



796000002684

Thursday, 9 May, 1996

Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

**BOARD OF DIRECTORS**

**Officers**

Dr. Ray Phillips  
President  
Hosna Bullock, Jr.  
Secretary  
Vincent C. Anderson  
Treasurer

**Members**

Conokus E. Allen  
Reginald Clyne, Esq.  
T. Ward Felt  
Ronald E. Frazier  
Howard Hadley, Jr., M.D.  
John A. Hall  
Ken Mason  
Congresswoman Carrie P. Meek  
Dr. Rudolph Moore  
Garth C. Reeves  
Neil Robinson  
Dorothea Stewart  
Karen Johnson Striel  
Elaine H. Black,  
Executive Director

RE: Articles of Incorporation: Haitian-American Action, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, Certificate Designating Place of Business and Registered Agent, along with check #194, which is in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fees.

Please file both the Articles and Certificate of Designation for the corporation and return a file marked certified copy of each document to the following:

STANLEY B. LEWIS  
ATTORNEY AT LAW  
TOOLS FOR CHANGE  
6255 N.W. 7th Avenue  
Miami, Florida 33150

200001821972  
-05/15/96--01035--014  
\*\*\*\*122.50 \*\*\*\*122.50

Thank you for your attention to this matter.

Sincerely,

*Stanley B. Lewis*  
Stanley B. Lewis  
Attorney at Law

SBL:jad

Enclosures

AL MAY 21 1996

FILED  
95 MAY 13 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TOOLS FOR CHANGE**

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

6255 N.W. 7th Avenue • Miami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

CERTIFICATE OF INCORPORATION

OF

HAITIAN-AMERICAN ACTION, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED

96 MAY 13 PM 3:09

STATE  
OF FLORIDA

The undersigned, acting as the Incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be: HAITIAN-AMERICAN ACTION, INC.  
hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is:

15731 S. W. 147 COURT, MIAMI, FL 33187

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. This corporation shall serve as an incubator for new projects aimed at addressing the socio-economic development needs of the Haitian-American community, especially in the areas of business development, technical assistance and other commercial and civic interests. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried

on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE V: RESTRICTIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

#### **ARTICLE VI: MEMBERSHIP**

The corporation shall be a membership organization.

#### **ARTICLE VII: REGISTERED OFFICE AND AGENT**

The Corporation's registered office shall be located at 1382 S. W. 178th WAY PEMBROKE PINES, FLORIDA 33029, and MARC VILLAIN is the registered agent of the Corporation at that address.

#### **ARTICLE VIII: BOARD OF DIRECTORS**

The initial Board of Directors shall consist of at least three (3) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws.

MARC VILLAIN 1382 S. W. 178TH WAY PEMBROKE PINES, FL 33029	CARL CRAIG 15731 S. W. 147 COURT MIAMI, FL 33187	FEDY VIEUX- BRIERE 11720 S. W. 95TH STR. MIAMI, FL 33186
---	--	--

#### **ARTICLE IX: OFFICERS**

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

#### **ARTICLE X: AMENDMENTS**

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

#### **ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION**

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE XII: INCORPORATOR**

The incorporator of the Corporation is as follows:

MARC VILLAIN  
1382 S.W. 178TH WAY  
PEMBROKE PINES, FLORIDA 33029

IN WITNESS WHEREOF, I, MARC VILLAIN, the undersigned incorporator to these Articles of Incorporation, have affixed my signature thereto on May 8, 1996.

  
\_\_\_\_\_  
MARC VILLAIN

STATE OF FLORIDA    )  
COUNTY OF BROWARD )

The foregoing instrument was sworn to before me this 8th day of May, 1996, by MARC VILLAIN, who personally appeared before me at the time of notarization, and who is personally known to me or has produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: Stanley B. Lewis  
State of Florida at Large



STANLEY B. LEWIS  
My Commission CC-407767  
Expires Sep. 10, 1998  
Bonded by HAI  
800-422-1556

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

---

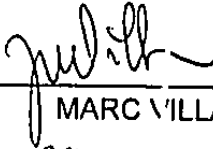
Pursuant to the provisions of Sections 48.091 and 617.0501 Florida Statutes, the following is submitted in compliance with said Acts:

First--That HAITIAN-AMERICAN ACTION, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of PEMBROKE PINES, County of BROWARD, State of FLORIDA, has named MARC VILLAIN located at 1382 S.W. 147<sup>TH</sup> HWAY, the City of PEMBROKE PINES, County of BROWARD, State of FLORIDA, as its agent to accept service of process within this state.

-Acceptance of Agent-

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY:   
MARC VILLAIN

DATE: May 17, 1996

FILED  
96 MAY 13 PM 3:09  
STATE  
TALLAHASSEE, FLORIDA