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May 5, 1998

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Department of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32301

Re: The Haitian American Cultural Group, Incorporated,
a Florida Non Profit Corporation

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$122.50.

Please file the original and return a certified copy to the undersigned.

Very truly yours,


W. George Allen

WGA:laj
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM 3:19

RP
05/11/98

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

OF

98 MAY -8 PM 3:19

THE HAITIAN AMERICAN CULTURAL GROUP, INCORPORATED

A FLORIDA NON PROFIT CORPORATION

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be: HAITIAN AMERICAN CULTURAL GROUP, INCORPORATED.

ARTICLE II - CORPORATE NATURE

This is a nonprofit corporation, organized solely for general welfare and educational purposes pursuant to the Florida Corporations Not For Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III - DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV- GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

a) for the advancement of education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

b) to represent the Haitian-Americans and other immigrants in all social aspects in order to provide a forum for their issues and in order to ensure a smooth transition to American culture and life by all immigrants.

c) to use all available resources to promote educational betterment of Haitian youth and immigrant youth and their families.

d) to provide a cultural community base to promote leadership and economic development for the Haitian and immigrant community and to create an opportunity for all persons regardless of race, creed, color gender or religion.

ARTICLE V - ADMINISTRATION

Section 1. The Association's business and fiscal affairs shall be governed by a Board of Directors, herein referred as the Board which shall have complete authority to set policy for the Association.

Section 2. The By-laws shall set forth all provisions concerning the number of persons to sit on the Board and the manner of their selection.

Section 3. Within the Board of Directors there shall be an Executive Committee as set forth in the By-laws

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Marie Therese Beatrix Nicolas	317 N.W 103 Terrace Pembroke Pines, FL 33026
Reverend Christian Monargent	2650 N.W. 64th Avenue Sunrise, FL 33313
Gerald Montillus	15855 N.W. 10th Street Pembroke Pines, FL 33028
Marie Laurette Monargent	2650 N.W. 64th Avenue Sunrise, FL 33313
John Franz Delva	4731 N.W. 10th Court Sunrise, FL 33313
Irlanda Cole	731 N.E. 161st Street N. Miami Beach, FL 33162

b) Corporate officers. The Board of Directors shall elect the following officers: President, Secretary and Treasurer. They shall be elected at the annual meeting. Until such election is held, the following persons shall serve as corporate officers:

	<u>Name</u>	<u>Address</u>
President	Marie Therese Beatrix Nicolas	317 N.W. 103 Terrace Pembroke Pines, FL 33026

Treasurer	Reverend Christian Monargent	2650 N.W. 64th Avenue Sunrise, FL 33313
Secretary	Gerald Montillus	15855 N.W. 10th Street Pembroke Pines, FL 33028
Marie Laurette Monargent		2650 N.W. 64th Avenue Sunrise, FL 33313

ARTICLE VI - EARNINGS AND ACTIVITIES OF CORPORATION

- a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or their private persons, except that the compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.
- b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII - DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the

Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII - MEMBERSHIP

Membership in this Association shall be composed of Individuals who meet the qualifications of the Haitian American Cultural Group, Inc.

ARTICLE IX - MEETINGS

- Section 1. A general meeting of the Association shall be held annually at a place designated by the organization.
- Section 2. Special meetings of the Association may be called at times and places as the Board may direct, except that, a special meeting must be called upon written request of a majority of members eligible to vote.
- Section 3. Unless otherwise provided by the Constitution and By-laws every question which shall come before an official membership meeting shall be decided by a majority vote of members eligible to vote.
- Section 4. At any meeting of the Association a majority of Delegates registered for said meeting shall constitute a quorum.
- Section 5. Members in good standing shall have the right to participate, and shall have the right to vote.

ARTICLE X - SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Marie Therese Beatrix Nicolas	317 N.W. 103rd Terrace Pembroke Pines, FL 33025
Reverend Christian Monargent	2650 N.W. 64th Avenue Sunrise, FL 33313

Gerald Montillus

15855 N.W. 10th Street
Pembroke Pines, FL 33028

ARTICLE XI - AMENDMENTS TO BY-LAWS

Section 1. Amendments of this Constitution and By-Laws may be proposed by the Board of Directors or by petition requesting their ratification by any Member and by a majority vote of the membership.

ARTICLE XII - AMENDMENT TO THE CONSTITUTION

Section 1. Amendments to the Constitution shall require an affirmative vote of two-thirds of the votes cast in the ratification election at the Annual Meeting with more than fifty percent of the Association's total registered votes being cast.

ARTICLE XIII - INITIATIVE, REFERENDUM AND RECALL PROCEDURES

All provisions for Initiative, Referendum and Recall measures undertaken by either the Board or general membership are set forth in and shall be governed by the By-Laws.


ARTICLE XIV - DECLARATION OF ASSETS

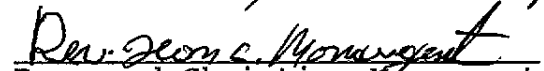
The property of this corporation is irrevocably dedicated to welfare educations purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.


ARTICLE XV - REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 317 N..W. 103 Terrace, Pembroke Pines, FL 33026 and the name of its registered agent at said office shall be Marie Therese Beatrix Nicolas.

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the law of the State of Florida, have executed these Articles of Incorporation this 4 day of May, 1998.


Marie Therese Beatrix Nicolas
President



Reverend Christian Monargent
Treasurer


Gerald Montillus
Secretary

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Marie Therese Beatrix Nicolas, Reverend Christian Monargent and Gerald Montillus, who are [☒] personally known to me or who have produced _____ as identification(s) to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereto set my hand and seal this _____ day of _____, 1998.


Notary Public

Printed Name: W. George Allen

My commission expires:



W. George Allen
MY COMMISSION # CC494219 EXPIRES
October 11, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

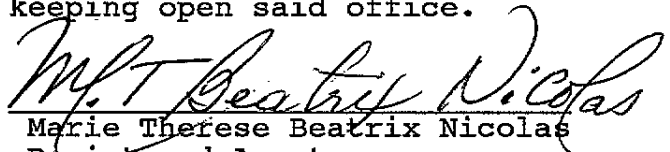
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM SERVICE MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act.

First: That HAITIAN AMERICAN CULTURAL GROUP, INCORPORATED,
desiring to organize under the laws of the State of Florida with
its principal office as indicated in the Articles of Incorporation
at 317 N.W. 103rd Terrace, Pembroke Pines, FL 33026, and Marie
Therese Beatrix Nicolas as agent to accept service of process
within this state.

ACKNOWLEDGMENT:

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


Marie Therese Beatrix Nicolas
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM 3:19