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Subject: 000650.122024

From: Ashley Smith

Monday, March 29, 2010 3:58 PM Page: 1 of 7

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE CUBAN AMERICAN BAR FOUNDATION, INC.

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The undersigned officer, being competent to contract, subscribes to these Amended and Restated Articles of Incorporation of The Cuban American Bar Foundation, Inc., a corporation not-for-profit under the laws of the State of Florida (the "Corporation") and certifies as follows:

1. The name of the Corporation is The Cuban American Bar Foundation, Inc.
2. The Corporation has one member.
3. The Corporation's sole member, acting through its board of directors, adopted Amended and Restated Articles of Incorporation on February 23, 2010.
4. The following text amends and restates the Corporation's Articles of Incorporation filed with the Florida Secretary of State on January 2, 1986:

ARTICLE I
NAME

The name of this corporation shall be: **THE CUBAN AMERICAN BAR FOUNDATION, INC.** (the "Corporation" or the "Foundation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is One Biscayne Tower, Suite 2400, 2 South Biscayne Boulevard, Miami, Florida 33131. The business of the Corporation shall be carried on at its principal office and at such other places as may from time to time be authorized by the board of directors.

ARTICLE III
PURPOSES AND POWERS

3.1 **Purposes.** The Foundation shall be operated exclusively for charitable, religious, educational, and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent federal tax law (the "Code"). Its primary purpose shall be the promotion of the study of law and research in the law, the diffusion of legal knowledge and the continuing legal education of

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lawyers, including furnishing of funds for making scholarships and loans to qualified and worthy persons of Cuban origin or descent for the study of law.

Provided, however, that no part of the assets or net earnings of the Foundation shall inure to the benefit of, or be distributable to, any member, director or officer of the Foundation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Code; and further provided that the Foundation shall not carry on propaganda, or otherwise attempt to influence legislation, and shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Foundation shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

3.2 Contributions. The Foundation may receive, by contribution, gift, bequest, devise, or in any other manner, money, assistance, and any other form of real, personal, or mixed property, from any person, firm or corporation to be used in the furtherance of the purposes of the Foundation, provided, however, that gifts shall be subject to acceptance by the board of directors as required by the Foundation's by-laws.

3.3 Offices and Employees. The Foundation may establish one or more offices and employ such agents, employees and clerical force as may be deemed necessary or proper to conduct and carry on the work of the Foundation, and it may pay reasonable compensation for the services of such persons.

3.4 Powers. The Foundation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things necessary to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishments, fostering, or attainment of any or all of the purposes for which the Foundation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Foundation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code and its regulations as the same now exist, or as they may be hereafter amended from time to time.

ARTICLE IV MEMBERS

The sole member of the Foundation shall be the Cuban American Bar Association, Inc., a Florida not-for-profit corporation ("CABA").

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ARTICLE V
TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI
DISSOLUTION

In the event of a 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 and expenses of dissolution, distribute all of the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the board of directors shall determine.

ARTICLE VII
DIRECTORS

7.1 **Number; Qualification.** The affairs of the Foundation shall be managed by a board of directors consisting initially of seven (7) directors, four (4) of whom shall be the immediate past president, president, president-elect and treasurer of CABA (collectively, the "CABA Officer Directors") and the other three (3) shall be appointed at large by the CABA Officer Directors. The number of directors may be increased or diminished from time to time in accordance with the provisions of the by-laws of the Foundation, but shall never be less than four (4). The president of the Foundation shall serve as the chairman of the board of directors.

7.2 **Election; Term.** The CABA Officer Directors shall be elected by the board of directors of CABA in the manner provided by the by-laws of CABA. The other three (3) directors of the Foundation shall be appointed by the CABA Officer Directors. All directors shall serve a term of one (1) year.

7.3 **Removal; Vacancies.** The removal of directors from office and the filling of the vacancies shall be determined by the by-laws.

7.4 **Executive Committee.** The affairs of the Foundation may be managed by an executive committee between meetings of the board of directors. The executive committee shall consist of directors and shall be established in the manner and with the authority provided by the by-laws.

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ARTICLE VIII
OFFICERS

8.1 Number: Qualification. The Foundation shall have a president, vice-president, and a treasurer, and such assistant officers as the board of directors shall from time to time deem desirable. The immediate past president, president and treasurer of CABA shall serve as the president, vice-president and treasurer of the Foundation, respectively.

8.2 Election. The officers shall be elected annually by the board of directors. Terms of office may be limited as provided in the by-laws.

ARTICLE IX
BY-LAWS

The board of directors of the Corporation shall make and adopt by-laws for the Foundation, and said board and its successors in office shall have power to alter, amend, and rescind such by-laws or to adopt new bylaws.

ARTICLE X
DIRECTORS' AND OFFICERS'
COMPENSATION AND INDEMNIFICATION

10.1 Compensation. A director of the Foundation shall not receive compensation, directly or indirectly, for his services as a director. An officer of the Foundation shall not receive compensation, directly or indirectly, for his services as an officer unless he is employed by the board of directors as a member of the administrative staff of the Foundation. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Foundation that are reasonable in character and amount and approved for payment in the manner provided by the by-laws.

10.2 Indemnification. Every director and every officer of the Foundation shall be indemnified by the Foundation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Foundation whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being for the indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. Appropriate liability insurance may be provided for every officer, director and agent of the Foundation in amounts determined from time to time by the board.

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ARTICLE XI
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2 South Biscayne Boulevard, Suite 2400, Miami, Florida 33131, and the name of the initial registered agent of the Corporation at that address is Anna Marie Hernandez.

The person elected as CABA's treasurer each year shall serve as the Foundation's registered agent to serve as such during his or her term in office. The change of registered agent may be made in the Foundation's annual report filed with the Florida Secretary of State each year or alternatively, by filing a Statement of Change of Registered Agent with the Florida Secretary of State.

ARTICLE XII
AMENDMENTS

12.1 Amendments and Notices. Amendments to these Amended and Restated Articles of Incorporation may be made only by the Foundation's sole member, CABA, acting through its board of directors.

12.2 Effective Date. Any amendment approved by CABA, acting through its board of directors, shall be effective upon filing with the Secretary of State of the State of Florida as provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 23rd day of February, 2010.



Roland Sanchez-Medina, President

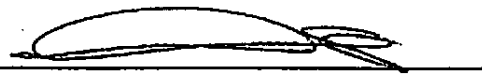
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

OF

THE CUBAN AMERICAN BAR FOUNDATION, INC.

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of The Cuban American Bar Foundation, Inc.



Anna Marie Hernandez

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