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Fundación Guantánamo Baracoa



FILED
00 JUL -7 PM 12:59
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

June 26, 2000

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

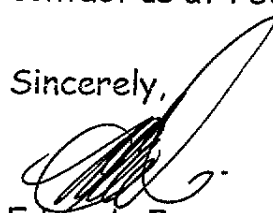
Re: Fundacion Guantanamo Baracoa, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75, covering the filling fees and a certificate of status.

Should you have any questions, or need any additional information, please contact us at 786.242.9124.

Sincerely,


Eduardo Fermoselle
Agent/Incorporator

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**ARTICLES OF INCORPORATION
OF
FUNDACION GUANTANAMO BARACOA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, in order to form a corporate entity in compliance with Chapter 617, F.S. (Not for Profit), adopts the following articles of incorporation.

**ARTICLE I
NAME**

The name of this corporation shall be
FUNDACION GUANTANAMO BARACOA, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal place of business and mailing address of this corporation shall be:
1811 SW 104th Avenue, Miami, Florida 33165.

**ARTICLE III
PURPOSE**

This corporation is organized exclusively for charitable and educational purposes. To this end, the corporation shall at all times be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE IV
EXEMPTION REQUIREMENTS**

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or others private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

2. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE VI MEMBERS/DIRECTORS

The Corporation shall have a voting membership, and may have classes of same (if any), as defined in the corporation's bylaws.

The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is three (3), their names and addresses being as follows:

| Name | Address |
|--------------------|---|
| Eduardo Fermoselle | 1811 SW 104 th Avenue, Miami, FL 33165 |
| Luis Fernandez | 2101 SW 82 nd Court, Miami, FL 33155 |
| Isabel Castellanos | 8716 SW 5 th Terrace, Miami, FL 33174 |

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VII PERSONAL LIABILITY

No officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officer, or Directors be subject to the payment of the debts or obligations of this corporation.

**ARTICLE VIII
DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IX
INITIAL REGISTERED AGENT**

The initial registered agent of this corporation is:

Eduardo Fermoselle
1811 SW 104th Avenue
Miami, Florida 33165

**ARTICLE X
INCORPORATOR**

The incorporator of this corporation is:

Eduardo Fermoselle
1811 SW 104th Avenue
Miami, Florida 33165

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certification, I am familiar with and accept the appointment as registered agent to act in this capacity.

Registered Agent

Incorporator

6/26/00
Date

6/26/00
Date

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00 JUL -7 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA