

NO000000001644

TRANSMITTAL LETTER

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

800003132058--5
-02/11/00--01010--007
*****87.50 *****87.50

SUBJECT: CUBAN AMERICAN BANKERS ASSOCIATION INC.
(Proposed corporate name - must include suffix)

FILED
00 MAR 14 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FL 32314

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jose H. Muzaurieta
CUBAN AMERICAN BANKERS ASSOCIATION INC.
Name (Printed or typed)

77 CRANDON BLVD. APT. 4A
Address

KEY BISCAVNE, FL. 33149
City, State & Zip

FEB 7/2000 4:00PM 305-361-1624
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

3-14
WCL



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 16, 2000

JOSE H. MUZAURIETA
77 CRANDON BLVD., APT. 4A
KEY BISCAYNE, FL 33149

SUBJECT: CUBAN AMERICAN BANKERS ASSOCIATION INC.
Ref. Number: W00000004273

We have received your document for CUBAN AMERICAN BANKERS ASSOCIATION INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 410-9111.

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) 487-6995.

Wanda Cunningham
Document Specialist

Letter Number: 800A00008223



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

March 1, 2000

FILED
00 MAR 14 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jose H. Muzaurieta
77 Crandon Blvd., Apt. 4A
Key Biscayne, Florida 33149

Dear Mr. Muzaurieta:

Re: "Cuban American Bankers Association, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

Art Simon
Director

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

FILED
00 MAR 14 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Cuban American Bankers Association Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - Name

- 1) The name of the organization shall be:
 "CUBAN AMERICAN BANKERS ASSOCIATION INC."
- 2) This association is a Not for Profit Organization.

ARTICLE II - Principal Office

The principal place of business is 77 Crandon Blvd., Apt. 4A, Key Biscayne, Fl., 33149, and mailing address is P.O. Box 49352, Key Biscayne, Fl. 33149, Or any other place within or without the State of Florida, as the Board of directors may designate. The association is to commence its corporations existence on the date that these articles are approved and shall exist perpetually thereafter until dissolved.

ARTICLE III - Objectives and Purposes

The objectives of the association are: to work diligently for the advancement of all the Bankers to support and defend the interests of the members, to work diligently for the improvement and social relationship between the members of the association.

ARTICLE IV - Members and Election of Directors

Membership in the association is open to all Bankers who occupy positions of responsibility.

The members will also have those morals social and intellectual qualities, which in the opinion of the Board of Directors of this association, shall render a person fit to provide valuable services to the association. The association Will not discriminate because of Race, Sex, Religion or national origin.

The association will have the following categories of members.

- A) Honorary Members, will be a member of the association, who has performed outstanding services to the association and having been recognized as such by the Board of Directors, can be nominated by it.

This member will not have to pay membership dues and can not be elected to the Board of Directors.

The Board of Directors reserves the right to revoke the honorary member status of any person at its own discretion.

FOUNDER MEMBERS:

- B) The first 100 members approved by The Board of Directors shall be founder members.
- C) Regular Members shall be any member after the first 100 approved founder members.
- D) Joined Members, shall be any non-banker; accepted by the Board of Directors. Candidates shall be approved by the Board of Directors at its regular meeting or special meetings. Two or more negative votes will disqualify a candidate.

ELECTION FOR DIRECTOR

Members to the Board of Directors shall be chosen among those nominated. The list must be submitted to the Board of Directors by the Election Committee. The candidates receiving the highest number of votes will be considered elected to the Board.

The ballots shall be secret and be mailed to Elections Committee, who will supervise the elections.

ARTICLE - V -

REGISTERED AGENT

Mr. Jose H. Muzaurieta is named initial registered agent for the association. The address: 77 Crandon Blvd., Apt. 4A, Key Biscayne, FL. 33149.

ARTICLE - VI -

INCORPORATOR

- 1) The name and address of the incorporator to these articles of INCORPORATION:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------|----------------|
|-------------|----------------|

| | |
|--------------------|---|
| Jose H. Muzaurieta | 77 Crandon Blvd. Apt. 4A Key Biscayne, FL. 33149 |
|--------------------|---|

MANAGEMENT OF ASSOCIATIONS AND MEETINGS

- 1) The business of the association shall be managed by the Board of Directors, consisting of (one) President, (one) First Vice President, (Four) 4 Vice Presidents, (one) secretary, (one) Vice Secretary, (one) Treasury, (one) Vice Treasury, and (six) Directors. All Directors must be 18 years of age or older, and must be members of the Association for at least one year, prior to election day, and be in good standing as a member of the association.

MEETINGS

- 2) Regular membership meetings shall be held monthly, unless changed by the Board of Directors. The meetings shall be held at the place which the Board of Directors designates.
- 3) Special Meetings every year may be devoted to organizational or social activities, in the judgement of the Board of Directors.
- 4) Special meetings: of the association may be called by the President when seems to be in the best interest of the organization. Notice of such meetings shall be mailed to all members.
- 5) Quorum Voting : of a meeting of Directors, the presence of the President or a Vice President the Secretary, or Vice secretary, and the majority of the directors shall constitute a quorum when a quorum is present, the affirmative vote of the majority of those present shall be necessary to approve any proposal, except where these By Laws require otherwise. In case of a tie the President shall cast an additional vote.
- 6) Guest(s) of Board Meeting: The President and or the Board of Directors may invite any person to the meeting of the Board with full voice, but no vote.
- 7) Attendance required of Board Directors Meetings: Three consecutive absences, may constitute a resignation to the Board of Directors. Directors who incur paid absences but are still interested in retaining Their position, must present their pertinent justification to the Board of Directors for their evaluation and the Board will reinstate to the positions.

ARTICLE VIII OFFICERS DUTIES

- 1) Number: The officers of the association shall consist of the President, One first Vice President , the Treasury, assistant Treasury, the Secretary, and assistant secretary. In case of any vacancies, the Board of Directors will elect the new officer.
- 2) General Duties: All officers and assistant officer shall have the power perform such duties in the management of the association as may be determined by the board of Directors.

3) **The President:** The President shall be the Chief Executive Officer of the association and shall have the general direction of the affairs of The association. The President shall preside all the membership meetings.

The President shall appoint and/or remove all committee chairman.

They will report directly to him.

The President or his delegate is the only person authorized to represent the association in all public matters.

4) **The Vice-Presidents:** There shall be a First Vice President and such other Vice President as may from time to time be designated by the Board of Directors, shall perform the duties of the President.

5) **The Treasurer:** The Treasurer shall have the custody of the association funds, and shall keep full and accurate accounts of receipts and disbursements and records belonging to the association. The Treasurer shall prepare a budget and submit it to the Board of Directors for its approval. He shall submit quarterly financial statements to the Board of Directors and annual financial statements to the membership meetings. All drafts and checks of the association, shall be signed by two of the following officers.

PRESIDENT, OR FIRST VICE PRESIDENT
TREASURER - SECRETARY

- 6) **The assistant Treasure:** The assistant treasurer shall have the power and duties incident to that office and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The assistant Treasurer will have the responsibility of managing the association's office in the event of incapability of the Treasurer, the assistant Treasurer shall perform the duties of the Treasurer.
- 7) **The Secretary:** The Secretary shall attend all sessions of the Board of Directors, and all meetings of the members and shall record the guorum, the votes, and the minutes.
The Secretary shall give notice to the members of the Board of Directors of all meetings and shall perform other duties as may be prescribed by the Board of Directors or the President under whose supervision he shall be.
The Secretary will be responsible for the safekeeping of the minutes, and the seal of the association.
- 8) **The Assistant Secretary:** The assistant Secretary shall have the power and duties as may be prescribed from time to time by the Board of Directors in the event of incapacity of the Secretary the assistant Secretary shall perform the duties of the Secretary.
- 9) **Delegation of Duties :** In case of the absence of an officer of the association or for any other reason that the Board may seem sufficient, the Board may delegate for the time being the power and duties of such officers to any other officer or officers or to any Director or Directors or to any individual or individuals.

ARTICLE IX COMMITTEE

- 1) **The Elections Committee:** The Elections committee shall have all duties assigned by the Board of Directors. The Elections committee shall be comprised of 5 members appointed as follow:

- A) Past Presidents and Vice Presidents shall appoint 2 (two) members to the Elections Committee.
- B) The Board of directors shall appoint 3 (three) members to Elections Committee.
- C) The President will designate the committee chairman. the members of the Elections Committee may not be candidate to the Board of Director.

ARTICLE X - THE ELECTIONS

- 1) **Nominations for Members of the Board of Directors:**
The candidates for members of the Board of Directors, such persons that meet the requirements set out in ARTICLE VII.
- 2) The candidates must be coinprised of a least 5 (five) members and the list must be presented to the Board of Directors preceding the election.
- 3) **Supervision of Elections:** The Elections Committee shall print and mail the ballots to the members of the association the year of elections. The Elections Committee will be responsible for receiving and safeguarding the ballots, only those ballots, which are received by the officers of the association as/or before the day and time established by Elections Committee.
The Elections Committee shall count the ballots and announce the results of the elections before the conclusion of the meeting.

ARTICLE XI - INDEMNIFICATION

The Board of Directors Officers, and agents of the Association shall be indemnified and held harmless for any and all cost and expenses, necessarily incurred by or imposed on them in connection with or resulting from any claim, action, suit or proceeding whether civil and/or criminal.

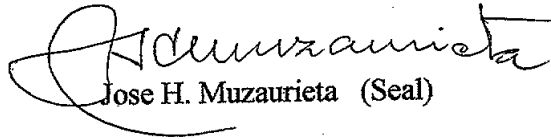
ARTICLE XII - DISSOLUTION

In the event of the liquidation, dissolution or winding up of the association, whether voluntary, involuntary or by operation of law, the Association shall give the assets of the Association to an entity of person, other than any member of the association.
In the event the Board of Directors shall determine, in its discretion.

ARTICLE XIII

The BY-LAWS of the association may be changed by a three fourths (3/4) vote of members of the Board of Directors, which change must be ratified at the next annual meeting.

In witness whereof, the undersigned as incorporator do hereby execute these articles of incorporation this Seven day of May 2000.


Jose H. Muzaurieta (Seal)

IN WITNESS WHEREOF, the undersigned as incorporator
do hereby execute these Articles of Incorporation

this Seven day of February, 2000.

 (Seal)
JOSE H. MUZAURIETA

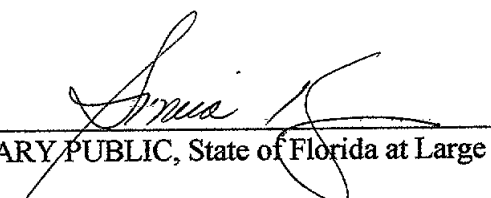
_____(Seal)

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, an officer duly
authorized to administer oaths and take acknowledgments
personally appeared JOSE H. MUZAURIETA

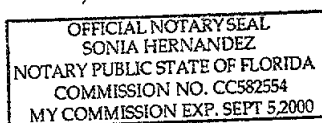
known to me and known by me to be the person who executed
the foregoing Articles of Incorporation, and he acknowledged
before me that he executed the same freely and voluntarily
and for the purposes therein expressed.

WITNESS my hand and official seal this 7th day of
February, 2000, at Miami, Dade County Florida.



NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED;

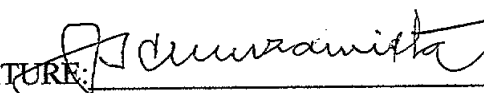
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST THAT CUBAN AMERICAN BANKERS ASSOCIATION
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED JOSE. H.
MUZAURIETA LOCATED AT 77 Crandon Blvd., #4A, Key Biscayne,
FL 33149 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE: 
JOSE H. MUZAURIETA

DATE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS
FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: 
JOSE H. MUZAURIETA
Registered Agent

DATE: Feb 7/2000