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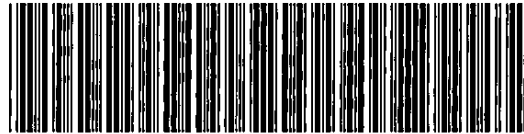
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

B. McKnight AUG 13 2007

August 1, 2007

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

**RE: Incorporation of PATRIA MEDIA FOUNDATION, INC.**

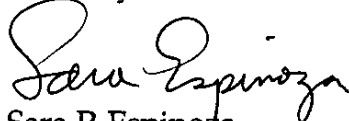
Gentlemen:

We are hereby presenting your division with the necessary documents for the incorporation of the above named nonprofit corporation. Enclosed is an original and one copy of the Articles of Incorporation. Please file the original in your offices and stamp and return the other copy enclosed.

Also enclosed is a check in the amount of \$78.50, payable to Florida Dept. of State, covering the filing fee for the Articles of Incorporation.

Your attention to the above matter will be greatly appreciated. Thank you.

Sincerely,



Sara P. Espinoza  
POB 350751, Jose Marti Station  
Miami, FL 33135-0751

305/822-3501

**ARTICLES OF INCORPORATION  
OF  
PATRIA MEDIA FOUNDATION, INC.**

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AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617 of the Laws of the State of Florida, providing for the formation, rights, privileges and immunities of a corporation not for profit.

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation is **Patria Media Foundation, Inc.**

**ARTICLE II - CORPORATE ADDRESS**

The principal place of business of this Corporation shall be 1393 SW 1 Street, #400, Miami, Florida 33135. The mailing address of this Corporation shall be POB 350002, José Martí Station, Miami, FL 33135-0002.

**ARTICLE III - CORPORATE PURPOSE**

**Section 1. Objective and Purpose.** The objective and purpose of this Corporation shall be to finance, publish and distribute books, magazines, and newspapers; produce documentary films, electronic media programs, and other educational resources that advance and foster the cause of human rights, freedom, and justice in Cuba as well as inspire solidarity and critical reflection on the cultural, political, religious, and social needs of the Cuban people in Cuba and throughout the World; to promote media education and training programs that promote freedom of the press and freedom of speech and the duties and responsibilities concomitant with these freedoms; to support learning and creative expression, and encourage innovation, collaboration, and excellence in the media and social communications field; to sponsor activities, conferences, programs and seminars designed to stimulate responsible dialog and understanding among people of all creeds, ethnicities, races, social classes or national origins. This Corporation shall also raise, receive, and maintain funds, real and personal property, and to administer said funds and property, including all income generated therefrom, exclusively for the social welfare purposes for which the Corporation is founded.

**Section 2. IRS Code Compliance.** The corporation is organized exclusively for the promotion of social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended ("the Code").

**ARTICLE IV - DEDICATION OF INCOME AND ASSETS**

**Section 1. Income and Assets.** All income and assets of this corporation are irrevocably dedicated to the social welfare purposes set forth in Article III hereof. No part of the net earnings of this corporation shall inure to the benefit of any director, officer, or member thereof, or to the benefit of any private shareholder or individual, provided that the corporation may pay compensation in a reasonable amount to its directors, officers, or members for services rendered and may confer benefits upon its members in conformity with its purposes.

**Section 2. Capital Stock and Dividends.** This Corporation shall have no capital stock and shall

pay no dividends to its incorporators, directors, officers or members.

**Section 3. Distribution of Corporate Assets.** In the event the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 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)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended

## **ARTICLE V - DURATION OF THE CORPORATION**

This Corporation shall have perpetual existence.

## **ARTICLE VI - POWERS OF THE CORPORATION**

This Corporation shall have all of the statutory powers of a nonprofit Corporation. The corporation may enter into contracts, raise, receive, maintain funds, and administer said funds.

In furtherance of the purposes set forth in Article III hereof, the corporation may solicit grants and contributions, receive property by gift, bequest or devise, invest and reinvest the same, and apply the income and principal thereof, as the board of directors may from time to time determine, and engage in any lawful act or activity permitted under the laws of the State of Florida.

## **ARTICLE VII - NON-MEMBERSHIP CORPORATION**

**Section 1: Members.** The Corporation shall have no members. Any reference in these Articles of Incorporation, in the Bylaws or in applicable law to approval by all "members" or approval by the members shall require only the approval of the Executive Board. All rights which would otherwise vest in the members shall vest in the directors.

**Section 2. Associates.** Nothing in this Article VI shall be construed as limiting the right of the Corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the Florida Corporations Code (the "Code"). The Corporation may confer by amendment of its Articles of Incorporation or of these Bylaws some or all of the rights of a member, as set forth in the Code, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the Corporation or on a merger or on a dissolution or on changes to the Corporation's Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of Section 5056 of the Code.

**Section 3: Honorary Membership.** The Executive Board may elect to honor individuals who they believe have made outstanding contributions to their community, the state or the nation by awarding them the classification of Honorary Members. These individuals shall receive a congratulatory letter, a certificate of recognition, but shall not have the right to vote or hold office therein.

## **ARTICLE VIII - CORPORATE MANAGEMENT**

**Section 1. Governing Board.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted at all times by a board of directors. The number of directors of

the corporation shall be not less than three (3) and not more than twelve (12) persons, provided, however, that such number may be changed by a duly adopted bylaw. Directors shall be elected or removed according to the procedure provided in the Bylaws.

The directors named in Article Ten shall hold office until the first annual meeting of members to take place after incorporation. Prior to that meeting, an election of directors shall take place, according to provisions of the bylaws of the corporation.

Directors elected in the first election, and at all times thereafter, shall serve for a term of four (4) years; except that the bylaws may provide for a different term of office for some of the directors elected in the first election following incorporation, in order to introduce a system of staggered terms for directors.

**Section 2. Corporate Officers.** The directors of the corporation shall elect the following officers: President, one or more Vice Presidents, Secretary, Vice Secretary, Treasurer, Parliamentarian, General Counsel, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. These officers shall be elected and shall hold office in the manner provided in the bylaws.

The officers named in Article Nine shall hold office until the first annual meeting of members to take place after incorporation. Prior to that meeting, an election of officers shall take place, according to provisions of the bylaws of the corporation.

Officers elected in the first election, and at all times thereafter, shall serve for a term of four (4) years; except that the bylaws may provide for a different term of office for some of the officers elected in the first election following incorporation, in order to introduce a system of staggered terms for officers.

## **ARTICLE IX - INITIAL BOARD OF DIRECTORS AND OFFICERS**

The names of the twelve (12) initial members of the Board of Directors who are to manage all of the affairs of the Corporation until the first annual meeting are:

Jerry Aguiar	Eladio José Armesto	Rosa María Armesto
Cosette Carballosa	Carlos Diaz-Lujan	Sara P. Espinosa
Maria Laura Figueroa	Miriam Gonzalez	Wendy Guzman
César Marín	Onel Garcia Simon	Humberto Vidal

The following persons shall serve as corporate officers until the first annual meeting is held: Rosa María Armesto, President; Sara P. Espinosa, Vice President; Carlos Diaz-Lujan, Vice President; Miriam Gonzalez, Secretary; Jerry Aguiar, Treasurer.

## **ARTICLE X - AMENDMENT OF ARTICLES**

The Corporation reserves the right to adopted, amended or rescinded any provision contained in these Articles of Incorporation or in the Bylaws of the Corporation by a two-thirds vote of the Board of Directors; provided notice thereof, which shall include the text of the change in the Articles of Incorporation and/or Bylaws, is furnished in writing to each eligible voting director of the Corporation at least seven (7) days prior to the meeting at which such change is to be voted upon.

## ARTICLE XI - LEGAL REPRESENTATION

The Corporation, upon a two thirds (2/3) vote of the Board of Directors, may issue written authorization and/or grant a Power of Attorney to any employee, director or officer of the Corporation to represent or otherwise act on behalf of the Corporation in any Court of Law or in a legal proceeding of any kind.

## ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

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 the Florida General Corporation Act.

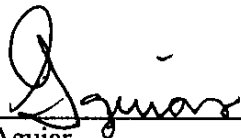
## ARTICLE XIII - APPOINTMENT OF REGISTERED AGENT AND ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT


The Registered Agent of the Corporation shall be Maria Laura Figueroa and the address of the Registered Office shall be at 1393 SW 1 Street, #400, Miami, Florida 33135. Having been named to accept service of process for the above Corporation, at the place designated herein, I hereby agree to act in the capacity of Registered Agent of the Corporation, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


  
\_\_\_\_\_  
Maria Laura Figueroa, Registered Agent


## ARTICLE XIV - INCORPORATORS


The name and address of the subscribers to these Articles of Incorporation are:


  
\_\_\_\_\_  
Jerry Aguiar  
POB 350002  
Jose Marti Station  
Miami, FL 33135-0002

  
\_\_\_\_\_  
Eladio José Armesto  
POB 350002  
Jose Marti Station  
Miami, FL 33135-0002

  
\_\_\_\_\_  
Rosa Maria Armesto  
POB 350002  
Jose Marti Station  
Miami, FL 33135-0002

  
\_\_\_\_\_  
Sara P. Espinoza  
POB 350002  
Jose Marti Station  
Miami, FL 33135-0002

  
\_\_\_\_\_  
Maria Laura Figueroa  
POB 350002  
Jose Marti Station  
Miami, FL 33135-0002

  
\_\_\_\_\_  
Miriam Gonzalez  
POB 350002  
Jose Marti Station  
Miami, FL 33135-0002

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