

N99000006383

WELLER & LOSNER

Attorneys at Law
65 N.W. 16th Street
Homestead, Florida 33030

THOMAS R. WELLER
STEVEN D. LOSNER

FILED
99 OCT 27 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Telephone: (305) 247-2522
Fax: (305) 247-9000

October 13, 1999

300003015823--9
-10/15/99--01047--007
*****78.75 *****78.75

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: South Dade Haitian United Methodist Mission, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$78.75 representing your filing fee and fees for certified copies. Accordingly, a self-addressed, stamped envelope has been provided for your convenience in returning the certified copy to my office.

Should you have any questions, please do not hesitate to call me.

Very truly yours,


Steven D. Losner

SDL/tao
encl

D. BROWN OCT 27 1999

W99-24029



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 19, 1999

STEVEN D LOSNER, ESQUIRE
65 NW 16TH ST
HOMESTEAD, FL 33030

SUBJECT: SOUTH DADE HAITIAN UNITED METHODIST MISSION, INC.
Ref. Number: W99000024079

We have received your document for SOUTH DADE HAITIAN UNITED METHODIST MISSION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

You must list at least one incorporator with a complete business street address.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 399A00050403

**NON-PROFIT ARTICLES OF INCORPORATION
OF
SOUTH DADE HAITIAN UNITED METHODIST MISSION, INC.**

99 OCT 27 PM 1:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation under and pursuant to the laws of the State of Florida, for the purposes hereinafter stated, hereby make, subscribe and acknowledge before a notary public and file with the Secretary of State of Florida, these Articles of Incorporation, as follows:

I. NAME

The name of this corporation shall be **SOUTH DADE HAITIAN UNITED METHODIST MISSION, INC.**

II. DURATION

The term of existence of this corporation is perpetual, from the date hereof.

III. STATUS

The corporation is a not-for-profit corporation.

IV. AUTHORIZATION

This corporation shall be governed according to the laws promulgated under Chapter 617 of the Florida Statutes.

V. PURPOSE OF BUSINESS

This corporation is formed primarily for religious, charitable, scientific, literary or education purposes, and the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any member or individual. This corporation may to a lesser and insubstantial extent, engage in any activity which is not in violation of the laws of the State of Florida and would not cause revocation of its tax exempt status as may be granted by the Internal Revenue Service pursuant to the 1986 Internal Revenue Code, as amended (the "Code").

VI. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is located at 65 N.W. 16th Street, Homestead, Florida, and the name of the initial registered agent of this corporation at this address is Steven D. Losner, Esquire.

VII. TRUSTEES

This corporation shall have three (3) trustees initially. The number of Trustees may be either increased or diminished from time to time by the By-Laws, but shall never be less than three (3). The names and addresses of the initial Board of Trustees of this corporation are:

<u>Name</u>	<u>Address</u>
Emmanuel Marceus	605 S.W. 6 th Avenue Homestead, Florida 33030
Elou Fleurine	605 S.W. 6 th Avenue Homestead, Florida 33030
Ernso Dorsainvil	605 S.W. 6 th Avenue Homestead, Florida 33030

The trustees named in these Articles of Incorporation as the first Board of Trustees shall hold office until the first annual meeting of the members, at which an election of trustees shall be held. Thereafter the term of office of each director shall be three (3) years and until the qualification of a successor in office of such trustee.

VIII. MANAGEMENT

The affairs of the corporation shall be managed as shall be provided for in the By-Laws, under the supervision of the Board of Trustees. The officers shall be elected by the Board of Trustees, or as provided in the By-Laws. The officers shall serve for a period of one (1) year or until their successors are elected or appointed.

IX. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Steven D. Losner, 65 N.W. 16th Street, Homestead, Florida.

X. MEMBERS

The members of this corporation shall consist of the initial trustees named herein and such other persons as are approved for membership by the Board of Trustees as provided in the By-Laws.

XI. DISPOSITION OF ASSETS

In the event of the dissolution of the corporation, the Board of Trustees 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 by transferring such assets to an organization or organizations which are exempt under §501(c)(3) of the Code. The Board of Trustees shall ascertain that such organization(s) are engaged in activities of the type described in Article V above. Any assets not so

disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located exclusively to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

XII. PROHIBITED ACTIVITIES

Other provisions of these Articles of Incorporation notwithstanding, the corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code, nor retain any excess business holdings as defined in §4943(c) of the Code, nor make any investments in such manner as to subject it to tax under §4944 of the Code, nor make any taxable expenditures as defined in §4945(d) of the Code.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting, to influence legislation, nor shall it participate or intervene in any political campaign on behalf, of (or in opposition to), any candidate for public office.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under §501(c)(3) of the 1986 Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue law.

XIII. BOARD OF TRUSTEES

The Board of Trustees shall be a self perpetuating body whose members shall be chosen only from among the members of this corporation. In the event any vacancy shall occur because of death, resignation, incapacity to act, or removal of a trustee, the then remaining trustees, shall, within a reasonable time, fill the vacancy, or vacancies.

XIV. INDEMNIFICATION

This corporation shall indemnify any of its agents, officers or Trustees to the full extent permitted by law.

XV. BY-LAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Trustees are hereby authorized to adopt, alter, amend or repeal By-Laws at their pleasure, so long as such By-Laws are in accordance with the laws of the State of Florida and the Code.

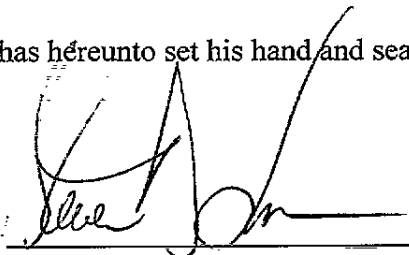
XVI. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on members herein are granted subject to this reservation.

XVII. PRINCIPAL OFFICE AND MAILING ADDRESS.

The principal office and mailing address for the corporation is 605 S.W. 6th Avenue, Homestead, Florida 33030.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, this 18th day of October, 1999.


Steven D. Losner, Incorporator

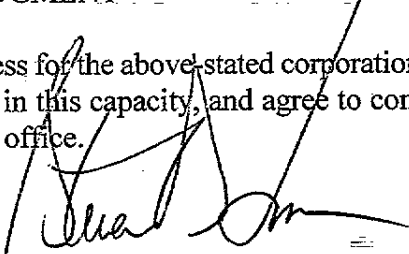
RESIDENT AGENT CERTIFICATE

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act:

First: That SOUTH DADE HAITIAN UNITED METHODIST MISSION, INC., desiring to organize under the laws of the State of Florida, with its initial office, as indicated in the Articles of Incorporation, in the City of Miami, County of Miami-Dade, State of Florida, has named Steven D. Losner, Esquire, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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


Steven D. Losner, Resident Agent