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Division of Corporations

RICARDO MARTINEZ

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FLORIDA PROFIT/NON PROFIT CORPORATION
BIBLIOTECA CUBANA DEL EXILIO INC.

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RICARDO MARTINEZ

NO. 792

P. 1

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RICARDO MARTINEZ-CID

Professional Association

Attorney at Law

Member of the Florida
and Madrid Bars

Florida Civil Law Notary

1699 Coral Way, Suite 510, Miami, Florida 33145-2860
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Number of pages sent: 10 (including this page)

SEND TO: Florida Department of State/Division of Corporations

VIA: (850) 922-4001

SENT BY: Ricardo Martinez-Cid, Esq.

DATE: March 4, 2014

RE: BIBLIOTECA CUBANA DEL EXILIO INC.

Dear Sir/Madames:

Kindly, file the following articles of incorporation for the captioned company. The name of BIBLIOTECA CUBANA DEL EXILIO INC. translates to the English language as: "LIBRARY OF THE CUBAN EXILE INC." It email contact address is: ezbazan@aol.com.

Cordially,

Martinez-Cid

Ricardo Martinez-Cid

cc: ezbazan@aol.com

Encl.

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ARTICLES OF INCORPORATION OF
BIBLIOTECA CUBANA DEL EXILIO INC.
A FLORIDA CORPORATION NOT FOR PROFIT

ARTICLE I
NAME

The name of this Corporation will be the BIBLIOTECA CUBANA DEL EXILIO INC., hereinafter designated "BCE."

ARTICLE II
NATURE

BCE is organized as a Florida corporation not for profit, intended to be entitled to non-profit status under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of subsequent federal tax laws exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, as established and when consistent with Article III below. It is also expressly provided that, notwithstanding any other provision of these Articles, upon the dissolution of the corporation, assets will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or will be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of will be disposed of by the Circuit Court 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 will determine, which are organized and operated exclusively for such purposes.

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ARTICLE III
PURPOSES

The general nature, objects and purposes of BCE will be to collect, organize, and maintain digital copies of works of all genres by Cuban born authors and authors of Cuban descent whose writings were published outside Cuba after January 1, 1959. Provided, however, that BCE:

- a. will request legal permission from authors and editors to gather and keep the aforementioned works ready to be delivered to Cuban public libraries of a future democratic Republic of Cuba, free of charge with the purpose of giving Cuban readers free access to the collective works of these authors who are not permitted to be read in Cuba; and,
- b. will not sell nor rent any of the collected works; and,
- c. collected works will be available to the Cuban readers of a democratic Cuba free of charge only in public libraries; and
- d. BCE will be managed by a Board of Directors constituted by members of the National Association of Cuban-American Educators, a Florida non-profit corporation (NACAE) elected every five years to the following posts: President, Vice President, Secretary, Vice Secretary, Treasurer, Vice Treasurer and Technical Director, who will be responsible for establishing guidelines and run the digital library; and,
- d. BCE's Board of Directors will answer directly to NACAE's Executive Committee.

ARTICLE IV
GENERAL POWERS

General powers of BCE will be all powers incident to promoting its objectives.

ARTICLE V
MEMBERS, BOARD OF DIRECTORS & OFFICERS

BCE's initial members, directors and officers of BCE are: Dr. Eduardo Lolo, who will also serve as initial President and Chairman

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of the Board, Ms. María Acosta, who will also serve as initial Vice-President, Dr. Ellen Leeder, who will also serve as initial Secretary, Dr. Armando Cobelo, who will also serve as initial Assistant-Secretary, Dr. Eduardo Zayas-Bazán, who will also serve as initial Treasurer, Dr. Julio Hernández-Miyares, who will also serve as initial Assistant-Treasurer, and Dr. Federico Justiniani, who will also serve as initial Technical Director, all of 7540 SW 52 Court, Miami, Florida 33143, who will serve until their resignation, or the election of their successors in office. Future members will be invited to participate, who must be members, in good standing of NACAE. The number and identity of future directors will be elected in the manner established in the Bylaws. Officer will serve until their resignation, removal from office by the directors, regular election of their successors, or at a special meeting of the Board of Directors to be held at a special meeting held for that purpose no later than thirty (30) days from date, in the manner established in the Bylaws.

ARTICLE VI
INITIAL PRINCIPAL OFFICE & RESIDENT AGENT

The principal office of BCE is 7540 SW 52 Court, Miami, Florida 33143. The initial resident agent of BCE is Dr. Eduardo Zayas-Bazán of 7540 SW 52 Court, Miami, Florida 33143

ARTICLE VII
CORPORATE BEGINNING AND EXISTENCE

BCE will begin its corporate existence upon the filing of these Articles with the Secretary of State, and will have perpetual existence.

ARTICLE VIII
Bylaws

The Board will adopt Bylaws consistent with these Articles.

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ARTICLE IX
AMENDMENT TO ARTICLES

These Articles may be altered, amended, or repealed by resolution of the Board, in the manner established in the Bylaws.

ARTICLE X
SUBSCRIBERS

The names and addresses of the subscribers are: Dr. Armando Cobelo, Dr. Eduardo Zayas-Bazán and Dr. Federico Justiniani, all of 7540 SW 52 Court, Miami, Florida 33143.

ARTICLE XI
INITIAL CORPORATE AND REGISTERED OFFICE

BCE will have its initial registered office at 7540 SW 5 Court, Miami, Florida 33143.

ARTICLE XII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

BCE hereby agrees to indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

- a. Whether civil, criminal, administrative, or investigative, other than one by or in the right of BCE to procure a judgement in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he/she fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable interest of BCE, such action was in the best interest of the reasonable ground for belief that such action was unlawful. The

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- termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent will not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of BCE or that he/she had reasonable grounds for belief that such action was unlawful.
- b. By or in the right of BCE to procure a judgement in this favor by reason of his being or having been a director or officer of BCE, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he/she served at the request of BCE, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of BCE. Such person will not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to BCE unless, and only to the extent that, the court, administrative proceeding is held will determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonable entitled to indemnification for such expenses which such tribunal will deem proper.
- c. The foregoing rights of indemnification will not be deemed to limit in any way the powers of BCE to indemnify under applicable law.

ARTICLE XIII

TRANSACTION IN WHICH DIRECTORS OFFICERS &/OR MEMBERS ARE INTERESTED

- a. No contract or transaction between BCE and one or more of its directors or officers, or between BCE and any other corporation, partnership, association, officers are directors or officers, have a financial interest, will be invalid, void

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or voidable solely for this reason, or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of BCE will incur liability by reason of the fact that he/she is or may be interested in any such contract or transaction.

- b. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorized the contract or transaction.
- c. No part of the net earnings of BCE will inure to the benefit of any Member, Director or Officer of BCE or any private individual. Provided, however, that (i) reasonable compensation may be paid for services rendered by any Member, Director or Officer to or for BCE, and (ii) this provision will not prohibit the reimbursement of funds advanced to, for or on behalf of BCE by any Member, Director or Officer when said funds are advanced with the consent and knowledge of BCE, evidenced by the written approval of the majority of the Board, including, without limitation, transportation and other travel expenses.

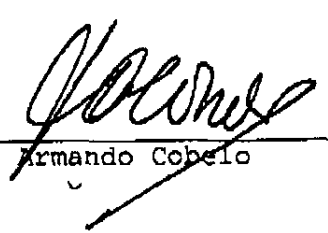
ARTICLE XIV
DISSOLUTION OF BCE

- a. Upon dissolution of BCE, all of its assets, remaining after provision for creditors and payment of all costs and expenses of such dissolution, will be distributed to NACAE if in existence at the time of BCE dissolution. In the event NACAE is not in existence at the time of dissolution, all of its assets, remaining after provision for creditors and payment of all costs and expenses of such dissolution, will be distributed to will be distributed to other non-profit corporation(s) devoted to similar goals.
- b. BCE may be dissolved upon a resolution to that effect being recommended by three-fourth (3/4) of the members of the Board, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import, and approved by two-thirds (2/3) of the voting rights of BCE's members.

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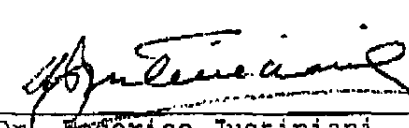
IN WITNESS WHEREOF, the said subscribers have hereto set their hands and seals this March 4, 2014.



Dr. Armando Cobelo



Dr. Eduardo Zayas-Bazán

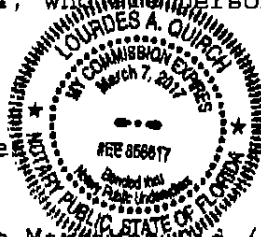


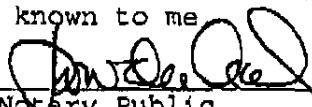
Dr. Federico Justiniani

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me by Dr. Armando Cobelo, Dr. Eduardo Zayas-Bazán and Dr. Federico Justiniani, under oath, March 4, 2014, who ~~with me~~ personally known to me

My commission expires





Notary Public
State of Florida at Large

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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That BIBLIOTECA CUBANA DEL EXILIO INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami-Dade, has named Dr. Eduardo Zayas-Bazán of 7540 SW 52 Court, Miami, Florida 33143, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of
BIBLIOTECA CUBANA DEL EXILIO INC.

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this March 4, 2014.



Dr. Eduardo Zayas-Bazán
Registered Agent

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