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**Florida Department of State**

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**From:**

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**FLORIDA NON-PROFIT CORPORATION**

**DE MILITAR A MILITAR, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

DE MILITAR A MILITAR, INC.  
(A Corporation Not For Profit)

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation not for profit under the laws of the State of Florida.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the corporation shall be DE MILITAR A MILITAR, INC. (the "Corporation"), whose mailing address and principal office is 155 SW 57 Avenue, Miami, FL 33144. The address of the Corporation may be changed by the Board of Directors without amendment to these Articles.

ARTICLE II

PURPOSE

The Corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may be hereafter be amended (the "Code"). The purpose for which the Corporation is formed are:

1. To promote respect for human rights, democracy and individual freedom in Cuba through the involvement and interaction of current and former members of the military; and

2. To engage in any lawful act or activity for which corporations may be organized under the Florida Statutes.

THIS INSTRUMENT PREPARED BY:

Rene V. Murai

FL Bar #: 122154

Murai Wald Biondo & Moreno P.A.

25 Southeast Second Avenue, Suite 900

Miami, Florida 33131

(305) 358-5900

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In furtherance of its corporate purposes, the Corporation shall have all the general power enumerated in Chapter 617 of the Florida Statutes, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes. The Corporation may receive property by gift, devise, or bequests; invest and reinvest the same; and apply the income and principal thereof as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, scientific, or educational purposes.

### ARTICLE III

#### **MANNER IN WHICH DIRECTORS ARE ELECTED OR APPOINTED**

Each person named in these articles of incorporation as a member of the initial board of directors shall hold office until his/her resignation, removal from office or death. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors or as otherwise provided in the Bylaws of this Corporation.

### ARTICLE IV

#### **TERM**

The Corporation shall have perpetual existence.

### ARTICLE V

#### **DIRECTORS OF THE CORPORATION**

The affairs of the Corporation shall be managed by its Board of Directors, who may delegate certain or all such duties to the officers of the Corporation.

The number of directors of the first Board of directors ("Directors") of the Corporation shall be three. The number of Directors on succeeding Boards of Directors shall not be less than three (3) and may be increased from time to time as determined by the Bylaws. The Directors shall be elected at the Annual Meeting of the Corporation as provided by the Bylaws of the Corporation.

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The names and post office addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the Bylaws and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Orlando P. Rodriguez	155 SW 57 Avenue Miami, FL 33144
Juan A. Montes	155 SW 57 Avenue Miami, FL 33144
Reynaldo A. Garcia	155 SW 57 Avenue Miami, FL 33144

The Board of Directors shall manage the affairs of the Corporation in a manner consistent with the provisions of the Bylaws and these Articles of Incorporation.

#### ARTICLE VI

##### **INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The street address of the initial registered office of the corporation in the State of Florida is 25 S.E. 2<sup>nd</sup> Avenue, Suite 900, Miami, FL 33131 and the name of the initial registered agent of this corporation at that address is Murai Wald Biondo & Moreno, P.A. The Principal Office and/or mailing address will be the same as the Registered Office.

#### ARTICLE VII

##### **INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is Murai Wald Biondo & Moreno, P.A., 25 S.E. 2<sup>nd</sup> Avenue, Suite 900, Miami, FL 33131.

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ARTICLE VII

**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE VIII

**INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX

**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the Incorporator has hereunto set their hands and seals this 24<sup>th</sup> day of February, 2002.

Murai, Wald, Biondo & Moreno,  
P.A., Incorporator

By: 

Rene V. Murai, President

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**CERTIFICATE OF REGISTERED AGENT  
OF  
DE MILITAR A MILITAR, INC.**

Pursuant to Chapters 48.091 and 617.023 of the Florida Statutes, the following is submitted in compliance therewith:

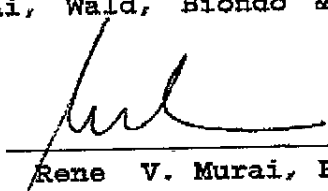
That DE MILITAR A MILITAR, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the County of Miami-Dade, State of Florida, has named Murai, Wald, Biondo & Moreno, P.A., located at 25 S.E. 2nd Avenue, Suite 900, Miami, Florida 33131 as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

DATED this 21st day of February, 2002.

Murai, Wald, Biondo & Moreno,  
P.A.

By:   
Rene V. Murai, President

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