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## FLORIDA NON-PROFIT CORPORATION

**CUBAN STUDY GROUP, INC.**

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**FLORIDA DEPARTMENT OF STATE**  
**Katherine Harris**  
**Secretary of State**

June 27, 2001

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**ARTICLES OF INCORPORATION  
OF  
CUBAN STUDY GROUP, INC.**

**ARTICLE I.  
NAME**

The name of this Corporation is Cuban Study Group, Inc. (the "Corporation"). The principal place of business and mailing address of the Corporation is 2665 South Bayshore Drive, Suite 200, Miami, Florida 33133.

**ARTICLE II.  
ENABLING LAW**

This Corporation is organized pursuant to the "Corporations Not for Profit Act" of the State of Florida, as set forth at Chapter 617 of the Florida Statutes.

**ARTICLE III.  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE IV.  
PURPOSES AND POWERS**

A. This Corporation is organized and shall be operated exclusively for religious, charitable, educational, sports, athletic and recreational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("the Code"). More specifically, this Corporation is organized for the purpose of educating the public on the alternatives available in connection with the possible transition of government of the Republic of Cuba.

B. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation organized under Section 170(c)(2) of the Code, or (iii) by a corporation organized pursuant to Chapter 517, Florida Statutes or Sections 509 and 4941, et seq., of the Code.

C. No substantial part of the activities of this Corporation shall involve itself in propaganda or otherwise attempt to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

D. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote religious, charitable, scientific, educational, sports, athletic and recreational purposes.

E. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustee, officers, or other private persons, except that the Corporation

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shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax exempt purposes set forth herein.

#### **ARTICLE V. MEMBERSHIP**

Membership in this Corporation shall be open to any person, family, corporation, or other entity upon compliance with such requirements as may from time to time be determined by to be established by the Board of Directors. Admission to membership in the Corporation shall be by a majority vote of the Board of Directors. The authorized number, the different classes of membership, dues (if any), and other obligations, rights and privileges of members and the termination of membership shall be as set forth in the Bylaws of this Corporation.

#### **ARTICLE VI. MANAGEMENT OF CORPORATE AFFAIRS**

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors composed of not less than three members who shall be appointed by majority vote of the Board of Directors, or if there is then no acting member of the Board of Directors, by the last member of the Board of Directors to so act who is then still living. The number of Directors may be increased or decreased from time to time as the Board may determine, however the number of Directors shall not be less than three.

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The names and addresses of the initial Board of Directors shall be as listed below:

<b>Names</b>	<b>Addresses</b>
Carlos Manuel de la Cruz	3201 N.W. 72 Avenue Miami, Florida 33122
Carlos Saladrigas	11000 S.W. 83 Avenue Miami, Florida 33156
Juan T. O'Naghten	Suite 200 Grand Bay Plaza 2665 South Bayshore Drive Miami, Florida 33133

#### **ARTICLE VIII. DISSOLUTION**

This Corporation shall be dissolved and its affairs concluded by two-thirds vote of the Corporation's Board of Directors. All the property and assets of this Corporation are and shall be irrevocably dedicated to religious, charitable, educational, sports, athletic and recreational purposes meeting the requirements for exemptions provided by Section 501(c)(3) of the Code, as amended. No part of said property or assets shall ever inure to the benefit of any member, director or officer or to the benefit of any private individual or entity. Upon dissolution, winding up or abandonment

of the Corporation provision for payment of all debts and liabilities of this Corporation shall be made to the extent assets available. If after payment of all such debts and liabilities there remains any Corporate assets, such assets shall be distributed for use in furtherance of the purposes of the Corporation as set forth or then such assets shall be distributed to an organization being operated for charitable purposes which are similar to the purposes of the Corporation, provided that such organization is qualified as an exempt organization under Section 501(c)(3). Any such assets not so disposed shall be disposed of by the Circuit Court of 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 shall determine.

**Article IX.**  
**Initial Registered Office and Agent**

The initial registered office of this Corporation shall be Suite 200 Grand Bay Plaza, 2665 South Bayshore Drive, Miami, Florida 33133 and the initial registered agent of this Corporation at such office shall be Juan T. O'Naghten, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

**ARTICLE X.**  
**INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

Name	Address
Juan T. O'Naghten	Suite 200 Grand Bay Plaza 2665 South Bayshore Drive Miami, Florida 33133

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this \_\_\_\_ day of June, 2001.

  
\_\_\_\_\_  
Juan T. O'Naghten

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**ACCEPTANCE OF APPOINTMENT**  
**OF**  
**REGISTERED AGENT**

Pursuant to Section 48.091 and 607.037, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of Cuban Study Group, Inc. and agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 607.325, Florida Statutes.

Date: June \_\_, 2001

  
 Juan T. O'Naghten

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