

COMMUNITY COUNSEL

N98004804338

July 22, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-07/24/98--01054--011
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Re: Social Action for Haitian Development, Inc.

Dear Division of Corporations:

Enclosed for filing are the original Articles of Incorporation for the above-referenced not-for-profit corporation, together with a photocopy of the executed Articles and a check for \$122.50 in payment of the filing fee, the registered agent fee and the fee for a certified copy.

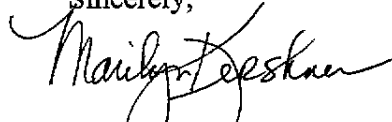
Please return a certified copy of the Articles of Incorporation to:

Marilyn Kershner
Bay Area Legal Services, Inc.
829 W. Dr. Martin Luther King Jr. Blvd.
Second Floor
Tampa, Florida 33603

Please call me at (813) 232-1343 if you have any questions regarding this matter.

Thank you for your assistance.

Sincerely,



Marilyn Kershner
Attorney at Law

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION OF

Social Action for Haitian Development, Inc.
A Florida "Not for Profit" Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

I. NAME OF CORPORATION:

The name of the Corporation is Social Action for Haitian Development, Inc.

II. PRINCIPAL OFFICE:

The principal office of the Corporation is located at 2914 E. Dr. Martin Luther King, Jr. Blvd., Tampa, Florida 33610.

III. MAILING ADDRESS:

The mailing address of the Corporation is 2914 E. Dr. Martin Luther King, Jr. Blvd., Tampa, Florida 33610.

IV. REGISTERED AGENT

The name of the registered agent of the Corporation is Luckner Stimphil. The address of the registered agent is 12908 N. 15th Street #18, Tampa, Florida 33612.

V. DURATION/MEMBERSHIP:

The Corporation shall have perpetual existence. The Corporation shall have no members.

VI. INITIAL BOARD OF DIRECTORS

A. There shall be four (4) directors on the initial Board of Directors.

B. The method of election of the Board of Directors shall be stated in the bylaws.

C. The names and addresses of the initial Board of Directors are:

Jean Clotaire Cenoble
1419 E. 139th Avenue #202
Tampa, Florida 33613

Luckner Stimphil
12908 N. 15th Street #18
Tampa, Florida 33612

Francoise Stimphil
12908 N. 15th Street #18
Tampa, Florida 33612

Jean S. Theagene
5214 E. Serena Drive
Temple Terrace, Florida 33617

VII. INCORPORATOR

The name and address of the incorporator is: Jean Clotaire Cenoble, 1419 E. 139th Avenue #202, Tampa, Florida 33613.

VIII. CORPORATE PURPOSES

The purposes for which this Corporation is formed are exclusively charitable and educational and consist of the following:

1.) To improve the economic, educational, health and social conditions of immigrants and their families (hereinafter called "residents") who are substantially unemployed, underemployed, or who have limited incomes; to foster and promote community-wide interest and concern for the problems of said residents to the end that (a) educational and economic opportunities may be expanded; (b) sickness, poverty, and illiteracy may be lessened; and (c) racial prejudice and discrimination, economic and otherwise, may be eliminated.

2.) To expand the opportunities available to said residents to own, manage, and operate business enterprises; to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises; and to assist said residents in obtaining financial support from other sources, all of which will provide relief from poverty and promote the economic self-sufficiency of said residents, thereby decreasing the burdens on government.

3.) To support and expand the efforts of non-governmental organizations in the impoverished communities of Haiti (including, but not limited to, LaGonave, Mirebalais and Saint Marc, Haiti) by working with them to improve the health and living conditions of those still living in poverty and degradation in neglected and deteriorated areas of Haiti.

4.) To expand opportunities available to low-income immigrants and their families, both in the United States and in Haiti, to obtain decent, safe and sanitary low-cost housing accommodations through the encouragement and facilitation of new construction or rehabilitation of affordable housing so that these low-income families will

be able to find and afford a suitable place to live, thereby providing relief of the poor and distressed by enabling them to secure the basic human needs of decent shelter and to thus lessen the burdens of government and promote the social welfare.

5.) To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

6.) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

7.) All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 (herein called the "Internal Revenue Code") or the corresponding provision of any future federal tax code.

IX. 501(C)(3) LIMITATIONS:

A. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

B. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

C. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the directors, officers, or members thereof (if any), or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably

dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any individual.

D. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office.

E. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code to be used exclusively for charitable and educational purposes, or shall be distributed to the federal government, or to a state or local government, for a public purpose. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

F. PRIVATE FOUNDATION STATUS: In the event that this Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code (or the corresponding provision of any future federal tax code), the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code (or the corresponding provision of any future federal tax code); shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code (or the corresponding provision of any future federal tax code); shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code (or the corresponding provision of any future federal tax code); shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code (or the corresponding provision of any future federal tax code); and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code (or the corresponding provision of any future federal tax code).

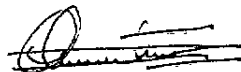
X. INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by their heirs, executors or administrators) in connection with the defense or settlement of such action, suit or

proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

Execution

These Articles of Incorporation are hereby executed by the incorporator on this 21st day of July, 1998.



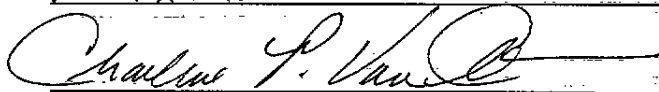
Jean Clotaire Cenoble

STATE OF FLORIDA]

COUNTY OF HILLSBOROUGH]

Execution of the foregoing Articles of Incorporation was acknowledged before me this 21st day of July, 1998, by Jean Clotaire Cenoble, who produced the following as identification:

FLA. DRIVER LICENSE # C 514-463-56-3420



NOTARY PUBLIC, STATE OF FLORIDA

CHARLENE P. VAN CLEAVE
(Type, Print, or Stamp name)

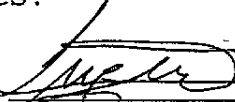
My Commission Expires:



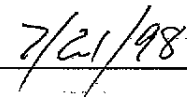
Charlene P. Van Cleave
MY COMMISSION # CC713406 EXPIRES
February 28, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I, Luckner Stimpfil, hereby accept my appointment as registered agent for **Social Action for Haitian Development, Inc.**, a Florida not for profit corporation. I am familiar with, and accept, the obligations of the position of registered agent, and agree to comply with the provisions of all statutes relating to the proper performance of my duties.



Luckner Stimpfil



Date

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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