -14 AM 7:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
F.N.G. FOUNDATION, INC.

We, the undersigned, for the purposes of forming a Corporation not-for-profit, pursuant to Chapter 617, Florida Statutes, do hereby certify as follows:

ARTICLE ONE. NAME

The name of the corporation shall be: F.N.G. FOUNDATION, INC.

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized solely for general charitable, educational and literary purposes pursuant to the Florida Corporation Not-For-Profit Law set forth in part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE. DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE FOUR. POWERS AND PURPOSES

The Corporation shall have all the powers granted corporations under the laws of the State of Florida. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent internal revenue law.

The purposes for which the Corporation is to be formed are for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States internal revenue law. The purposes include the promotion of health education in the United States and Haiti for Haitian children, including the protection of homeless and abused children. The

F.N.G. Foundation, Inc. will seek to accomplish its goals through national and international support for health and child protection programs in Haiti and the United States.

This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding anything herein appearing to the contrary, this Corporation shall not carry on any activities not permitted to be carried on under the corporate not-for-profit laws of the State of Florida and by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

ARTICLE FIVE. MEMBERSHIP

The corporation shall have no members.

ARTICLE SIX. SUBSCRIBERS

The name and residence of the subscriber to these Articles of Incorporation is as follows:

NAME	ADDRESS
Barbara Gaetjens Mendoza	1130 N. 71st Terrace Hollywood, Florida 33024

ARTICLE SEVEN. LOCATION OF PRINCIPLE OFFICE

The County in the State of Florida where the principle office for the transaction of business of this Corporation is to be located is the County of Broward. The initial principle office is located at 1130 N. 71st Terrace, Hollywood, Florida 33024.

ARTICLE EIGHT. BOARD OF DIRECTORS

The affairs and corporate powers of the Corporation shall be vested in a Board of Directors, which shall initially consist of not less than five (5) members who are not related through family or by blood. Where not inconsistent with the express provisions of these Articles, the Board of Directors shall have the right, powers and privileges prescribed by law for directors of non-profit corporations.

Within the standards and limitations prescribed herein, and except as provided in these Articles, the qualifications and terms of office, manner of election of members of the Board of Directors, and the time, place and manner of calling meetings, giving notice of and conducting the meetings of the Board of Directors, and the number of Directors which shall constitute a quorum at the meetings of the Board of Directors shall be prescribed by the By-Laws of the Corporation.

The initial Board of Directors and their addresses who are to serve as the initial Directors until the first annual meeting, or until their successors are elected and qualified are:

PRESIDENT Director	Barbara Gaetjens Mendoza 1130 N. 71st Terrace Hollywood, FL 33024
VICE PRESIDENT Director	Carmelle Trouillot 8840 NW 32 Street Coral Springs, FL 33068
SECRETARY Director	Marie F. Weston 427 Coconut Circle Dr. Ft. Lauderdale, FL 33326
TREASURER Director	Pierre Richard Painson #14 Rue Stephan Port au Prince, Haiti

VICE TREASURER
Director

Genette Haeg
#12 Rue Stephan
Port au Prince, Haiti

ARTICLE NINE. AMENDMENTS TO THE ARTICLES

The Articles of Incorporation may be amended, repealed or altered and new Articles adopted only by a two-thirds majority of votes called at a meeting specifically called for that purpose, and at which a quorum is present.

ARTICLE TEN. BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the corporations not-for-profit law of the State of Florida, and Section 501(c)(3) of the Internal Revenue Code or any future United States internal revenue Law, the By-Laws of the Corporation shall be approved, altered, rescinded or amended by an affirmative vote of not less than a majority of a quorum of the voting members or the Board of Directors.

ARTICLE ELEVEN. DEDICATION OF ASSETS

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary, or by the operation of law, or upon amendment of the Articles of the Corporation:

A. The Corporation shall not have or exercise any power or authority, either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal

Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

B. No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers or other private persons having a person or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Article Four hereof.

C. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or of otherwise attempting to influence legislation, unless Section 501(h) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws), shall apply to the Corporation, in which case the Corporation shall not normally make lobbying or grass roots expenditures in excess of the amounts therein specified. The Corporation shall not, in any manner or to any extent, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

D. Neither the whole or any part or portion of the assets or net earnings of the Corporation shall be used, nor shall the

Corporation ever be operated for, objects or purposes other than those set forth in Article Four hereof.

E. 1. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

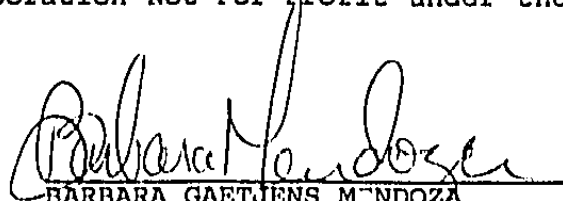
2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

5. The Corporation shall not make any taxable expenditures that would subject it to tax under Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).


IN WITNESS WHEREOF, he undersigned subscriber has hereunto
set her hand and seal this 28 day of March, 1996 for
the purpose of forming this Corporation Not-For-Profit under the
laws of the State of Florida.


BARBARA GAETJENS MENDOZA

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this
28 day of March, 1996 by BARBARA GAETJENS MENDOZA, who
is personally known to me or produced a valid driver's license as
identification, and did/did not take an oath. *D/L*

1532-063-65-765


Notary Public



CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida:

The name of the corporation is: F.N.G. FOUNDATION, INC.

The name and address of the registered agent and office is:

Ira J. Kurzban, Esq.
KURZBAN, KURZBAN, WEINGER & TETZELI, P.A.
2650 SW 27th Avenue, 2nd Floor
Miami, Florida 33133

F.N.G. FOUNDATION, INC.

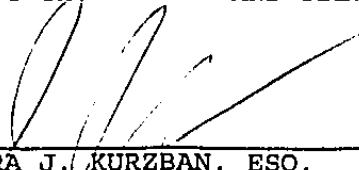
Dated: 3/28/96

By: 

BARBARA GAETJENS MENDOZA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Dated: 3/28/96


IRA J. KURZBAN, ESQ.
Registered Agent

FNG\ARTICLES

FILED
96 APR -4 AM 7:14
TALLAHASSEE FL 32301

LAW OFFICES OF
KURZBAN KURZBAN WEINGER AND TETZELI, P.A.

PLAZA 2650
2650 S.W. 27th AVENUE
SECOND FLOOR
MIAMI, FLORIDA 33133

TELEPHONE (305) 444-0060
TELECOPIER
(305) 444-3503

N96000001910

July 1, 1996

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

800001884038
-07/03/96--01101--017
*****35.00 *****35.00

Re: F.N.G. FOUNDATION, INC.

Dear Sir or Madam:

Enclosed is the following:

1. Articles of Amendment to Articles of Incorporation;
2. Special Meeting of the Directors of the Aristide Foundation for Democracy, Inc.
3. Check for filing fee in the sum of \$35.00.

Please file these documents and return a copy to us in the self-addressed stamped envelope provided. If you have any questions, please contact this office immediately.

Sincerely,

Lupe del Pino, Secretary to
IRA J. KURZBAN, ESQ.

/ldp
Enclosures

N96000001910
Amend
7-3-96

RECEIVED
JUL 3 1996
FEDERAL EXPRESS
APPROVED

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

F.N.G. FOUNDATION, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Article XI, Section F:

Upon such dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

SECOND: The date of adoption of the amendment(s) was: May 30, 1996

THIRD: Adoption of Amendment (CHECK ONE)

- ☐ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

F.N.G. FOUNDATION, INC.

Corporation Name


Signature of Chairman, Vice Chairman, President or other officer

BARBARA G. MENDOZA

Typed or printed name

President

June 13, 1996

Title

Date

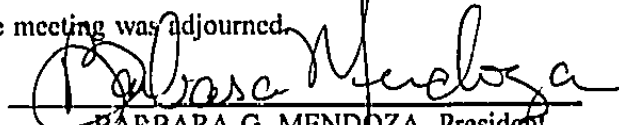
**SPECIAL MEETING OF THE DIRECTORS
OF THE F.N.G. FOUNDATION, INC.**

A special meeting of the Directors of F.N.G. Foundation, Inc. was held telephonically on May 30, 1996 pursuant to Article III, Section 10 of the By-Laws. A quorum of the Directors was present. Ms. Barbara G. Mendoza, the Director and President called the meeting to order and stated the sole purpose of the meeting was to amend the Articles of Incorporation to comply with the request of the Internal Revenue Service.

A quorum of the Board of Directors by unanimous vote approved the following amendment to the Articles of Incorporation adding a new section, Article XI, Section 17 to state as follows:

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

There being no further business, the meeting was adjourned.


BARBARA G. MENDOZA, President

LAW OFFICES OF

KURZBAN KURZBAN WEINGER AND TETZELI, P.A.

PLAZA 2650
2650 S.W. 27th AVENUE
SECOND FLOOR
MIAMI, FLORIDA 33133

TELEPHONE (305) 444-0060

TELESCOPIER
(305) 444-3503

August 5, 1996

Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100001317231
-08/09/96--01004--002
*****35.00 *****35.00

Re: F.N.G. Foundation, Inc.

Dear Sir or Madam:

Enclosed is the following:

1. Articles of Amendment to F.N.G. Foundation, Inc.
2. Special Meeting of the Directors of the F.N.G. Foundation, Inc.
3. Check for filing fee in the sum of \$35.00.

Please file these documents and return a copy to us in the self-addressed stamped envelope provided. If you have any questions, please contact this office immediately.

Sincerely,

Lupe del Pino
Lupe del Pino, Secretary to
IRA J. KURZBAN, ESQ.

/ldp
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56 AUG -8 PM 1:55

APPROVED
AND
FILED

M
100001317231
Aug 9 1996

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

F.N.G. FOUNDATION, INC.

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SECOND: The date of adoption of the amendment(s) was: May 31, 1996

THIRD: Adoption of Amendment (CHECK ONE)

- ☐ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

F.N.G. FOUNDATION, INC.

Corporation Name

Barbara Mendoza
Signature of Chairman, Vice Chairman, President or other officer

BARBARA MENDOZA

Typed or printed name

President

Title

May 31, 1996

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56 AUG -9 PM 1:55

APPROVED
AND
FILED

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OF THE F.N.G. FOUNDATION, INC.**

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A quorum of the Board of Directors by unanimous vote approved the following amendment to the Articles of Incorporation adding a new section, Article XI, Section F to state as follows:

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

There being no further business, the meeting was adjourned.


BARBARA G. MENDOZA, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

55 AUG -8 PM 1:55

APPROVED
AND
FILED