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FLORIDA NON-PROFIT CORPORATION

THE CUBAN HERITAGE FOUNDATION OF ST. AUGUSTINE, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 18, 2001

UPCHURCH , BAILEY

SUBJECT: THE CUBAN HERITAGE FOUNDATION OF ST. AUGUSTINE, INC.
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
FOR
THE CUBAN HERITAGE FOUNDATION OF ST. AUGUSTINE, INC.

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a non-profit corporation under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

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ARTICLE I

Corporate Name and Principal Office

The name of the corporation shall be: THE CUBAN HERITAGE FOUNDATION OF ST. AUGUSTINE, INC. (hereinafter referred to as the "Foundation"), and the mailing and street address of the Corporation's principal office shall be located at: 200 Heritage Court, St. Augustine, Florida 32080.

ARTICLE II

Nature of Business

The Foundation is organized and operated for the primary purpose of engaging in exempt function activities as a political organization, as authorized by the non-profit corporation laws of the State of Florida and §527 of the Internal Revenue Code (IRC).

A. Without in any way limiting the general stated business purpose of the Foundation as stated above, the Foundation shall specifically act to:

1. preserve, restore, educate and promote Cuban heritage beginning with the colonial period in St. Augustine;
2. restore and reconstruct structures and other historic resources such as cemeteries, monuments, statues, parks, obelisks and other historic objects within the City of St. Augustine;
3. promote, for educational purposes, the Cuban heritage and history of Cubans, Floridians and Cuban-Americans;
4. politically seek the democratization of the territory which presently forms the Republic of Cuba by peaceful, non-violent measures;

5. sponsor historical and reconstructive research as deemed necessary to accomplish the purposes stated herein;

6. purchase, own and sell real property as circumstances arise;

7. solicit and accept by subscription, gift, grant, donation, or bequest, money and property from any member of the general public and from any firm, association, foundation or corporation, including without limitation any municipal, county, state or national government, or other governmental unit or instrumentality thereof for the purposes stated herein.

B. The Foundation, its Board of Directors and its members shall transact the business of the Foundation only in the following manner:

1. No portion of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its members, directors, officers or any other private person, with the exceptions that the Foundation 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 herein.

2. The Foundation shall at all times operate as a non-profit corporation according to the laws of the State of Florida, and at no time shall any shares or dividends be paid to its members.

3. The Foundation shall be operated exclusively for charitable educational and political purposes within the meaning of IRC§501(c)(3) and the regulations thereunder.

4. The Foundation's activities may include: (a) promulgating political propaganda; (b) actively engaging in lobbying for political legislation; (c) publishing and distributing political statements; and (d) contributing to political campaigns.

C. In furtherance of such business purposes, the Foundation shall have and may exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation laws of the State of Florida by law may now or hereafter have or exercise.

ARTICLE III

Membership

The Foundation shall have a membership distinct from its Board of Directors. The authorized number and qualification of the members, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, their liability for dues and assessments and the method of collection thereof shall be set forth in Bylaws.

ARTICLE IV

Term of Existence

The Foundation shall exist perpetually.

ARTICLE V

Incorporator(s)

The name and address of the undersigned incorporator is:

NAME

ERNEST J. CARAMES

ADDRESS

200 Heritage Court
St. Augustine, Florida 32080

ARTICLE VI

Board of Directors

The powers of the Foundation shall be exercised, its assets controlled and its affairs managed by a Board of Directors. The number of Directors and the manner of their election or appointment shall be as stated in the By-Laws.

ARTICLE VII

Dissolution

Upon the dissolution or winding up of the affairs of the Foundation, all assets remaining after payment, or provision for payment, of all debts and liabilities of the Foundation, shall be distributed in the sole discretion of the Board of Directors to one or more not-for-profit funds, foundations, trusts, corporations or other organizations to be devoted to similar purposes AS THE Foundation and which are exempt from United States income taxes as an IRC§501(c)(3) charitable organization.

ARTICLE VIII

Amendments to the Articles of Incorporation

Amendments to the Articles of Incorporation may be proposed by any member of the Foundation. The Articles may be amended at any annual meeting of the Foundation, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting.

ARTICLE IX

Amendments to By-Laws

The Bylaws of the Foundation may be made, altered, or rescinded at any annual meeting of the Foundation, or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting, except the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE X

Indemnification

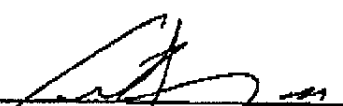
Every director and officer of the Foundation and every member of the Foundation serving the Foundation at its request shall be indemnified by the Foundation for all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Foundation, or by reason of his or her serving or having served the Foundation at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities were incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the interest of the Foundation. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

ARTICLE XI

Registered Agent and Office

The name of the Corporation's initial registered agent is Ernest J. Carames, and the street and mailing address of the Corporation's initial registered office in Florida is 200 Heritage Court, St. Augustine, Florida 32080.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 19th day of September, 2001.


ERNEST J. CARAMES

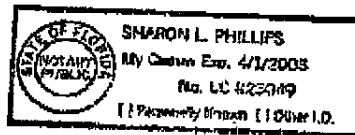
STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING INSTRUMENT was acknowledged before me this 19th day
of September, 2001, by ERNEST J. CARAMES, who did not take an oath and who: (notary
must check applicable box)

- ☐ is personally known to me.
☐ produced current driver's license(s) as identification.
☐ produced _____ as identification.

(Seal)

Sharon L. Phillips
Signature of Notary



ACCEPTANCE BY REGISTERED AGENT

I am familiar with and accept the duties and responsibilities as Registered Agent for
the foregoing corporation.

Ernest J. Carames
ERNEST J. CARAMES

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