

N97000006200

EDGAR POUCHET
8038 LAUREL TREE DRIVE
ORLANDO, FL 32819
(407) 351-4267

October 29, 1997

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

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-11/03/97--01024--001
*****70.00 *****70.00

RE: Articles of Incorporation for
Cairi Incorporated

Dear Sir or Madam:

I have enclosed the Articles of Incorporation for Cairi Incorporated together with check in the amount of \$35.00 to cover the filing fees for the corporation and \$35.00 to cover the Registered Agent Designation for the corporation for a total of \$70.00.

Thank you in advance for your immediate attention to this matter. If you should have any questions or need any additional information, please do not hesitate to contact me at (407) 351-4267.

Very Truly Yours,


EDGAR POUCHET

Enclosures: Original Articles of Incorporation for Cairi Incorporated
Check #* in the amount of \$70.00

FILED
97 NOV -3 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 11/4/97

ARTICLES OF INCORPORATION

OF

Cairi Incorporated

(A Florida Not for Profit Corporation)

FILED

97 NOV -3 AM 8: 54

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of this Florida Not for Profit is Cairi, ("Corporation").

ARTICLE TWO

NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit.

ARTICLE THREE

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE FOUR

PURPOSES

Cairi is committed to the exposition of the highest Caribbean art forms ever held in the Central Florida area. The events include arts, crafts, literature, stage, and musical presentations, and are designed to be educational in nature.

ARTICLE FIVE

PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is Principal office will be located at 8038 Laurel Tree Drive, Orlando, Fl 32819. Mailing address is Post Office Box 2477, Windermere, Fl 32819.

**ARTICLE SIX
INITIAL REGISTERED AGENT**

The initial registered agent shall be Edgar Pouchet and the street address of the initial registered Office of this Corporation is, 8038 Laurel Tree Drive, Orlando, FL 32819.

**ARTICLE SEVEN
MEMBERSHIP**

The qualifications for Members and the manner of their admission shall be regulated by the Bylaws of the Corporation. The method for the election of Directors shall be regulated by the Bylaws of the Corporation.

**ARTICLE EIGHT
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this Corporation shall be comprised of four (4) persons whose names and addresses are as follows:

Edgar Pouchet, 8038 Laurel Tree Drive, Orlando, Fl 32819
Leo Mendez, 611 Wymore Road, Winter Park, Fl 32789
Phillip St. Louis, M.D., 1205 Mayfield, Winter Park, Fl 32789
Michelle Pouchet, 3024 North Powers Drive, Apartment #181, Orlando, Fl 32818

**ARTICLE NINE
INCORPORATORS**

The names and addresses of the initial incorporators are:

Edgar Pouchet, 8038 Laurel Tree Drive, Orlando, Fl 32819
Leo Mendez, 611 Wymore Road, Winter Park, Fl 32789
Phillip St. Louis, M.D., 1205 Mayfield, Winter Park, Fl 32789
Michelle Pouchet, 3024 North Powers Drive, Apartment #181, Orlando, Fl 32818

**ARTICLE TEN
OFFICERS**

The Officers of the Corporation shall consist of President, Vice-President and Secretary and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors and may be removed by the Board of Directors, at such time and in such manner as will be prescribed by the Bylaws.

**ARTICLE ELEVEN
MEMBERS QUORUM AND VOTING**

A majority of the Voting Members shall constitute a quorum at a meeting of Members. If a quorum is present, the affirmative vote of a majority of Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members.

**ARTICLE TWELVE
INFORMAL ACTION OF DIRECTORS**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE THIRTEEN
THE BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

**ARTICLE FOURTEEN
AMENDMENT OF ARTICLES**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation.

**ARTICLE FIFTEEN
LIMITATION OF ACTIONS**

Notwithstanding any other provision of these Articles of Incorporation this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue laws.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance

of the purposes set forth in Article Four.

**ARTICLE SIXTEEN
NONSTOCK BASIS**

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

**ARTICLE SEVENTEEN
HEADING AND CAPTIONS**

The Heading and Captions of these Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of the Headings or Captions.

IN WITNESS WHEREOF, the undersigned Incorporator have executed these Articles of Incorporation in a manner and form sufficient to bind them this 31 day of October, 1997.



Edgar Pouchet

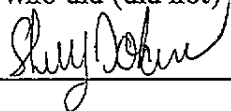
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31 day of october, 1997, by Edgar Pouchet who is personally known to me and who did (did not) take an oath.

Dr. 230206361220



SHELLEY DOLAN
My Commission CC648032
Expires Jan. 20, 1999



_____, Notary Public

My commission expires _____

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Cairi Incorporated, which is contained in the foregoing Articles of Incorporation.

Dated this 31 day of October, 1997.



EDGAR POUCHET
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA