

N000000000634

Miami, Florida

20-Jan-00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Center of Cuban-Caribbean Socio-Economic Studies Inc.
Registration


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-01/26/00--01021--011
****131.25 *****87.50

Gentlemen:-

For registration in your Division of Corporations, enclosed is a signed original and one (1) copy of the Articles of Incorporation of CENTER OF CUBAN-CARIBBEAN SOCIO-ECONOMIC STUDIES INC. ("CCSES") executed at Miami, Florida on January 20, 2000 by the undersigned as Incorporator, with a check issued to the order of Secretary of State of Florida dated January 20, 2000, in the amount of \$131.25 covering filing fee, a certified copy and certificate of CCSES.

Thanking in advance for your attention to this matter, I am,

Yours truly,


Fernando Zulueta, Incorporator
212 S.W. 20th Road
Miami, Florida 33129
Tel. (305) 667-8511

FILED
00 JAN 26 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CENTER FOR CUBAN-CARIBBEAN SOCIO-ECONOMIC
STUDIES INC.
(A Florida Not-for-Profit Corporation)

FILED
00 JAN 26 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, acting as incorporator of a not for profit corporation (Non-Governmental Organization) under the laws of the State of Florida, adopts the following Articles of Incorporation (hereinafter "Articles") for such corporation following Chapter 617 Fla. Stat., as amended by 1990 Fla. Laws Chapter 90-179, Florida Statutes.-

ARTICLE I: NAME

The name of the corporation is Center for Cuban-Caribbean Socio-Economic Studies Inc., (hereinafter referred to as "CCSES").

ARTICLE II: DURATION

The existence of CCSES shall be perpetual.

ARTICLE III: PRINCIPAL OFFICE

The principal office of CCSES and its mailing address shall be as follows:-

Ignacio G. Zulueta, Esq.
6255 Bird Road
Miami, Florida 33155
Tel. (305) 669-8845

(2)

ARTICLE IV: PURPOSES

The purpose of CCSES shall be:

1) To cooperate in the economic and social reconstruction of a democratic Cuba, and to promote and positively contribute to its recovery movement based on a legal system encouraging private investment, free enterprise and creation of employment.

2) Devising assistance programs for a peaceful development of the civil society with special attention to disadvantaged sectors, and sponsoring programs for sustainable economic and social stability.

3) To agree, accept and receive as a not-for-profit corporation and non-governmental organization, donations, grants and contributions of any kind, from federal, state and private agencies, institutions, foundations, corporations and individuals, for the realization and execution of its social and economic proposals in countries located in the Cuba-Caribbean area.

4) To collaborate with industries, in the re-establishment of Cuba as a Latin American nation of progressive status and an exemplary member of the International Community, and to coordinate its efforts with other organizations having similar purpose and objectives as CCSES.

5) To engage in any lawful act or activity, not for pecuniary profit, for which a not-for-profit corporation may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) or 501(c)(6) whichever is applicable, of the Internal Revenue Code of 1986, as amended (the "Code").

(3)

ARTICLE V: MEMBERSHIP

CCSES shall be a non-stock corporation, and therefore shall have no authority to issue capital stock or shares of ownership.

Its members shall be the corporations, other legal entities and individuals supporters and interested in the social and economic rehabilitation of a democratic Cuba.

Membership in CCSES is compatible with membership in other organizations having similar purposes, and is divided into three classes, one class to be known as Founding members, a second one as Supporting members and a third one as General members. The number of members of each class to be determined by majority vote of Founding members.

All members will have voting powers. Founding members will have 5 votes each, Supporting members, those who make a minimum amount of contributions to be determined by the Board, shall have 3 votes and general members shall have one vote. The directors shall be the members of CCSES in the management, control and operation of CCSES, Collectively, the directors shall constitute the Board of Directors.

The members shall be admitted to CCSES by a majority vote of the founding and supporting members. The directors may establish categories of general membership. The conditions and regulations of general membership shall be determined by the directors.

ARTICLE VI: MANAGEMENT

The affairs of CCSES shall be managed by a Board of Directors consisting of no less than five (5) Directors duly elected every year by the Annual Meeting of Members held in accordance with the provisions of the By-Laws. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but if so changed, the number shall never be less than five (5).

(4)

The Board of Directors may hold regular or special meetings, and its resolutions concerning the affairs of CCSES and the election of its officers shall be adopted by majority class votes of the directors present provided a quorum exists.

The Annual Meeting of Members shall elect the Directors by cumulative voting which is hereby expressly authorized as required and defined under Section 617.0721, Paragraph (4), Florida Statutes.

The manner of election and powers of the Directors and Officers of CCSES shall be regulated by the By-Laws, and the Directors shall be responsible to the General Meeting of Members in the exercise of such powers.

The resolutions at the general meetings of members shall be adopted and be valid by class votes of the members present with a quorum of at least twenty percent (20%) of the membership.

ARTICLE VII: OFFICERS

The officers of CCSES shall consist of a President, one or more Vice-Presidents, a Secretary, a Vice-Secretary, Treasurer and a Vice-Treasurer, each of whom shall be elected by the Board of Directors by majority of class votes of those present at the annual meeting of directors, and shall serve until their successors are chosen and qualified.

ARTICLE VIII: GENERAL PROVISIONS AND LIMITATIONS

Bylaws. The activities of CCSES shall be conducted by the Directors in accordance with the By-Laws. The initial By-Laws shall be adopted by the Board of Directors at the organization meeting.

The power to amend or repeal the By-Laws shall be vested in the General Meeting of Members but subject to the prior recommendation of the Board of Directors in accordance with the terms of said By-Laws.

However, any amendment to the By-Laws may also be proposed by a number of members of CCSES totaling twenty percent (20%) or more of the total members constituting quorum at the General Meeting of Members held prior to the date of such proposal, if such amendment is: i) proposed in writing to the Board at least thirty (30) days prior to the regular annual or special members' meeting at which it is to be voted upon, and ii) subscribed by the required number of members of CCSES. Any such proposed amendment must then be subsequently ratified by affirmative majority class votes through a secret ballot of a quorum of the members at that members' meeting.

The fiscal year of CCSES shall be from January first to December thirty first of each year. Power and Authority. Subject to the limitations of these Articles, CCSES may exercise all powers and authority to a corporation organized thereunder and under all other applicable laws, including the power to perform all acts and duties incident to the operation and management to CCSES, and to accept contributions of money and other property, whether real or personal, or any interest therein, provided however, that CCSES shall not have the power to carry on activities except in furtherance of the purposes for which it is organized.

Not-For-Profit Tax Status. No part of the net earnings of CCSES shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that CCSES shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV above. No substantial part of the activities of CCSES shall be carrying on of propaganda, or otherwise attempting to influence legislation, and CCSES 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, CCSES shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Sections 501(c)(3) or 501 (c)(6) whichever is applicable, of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code (or the analogous provision of any future Code).

Conflicts of Interest. No contract or other transaction between CCSES and any other corporation, and no act of CCSES shall in any way be affected or invalidated by the fact that any of the directors of CCSES are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of CCSES provided that the fact that he/she or such firm is so interested, shall be disclosed or shall have been known to the board of directors or a majority thereof, and any director of CCSES who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of CCSES which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX: DISSOLUTION

CCSES may be dissolved by vote provided in the Bylaws of CCSES. In the event CCSES is dissolved, after paying or making provision for the payment of all liabilities of CCSES, the Directors shall dispose of all the assets of CCSES to such organization(s) organized and operated exclusively for charitable or educational purposes as at the same

(7)

time shall qualify as an exempt organization(s) under Section 501 (c) (3) or 501 (c) (6) whichever is applicable, of the Code (or corresponding provisions of any future United States Internal Revenue Law). Any such assets not so disposed of by the Eleventh Circuit Court for Dade County, Florida or by such other court in which the principal office of CCSES is then located, will be payable to such organization(s), as said Court shall determine.

ARTICLE X: INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of CCSES is Ignacio G. Zulueta, Esq., whose business address is 6255 Bird Road, Miami, Florida 33155, and who accepts by signed attached statement his designation as registered agent.

ARTICLE XI: INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of five (5) Founding members. The names and addresses of the initial Directors of CCSES are:-

FOUNDING MEMBERS

Fernando Zulueta
212 S.W. 20th Road
Miami, FL 33129

Ramiro Blanco
329 Aledo Ave.
Coral Gables, FL 33134

Jose E. Lopez-Silvero
9682 Fontainebleau Blvd.
Suite 404
Miami, FL 33172

Prisciliano Falcon
935 S.W. 30th Ave
Apt. 27
Miami, FL 33135

Carlos E. Gaston
1825 Country Club Park
Coral Gables, FL 33134


(8)

ARTICLE XII: INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation is:

Fernando Zulueta
212 S.W. 20th Road
Miami, FL 33129
(305) 854-2014

IN WITNESS WHEREOF, the undersigned incorporator of Center for Cuban-Caribbean Socio-Economic Studies Inc., does hereby execute and file these Articles of Incorporation on January 20, 2000.



Fernando Zulueta
Incorporator

County of Dade)
) SS.
State of Florida)

On this 20 day of January, 2000, before me, the undersigned Notary Public, personally appeared Mr. Fernando Zulueta, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same as his free and voluntary act for the purposes therein contained.

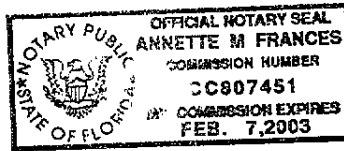
(9)

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the month, day and year first above written at Dade County, Florida.

Annette M Frances

Notary Public

My commission expires:



FILED
00 JAN 26 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Miami, Florida
January 20, 2000

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Center for Cuban-Caribbean Socio-Economic Studies Inc.
Registered Agent/Registered Office.-

Gentlemen:-

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, hereby submits the following statement in designating its Registered Office/Registered Agent, in the State of Florida:-

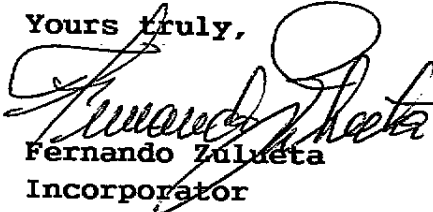
1) The name of the corporation is:-

Center for Cuban-Caribbean Socio-Economic Studies Inc.

2) The name and address of its Registered Agent and Office is:-

Ignacio G. Zulueta, Esq.
6255 Bird Road
Miami, FL 33155
Tel. (305) 669-8845

Yours truly,


Fernando Zulueta
Incorporator

(2)

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and that I am familiar with and accept the obligations of my position as Registered Agent.

Ignacio G. Zulueta
Registered Agent.

Miami, Florida
January 20, 2000