

ND30000000914

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_

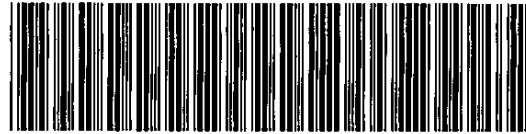
Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

file/sp Amend/Restated

Office Use Only

Amended  
Restated  
Name chg



100077170431

07/11/06--01003--021 \*\*87.50

RECEIVED BY STATE  
TALLAHASSEE, FLORIDA

06 JUL 11 AM 10:00

FILED

**AGUSTIN DE GOYTISOLO, P.A.**

**ATTORNEY AT LAW & CIVIL LAW NOTARY**

1550 MADRUGA AVENUE, SUITE 403  
CORAL GABLES, FLORIDA 33146-3019

TELEFAX  
305.668.9959

**RESIDENCE:**  
600 BILTMORE WAY, APT. 1205  
CORAL GABLES, FLORIDA 33134-7534

TELEPHONE 305.668.9799  
E-MAIL esdeley@bellsouth.net

July 6, 2006

Division of Corporations  
**Personal & Confidential**

Attention: Buck Kohr  
Post Office Box 6327  
Tallahassee FL 32314

Re: filing of Amended & Restated of Articles of Incorporation  
of a Florida corporation not-for-profit changing its name.

Dear Buck:

Enclosed are two (2) executed counterpart of the Amended & Restated Articles of Incorporation of Cuban Law Update Inc., whereby its name is changed to **Cuban Legal Transition Inc.** as well as changing in part the text of its Articles.

This is to appreciate that once these Amended & Restated Articles are filed you return to me a certified copy thereof, enclosing herewith also (1) my check in the amount of \$87.50 covering the filing fees of such amendment (\$35.00) and those of its certified copy (\$52.50) pursuant to § 617.0122 Fla. Stat. as well as (2) a self-addressed and stamped envelope.

Do not hesitate to call me if in doubt or if additional fees are due, which I will gladly remit.

Sincerely yours in Xto.

  
Agustín de Goytisolo

Enc. (4)

C:\MyFiles\CRPG\Florida Department of State. Buck Kohr\_021.1a.wpd

**ARTICLES OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
CUBAN LAW UPDATE, INC.,  
AND THE  
RESTATEMENT OF ITS ARTICLES OF INCORPORATION AS  
CUBA LEGAL TRANSITION INC.**

FILED  
06 JUL 11 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The undersigned, **AGUSTIN DE GOYTISOLO**, in his capacity of the president and the secretary of **CUBAN LAW UPDATE, INC.**, a Florida corporation (the "Corporation"), the certificate of incorporation of which was filed with the Florida Department of State (the "Department") on January 28<sup>th</sup>, A.D. 2003, by these presents executes, acknowledges and files with such Department the following Articles of Amendment to the Articles of Incorporation and the Restatement thereof (the "Articles"), which have been approved by the unanimous consent of the members and directors of this Corporation as of June 15<sup>th</sup>, A.D. 2006, for the purpose of continuing to operate this Florida corporation following Chapter 617, Florida Statutes, which may be cited as "Florida Not For Profit Corporation Act"), to wit:

**ARTICLE I - Name**

The name of the Corporation is **CUBA LEGAL TRANSITION INC.** (hereinafter referred to as the "Corporation"). In its activities, the Corporation may use its name translated to the Spanish language, as CUBA, SUS LEYES EN TRANSICION, INC.

**ARTICLE II: DURATION**

The existence of the Corporation shall be perpetual.

**ARTICLE III: PURPOSES**

The principal purpose for which this Corporation is organized shall be to propose and discuss possible legal measures that may be enacted by the Patriots in Cuba during its coming transition to democracy, thus updating, and bringing up to those current with those of genuine democratic regimes, the present Cuban laws, presently outdated and oppressive; and such other purposes as may be incidental thereto, at the sole and absolute discretion of the Board of Directors of the Corporation.

The Corporation shall be a nonprofit, nonsectarian organization organized and operated exclusively for exempt purposes within the meaning of Section 501(a) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Revenue Law or similar federal tax law, (hereinafter referred to as the "Code"), which purposes, also, shall include the acceptance from any party, from time to time, of contributions and the deriving of income therefrom to be used or applied exclusively for charitable, scientific, literary or educational purposes.

During any period that the Corporation is not a corporation not for profit, as defined in section 617 of the Code, the Corporation shall (a) distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by section 4942(a) of the Code; (b) not engage or be involved in any act of self-dealing, as defined in section 4941(d) of the Code, so as to give rise to any liability for the tax imposed by section 4941(a) thereof; (c) not retain any excess business holdings as defined in section 4943(c) of such Code, so as to give rise to any liability for the tax imposed by section 4943(a) thereof; (d) nor make any investments which would jeopardize

the carrying out of any of its exempt purposes, within the meaning of section 4944 of the Code, so as to give rise to any liability for the tax imposed by section 4944(a); and (e) not make any taxable expenditures, as defined in Code section 4945(d), so as to give rise to any liability imposed by its section 4945(a).

#### **ARTICLE IV: MEMBERSHIP**

**Section 1. Members.** The present members of the Corporation are Agustín de Goytisolo, Esq., José M. Hernández PhD and Ricardo H. Puente, Esq., all citizens and residents of Miami-Dade County, Florida.

The Board of Directors of the Corporation may invite to become members of the Corporation professionals or other persons interested in the above Purposes of this Corporation, with or without vote.

**Section 2. Adjunct Members.** For the purpose of negotiating particular Agreements with other corporations not for profit or Governmental Bodies, the Corporation at its discretion may invite other non-profit organizations (the "Adjunct Organizations") to participate in furtherance of the above Purposes of the Corporation, under terms and conditions mutually acceptable at the discretion of the Board of Directors.

**Section 3. Honorary Members.** Honorary members of the Corporation may be selected upon the recommendation of the Board of Directors.

#### **ARTICLE V: MANAGEMENT**

**Section 1. Board of Directors.** All power of the Corporation shall be exercised by, and under the authority of, and the business and affairs of the Corporation shall be managed solely under the direction of its Board of Directors.

The present members of the Board of Directors designed by the members of the Corporation are expressed above. Each members of the Board may designate an alternate member of the Board of Directors, who shall replace him or her in the event of absence, death or incapacity of the named director, without need to justify the reason or cause for the substitution.

The Board of Directors at any time may appoint other members of the Board of Directors and, thereafter, freely regulate the number, qualifications, election, and removal of directors as well as the manner of selection of the Chairperson and Vice-Chairperson of the Board of Directors, if and when selected, as otherwise provided for in the bylaws of the Corporation.

**Section 2. Executive Committee.** The Board of Directors, amongst its members, shall appoint a standing committee named the Executive Committee with the power to exercise, between meetings of the Board of Directors, any and all powers conferred on, or duties imposed upon, the Board of Directors, as well as those mentioned in Article VIII infra.

**Section 3. Other Committees.** The Board of Directors may establish one or more other committees, whether standing (i.e., appointed for a term) or select (i.e., appointed for a special purpose), to carry out the purposes of the Corporation.

## **ARTICLE VI: OFFICERS**

The officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors at the annual meeting of directors, and shall serve until their successors are chosen and qualified. There may be such other officers and assistant officers and agents as may be determined at the discretion of the Board of Directors. The failure to elect any of these officers shall not effect the existence of the Corporation.

## **ARTICLE VII: GENERAL PROVISIONS**

**Section 1. Bylaws.** The internal affairs of the Corporation shall be regulated by the bylaws, and the activities and affairs of the Corporation shall be managed and conducted by the directors in accordance with the bylaws. The bylaws shall be adopted and amended from time to time by the Board of Directors.

**Section 2. Power and Authority.** Subject to the limitations of these Articles, the Corporation may exercise all powers and authority to a corporation not for profit organized in Florida and under all other applicable laws, including the power to perform all acts and duties incident to the operation and management to the Corporation, and to accept contributions of money and other property, whether real or personal, or any interest therein; provided however, that the Corporation shall not have the power to carry on activities except in furtherance of the purposes for which it is organized.

**Section 3. Tax-Exempt Status.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the Corporation 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 in Article III above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, otherwise attempting to influence legislation or participate or intervene in any political campaign for or on behalf of candidates for public office (including the publishing or distribution of statements). Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue laws) or (b) by a corporation receiving contributions which are deductible under Section 170, 2055 or 2522 of the Code.

**Section 4 Conflicts of Interest.** No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation; provided, however, that the fact that he/she or such firm is so interested, shall be disclosed or shall have been known to the board of directors or a majority thereof, and any director of the Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

## **ARTICLE VIII: AMENDMENTS**

Amendments to these Articles shall be made by a majority vote of all members of Board of Directors of the Corporation at a special meeting called therefor.

## **ARTICLE IX: DISSOLUTION**

The Corporation may be dissolved by the vote of its members as may be provided in the bylaws of the Corporation. In the event the Corporation is dissolved, after paying or making provision for the payment of all liabilities of the Corporation, the directors shall dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable or educational purposes that at the same time shall qualify as an exempt organization(s) under Section 501(c)(3) of the Code (or corresponding provisions of any future United States Internal Revenue laws), as the Board of Directors shall determine. Any such assets not so disposed of, shall be distributed by the Eleventh Circuit Court sitting and for Miami-Dade County, Florida or by such other court in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operating exclusively for such purposes.

## **ARTICLE X: PRINCIPAL OFFICE**

The principal office of the Corporation is now located at 1550 Madruga Avenue, Ste. 403, Coral Gables FL 33146.3019.

## **ARTICLE XI: REGISTERED AGENT**

The registered agent of the Corporation is Agustín de Goytisolo, Esq., whose business address is 1550 Madruga Avenue, Ste. 403, Coral Gables FL 33146.3019, who by executing these Articles accepts such designation.

2. The foregoing amendment and restatement of the Articles, and all other facts or statements herein, are in full force and effect, and have not been modified, restricted or amended.

**IN WITNESS WHEREOF**, the undersigned in his capacity of President and Secretary of the above not-for-profit corporations hereby executes and files these Amended and Restated Articles of Incorporation as of this 4<sup>th</sup> day of July A.D. 2006.

  
Agustín de Goytisolo