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TERENCE S. MOORE
Attorney at Law

Terence S. Moore*
Trial Practice-Personal Injury
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December 10, 1998

*Also Admitted to
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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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The Incorporation of:
Re: Haitian-American Restoration Christian Center Inc.
(A corporation Not for Profit)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 13 PM 5:17

Ladies/Gentlemen:

Enclosed please find the original Articles of Incorporation for the Not for Profit Corporation, "Haitian-American Restoration Christian Center Inc." together with my check in the amount of \$ 70.00 to cover the cost of incorporation and two (2) copies of the original articles.

Thank you for your cooperation in this matter.

Yours Very Truly,


Terence S. Moore

TSM:bg
Enclosures

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 17, 1998

TERENCE S. MOORE, ESQ.
2506 AZEELE ST.
TAMPA, FL 33609

SUBJECT: HAITIAN-AMERICAN RESTORATION CHRISTIAN CENTER INC.
Ref. Number: W98000028276

We have received your document for HAITIAN-AMERICAN RESTORATION CHRISTIAN CENTER INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 298A00059469

ARTICLES OF INCORPORATION
OF
HAITIAN-AMERICAN RESTORATION CHRISTIAN CENTER INC.
(A Corporation Not For Profit)

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DIVISION OF CORPORATIONS
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In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned does hereby make, subscribe and acknowledge that they have voluntarily associated themselves together for the purpose of forming a corporation not for profit, and do hereby certify the following as the Articles of Incorporation of such corporation:

ARTICLE I

Name

The name of the corporation shall be Haitian-American Restoration Christian Center Inc., hereinafter sometimes referred to as the "Association", or the "Corporation" or "H.A.R.C.C".

ARTICLE II

Registered Office and Registered Agent

The initial undersigned incorporators hereby designate that the registered office of the Association will be located at c/o Terence S. Moore, Esquire, 2506 Azele Street, Tampa, Florida 33609, and hereby designated Terence S. Moore as the registered agent of the Corporation, to accept service of process within this State, and to serve in such capacity until his successor is selected and duly designated.

ARTICLE III

Purpose

The corporation is organized and operated exclusively for charitable, religious,

educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV

Corporate Powers

In addition to all other corporate powers provided by law and in furtherance of the objectives described above, but not in limitation thereof, the Corporation shall have the power to:

(a) Have succession by its corporate name for the period set forth in its Articles of Incorporation;

(b) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

(c) Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit";

(d) Elect and appoint such officers and agents as its affairs shall require and allow them reasonable compensation;

(e) Adopt, change, amend and repeal bylaws, not inconsistent with law or its articles of incorporation; for the administration of the affairs of the Corporation and the exercise of its corporate powers;

(f) Increase, by vote its members cast as the bylaws may direct, the number of

directors, managers or trustees so that the number shall not be less than three (3) or more than seven (7) in number:

(g) Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income;

(h) Conduct its affairs, carry out on its operations, and have offices and exercise the powers granted by Florida law in any state, territory, district or possession of the United States or any foreign country;

(i) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated;

(j) Acquire, enjoy, utilize and dispose of patents, copy rights and trademarks and any licenses and other rights or interests thereunder or therein;

(k) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;

(l) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporation, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or any other government, state, territory, governmental district, municipality,

or of any instrumentality thereof;

(m) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(n) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes;

(o) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized; and

(p) Merge and consolidate with other corporations not for profit, domestic or foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE V

Membership

Section 1: Eligibility. Any person shall be eligible for membership in this Corporation upon application to and approval by the Board of Directors, subject to any admission requirements contained in the Bylaws of the Corporation.

Section 2: Application for Membership. Any applicant meeting the qualifications 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 and dues as the Board of Directors may from time to time determine,

Section 3: Termination of Membership. Membership may be terminated by expulsion for a just cause or resignation with thirty (30) days written notice to the Board of

Directors.

ARTICLE VI

Duration

The Corporation shall have perpetual existence.

ARTICLE VII

Management

Section 1. The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall consist of not less than three (3) and not more than seven (7) persons. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

Section 2. The Officers of the Corporation shall be a President, one or more Vice Presidents and a Secretary/Treasurer. These officers shall be elected and shall hold office in the manner provided in by the Bylaws of the Corporation.

ARTICLE VIII

Initial Officers and Directors

The names and street addresses of the officers and directors who are to manage all of the affairs of the Corporation until the first annual meeting are;

1. Pierre P. Dorcilien, President
811 W. Amelia Avenue
Tampa, Florida 33602
2. Alix Achille, Vice President
2002 Garden Lane
Apt. 103
Tampa, FL. 33612

3. Reverend Olint St. Jacques, Treasurer
7900 22nd Avenue North
St. Petersburg, FL. 33710
4. Reverend Jacques Thesee, Secretary
5610 Grenada Blvd.
Tampa, Florida 33617

ARTICLE IX

Bylaws and Amendments to the Articles of Incorporation

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or 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 voting member of the Corporation at least ten (10) days prior to the meeting at which such Bylaw alteration is to be voted upon, whether it be a membership meeting or a Board of Directors' meeting.

The Articles of Incorporation of this Corporation shall be amended or additional provisions added or adopted by a two-thirds (2/3) 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 Articles of Incorporation change, 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 Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments of articles of incorporation of non-profit corporations.

ARTICLE X

General

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

This 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, officers or incorporators; provided that the Corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered; may confer benefits upon its members in conformity with its purposes.

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. 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 or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XI

General

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

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers, or members addition, no part of the income of the corporation shall be distributed to its members, directors, officers or incorporators; provided that the Corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered; may confer benefits upon its members in conformity with its purposes.

ARTICLE XII

Subscribers

The name and street address of the subscriber to this Corporation is as follows:

1. Pierre P. Dorcilien
811 W. Amelia Avenue
Tampa, Florida 33602

ARTICLE XIII

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 XIV

Prohibited Activities

The Corporation shall not:

1. Engage in any of "self-dealing", as defined in Section 26 U.S.C.A. 4941(d), which would give rise to any liability for the tax imposed by Section 26 U.S.C.A. 4941(a);
2. Retain any "excess business holdings," as defined in Section 26 U.S.C.A. 4943(c) which would give rise to any liability for the tax imposed by Section 26 U.S.C.A. 4943(a);
3. Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 26 U.S.C.A. 4944, so as to give rise to any liability for the tax imposed by Section 26 U.S.C.A. 4944(a);
4. Make any "taxable expenditures," as defined in Section 26 U.S.C.A. 4945(d), which would give rise to any liability for the tax imposed by Section 26 U.S.C.A. 4945(a);
5. Fail during the period it is a "private foundation" as defined in Section 26 U.S.C.A. 509, to distribute, for the purpose specified in its articles of organization, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 26 U.S.C.A. 4942(a).

ARTICLE XV

Dedication of Assets

The Corporation dedicates all assets which it may acquire to the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise

terminate its corporate existence, subject to the provisions of Chapters 607-617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c) 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.

IN WITNESS WHEREOF, the undersigned has subscribed his/her name under seal this 8th day of December, 1998

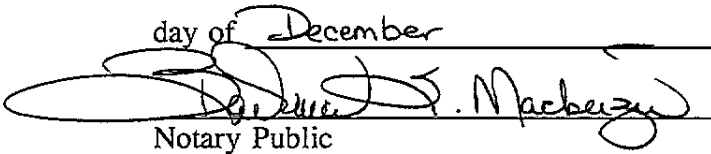

PIERRE P. DORCILIE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared **PIERRE P. DORCILIE** _____, to me well known and well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation, and who acknowledged before me that he executed the said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the aforesaid County and State, this 8th

day of December, 1998.


Notary Public

My Commission Expires



Barbara S Mackenzie
My Commission CC599821
Expires December 29 2000

Personally known:
Identification shown: _____

ACCEPTANCE OF RESIDENT AGENT STATUS


COMES NOW, Terence S. Moore, and does hereby accept the status as registered agent for HAITIAN-AMERICAN RESTORATION CHRISTIAN CENTER INC. and does further state that his office address is 2506 Azeele Street, Tampa, Florida 33609.


TERENCE S. MOORE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared **TERENCE S. MOORE**, who after being first duly sworn, deposes and says that he has read the foregoing Acceptance of Resident Agent Status, and that the matters and things contained therein are true and correct.

Dated this 31st day of December, 1998.


Notary Public
State of Florida at Large

My Commission Expires:



Barbara S Mackenzie
My Commission CC599821
Expires December 29 2000

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