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NAME: COMBITE JEREMIENNE, INC.

AUDIT NUMBER.....H98000002661

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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Jeremian Alliance, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

me 2/13/98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 13, 1998

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SUBJECT: COMBITE JEREMIENNE, INC.  
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Freida Chesser  
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*Article of Incorporation of  
"Combite Jeremieenne, Inc."  
(Jeremian Alliance, Inc.)*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned, all being of full age, have associated themselves together for the purpose of forming a corporation not for profit, without capital stock, under the provision of Chapters 607 and 617, Florida Statutes and we do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation*

*Article I - Name*

*The name of the Corporation is "Combite Jeremieenne, Inc." and the mailing address is:  
P.O. Box 69 4844  
Miami, Florida 33269-4844*

*Article II - Corporate Purpose*

*Section 1. The purpose for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501.C.3 of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue Law.*

*Section 2. Notwithstanding any other Provisions of these articles, this Organization shall not carry on any activities not permitted to be carried on by an organization exempted 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.*

*Section 3. Upon 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, 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 by competent jurisdiction of the county of which the principal office of the Organization is then located, exclusively for such purposes.*

*Article III- Membership*

*Section 1. Eligibility*

*Any person shall be eligible for membership in this Corporation upon application to and approval provided in the Bylaws of the Corporation.*

*Section 2. Application for Membership*

*Any applicant meeting the qualification set forth above and desiring to become a member of the Corporation shall make application on a form supplied by the Corporation and accompanied by such membership fees to the Board of Directors.*

*Section 3. Termination of Membership*

*Membership may be terminated by expulsion for just cause or by resignation with thirty (30) days prior written notice to the Board of Directors.*

*Article IV - Election of Directors*

*The manner of election of the directors shall be stated in the Bylaws.*

*Prepared by: Phillip J. Brutus, Esq.  
645 North East 127th Street  
North Miami, Florida 33161  
FBN: 660711*

*(305) 894.0411*

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#### Article V - Duration

The Corporation shall have perpetual existence.

#### Article VI - Management

Section 1. The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than four persons and not more than eight (8) persons. Directors shall be elected or removed in accordance with the procedures provided in the Bylaws.

Section 2. The Officers of the Corporation shall be:

- a) a President
- b) a Vice-president
- c) a Treasurer
- d) an Assistant-Treasurer
- e) a Secretary
- f) an Assistant Secretary.
- g) a Public Relations Representative
- h) an Assistant Public Relations Representative

These officers shall be nominated and shall hold office in the manner provided in the Bylaws of the Corporation.

#### Article VII - Initial Officers & Directors

The name and street addresses of the Officers and Directors who are to manage all the affairs of the Corporation until the first annual meeting are:

| Name                  | Title               | Street Address  |
|-----------------------|---------------------|---|
| Bernard M. Eugene     | President           | 4010 Palmetto Trail<br>Weston, Florida 33331                              |
| Margaret Celis        | Vice-President      | 1521 North West 8 <sup>th</sup> Avenue #F<br>Margate, Florida 33063       |
| Claire Micheline Rene | Treasurer           | 1020 North East 78 <sup>th</sup> Road<br>Miami, Florida 33138             |
| Jean Raymond Colas    | Assistant Treasurer | 1326 North West 192 <sup>nd</sup> Avenue<br>Pembroke Pines, Florida 33029 |
| Jean Guy Alecis       | Secretary           | 1515 North West 130 <sup>th</sup> Street<br>Miami, Florida 33167          |

#### Article VIII - Bylaws And Amendments to the Article of Incorporation

Section 1. The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each member of the Board of Directors present or voting by proxy at any meeting thereof at least ten (10) days prior to the meeting at which such alteration to the Bylaws is to be voted upon, whether it be a membership meeting or a Board of Directors' meeting.

Section 2. The Articles of Incorporation of this Corporation shall be amended or additional provisions added or adopted by a two-thirds vote of the members of the Board of Directors present or voting by proxy at any meeting thereof; provided that notice thereof, which shall include the text of the change of the articles of incorporation has been furnished in writing to each voting member of the corporation at least ten (10) days prior to the meeting at which such articles of

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incorporation is to be voted upon, followed by the compliance with the Florida statutes regarding amendments to the articles of incorporation for non-profit corporations.

### **Article IX - General**

Section 1. All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purpose selected by the Board of Directors.

Section 2. The Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members. In addition, no part of the income of the corporation shall be distributed to its members, directors, and officers, or incorporators; provided that the Corporation may pay compensation in a reasonable amount to its members in conformity with its purpose.

### **Article X - Subscribers**

The names and street addresses of the subscribers to this Corporation are as follows:

| Name                  | Title               | Street Address  |
|-----------------------|---------------------|---|
| Bernard M. Eugene     | President           | 4010 Palmetto Trail<br>Weston, Florida 33331                              |
| Margaret Celis        | Vice-President      | 1521 North West 8 <sup>th</sup> Avenue #F<br>Margate, Florida 33063       |
| Claire Micheline Rene | Treasurer           | 1020 North East 78 <sup>th</sup> Road<br>Miami, Florida 33138             |
| Jean Raymond Colas    | Assistant Treasurer | 1326 North West 192 <sup>nd</sup> Avenue<br>Pembroke Pines, Florida 33029 |
| Jean Gary Alois       | Secretary           | 1515 North West 130 <sup>th</sup> Street<br>Miami, Florida 33167          |

### **Article XI - Registered Office & Registered Agent**

The above-named incorporators, desiring to organize this Corporation under the Laws of the State of Florida, hereby designated the Corporation's Registered office to be located at:

645 North East 127<sup>th</sup> Street  
North Miami, Florida 33161

and hereby designated and appoint Phillip J. Brutus, Esq. as the Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until his successor is selected and designated.

### **Article XII - Indemnification**

The Corporation shall indemnify any Officer, Director or employee of the Corporation, or any former officer, Director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

### **Article XIII - Prohibited Activities**

The Corporation shall not:

Section 1. Attempt to influence legislation as a substantial part of its activities.

Section 2. Allow any part of its net income to inure to the benefit of officers, directors or members of the corporation, or to any other individuals, exception the furtherance of its charitable purposes.

Section 3. Participate to any extent in any political campaign for or against any candidate for public office.

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*Section 4. Conduct any activities not permitted to be carried on by organizations exempt under Section 501.C.3 of the Internal Revenue code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under section 170.C.2 of such code and regulations as they now exist or as they may hereafter be amended.*

#### *Article XIV - Dedication of Assets*

*Section 1. The corporation dedicates all assets which it may acquire to the charitable purpose set forth in Article II hereof.*

*Section 2. In the event that the Corporation shall dissolve or otherwise terminated its corporation existence, subject to the provisions of Chapter 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Section 601.C.3 and 170.C.2 of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal Government or to a State or Local Government for exclusive public purpose.*


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In Witness Whereof, the undersigned have subscribed their names under seal this 18<sup>th</sup> day of January, 1998.

  
Bernard M. Eugene, President

X   
Margaret Celcis, Vice-President

  
Claire Micheline Rene, Treasurer

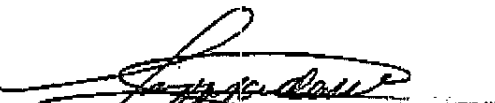
  
Jean-Raymond Colas, Assistant Treasurer

  
Jean Guy Alexis, Secretary

State Of Florida)  
Dade County)

Before Me, the undersigned authority, personally appeared Bernard M. Eugene, Margaret Celcis, Claire Micheline Rene, Jean Raymond Colas, Jean Guy Alexis to me well known and known to be the persons described in and who executed the foregoing instrument, and they acknowledge before me that they executed said instrument.

Witness my hand and official seal in the aforesaid County and State this 18<sup>th</sup> day of JAN, 1998

  
Notary Public State Of Florida



Prepared by:  
Phillip J. Brutus, Esq.


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**Registered Agent's Certificate**

*Having been named to accept service of process for the above stated corporation, at the place designated 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.*

Dated: 6/28/98

  
Phillip J. Brutus, Esq.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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