

N98000004733

TRANSMITTAL LETTER

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

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-08/18/98--01003--002
***122.50 ***122.50

SUBJECT: LUBIN'S FOUNDATION, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Michel Lubin
Name (Printed or typed)

7825 NE 2nd Avenue
Address

Miami, Florida 33138
City, State & Zip

(305) 758-0398
Daytime Telephone number

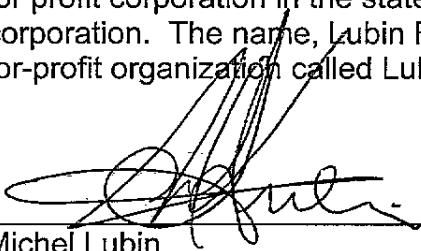
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
8/17/98

NOTE: Please provide the original and one copy of the articles.

AFFIDAVIT

This is to certify that the officers of Lubin Foundation Corp. originally incorporated as a for profit corporation in the state of Florida will not revoke the dissolution of said corporation. The name, Lubin Foundation Corp., is being released to be filed as a not-for-profit organization called Lubin Foundation, Inc.

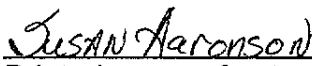


Michel Lubin
President

The foregoing instrument was acknowledged before me this 5th of August, by Michel Lubin, who is personally known to me or who has produced his driver's licence (type of identification) as identification.

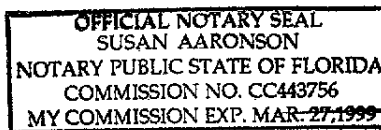


NOTARY PUBLIC - STATE OF FLORIDA



Printed name of notary

My Commission Expires:



ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is:

Lubin's Foundation, Inc.

ARTICLE II

The term for which this corporation shall exist, shall be perpetual.

ARTICLE III

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

To foster, support, and engage in activities relative to educational, cultural, social and economic development, progress and ideals, including any and all activities which are lawful and appropriate in accordance with the laws of the State of Florida. The organization shall engage in activities and programs that may effectively serve the Haitian communities in the United States and Haiti, and which may serve to promote social, cultural economic, and human development, mutual understanding, and public service in both countries.

That of engaging in any activity permitted under the laws of the United States of America, its territories, districts, and possessions, and any activity permitted under the laws of the State of Florida, and to have, exercise, and enjoy the powers and privileges granted to corporations not for profit by Chapter 617, Florida Statutes.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, of the attainment of any of the objects, or for the furtherance of the powers herein set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business of powers, or any part thereof; provided, that the same be not inconsistent with the laws under which this corporation is organized.

The purposes for which **Lubin's Foundation, Inc.** is organized are exclusively charitable, scientific, literary and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations within the meaning of section 501 © (3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

In pursuit of its goals, the organization shall establish the following objectives:

- 1) To promote and organize activities which will serve to promote Haitian culture and

contribute to image enhancement;

2) To establish programs that will serve to foment socioeconomic development.

ARTICLE IV

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 © (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 © (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V

Members shall qualify for admission, and shall be admitted as members, in accordance with the by-laws of this corporation. A two-thirds vote of the membership shall be required for the election of new directors or for the removal of current directors. Annually, during the month of December, the membership shall elect, from among those nominees previously approved by the Executive Committee of the Board, those members receiving the highest number of votes as there are vacancies.

ARTICLE VI

The name of the registered agent of this corporation is: Michel Lubin
and the address of the registered agent is: 7825 NE 2nd Avenue, Miami, Florida 33138

ARTICLE VII

This corporation shall have as directors those persons designated in this Article below. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than seven (7) nor more than twenty one (21).

The names and addresses of the directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Michel Lubin, President	7825 NE 2 nd Avenue, Miami, Florida 33138
Rev. Jacques Mompremier, 1 st Vice President	12595 NE 7 th Ave. N. Miami, FL 33161
Henri Claude Marcellus, 2 nd Vice President	133 NW 45 th Ter. Lauderhill, FL 33313
Esther St. Preux, Treasurer	2631 NE 211 th Terrace, Miami, FL 33180
Roger E. Biamby, Secretary	775 NE 79 th Street, #E, Miami, FL 33138
Marc-Antoine Joseph, MD, Ass't Sec.	12429 W. Dixie Highway, Miami, FL 33161
Jacques Despinosse, Ass't Treasurer	7805 NE 2 nd Avenue, Miami, FL 33138

ARTICLE VIII

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

Michel Lubin, President	7825 NE 2 nd Avenue, Miami, Florida 33138
Rev. Jacques Mompremier, 1 st Vice President	12595 NE 7 th Ave. N. Miami, FL 33161
Henri Claude Marcellus, 2 nd Vice President	1133 NW 45 th Ter. Lauderhill, FL 33313
Esther St. Preux, Treasurer	2631 NE 211 th Terrace, Miami, FL 33180
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ARTICLE IX

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The name and address of the person signing these Articles is:

Michel Lubin, President	7825 NE 2 nd Avenue, Miami, Florida 33138
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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of July, 1998.


Michel Lubin, President

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in this state and county set forth above, personally appeared: Michel Lubin, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

The foregoing instrument was acknowledged before me this 29th day of July, 1998, by Michel Lubin, who is personally known to me or who has produced

DRIVER'S LICENSE (type of identification) as identification.

R S DesPinosse
NOTARY PUBLIC - STATE OF FLORIDA

R S DESPINOSSE
Printed name of notary



R. S. DesPinosse
MY COMMISSION # CC623371 EXPIRES
April 26, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

My Commission Expires:
April 26, 2001

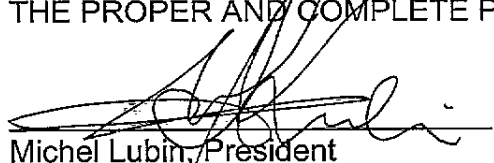
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT, **Lubin's Foundation, Inc.**, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT: 7825 NE 2nd Avenue, Miami, Florida 33138, HAS NAMED; Michel Lubin, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF DUTIES.


Michel Lubin, President

7/29/98
DATE