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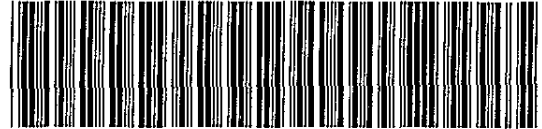
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB 4

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

OF COUNSEL & CIVIL-LAW NOTARY  
**ARAN CORREA & GUARCH, P.A.**

TELEFAX  
305.446.9220

**PLEASE RESPOND TO:**  
600 BILTMORE WAY, SUITE 1205  
CORAL GABLES, FLORIDA 33134-7534

TELEPHONE 305.443.3412  
E-MAIL esdeley@bellsouth.net

January 22, 2003

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: **CUBAN LAW UPDATE INC.**, filing of articles of incorporation of  
Florida corporation not for profit.

Sir/Madam:

Enclosed for filing please find the original of the Articles of Incorporation of the above named corporation not for profit, appreciating that once such Articles are filed, that you order returned to the undersigned, in the attached self-stamped envelope, a certified copy of the enclosed Articles of Incorporation at your earliest opportunity.

Also enclosed is a check payable to the Department of State in the amount of \$122.50 to cover the following fees:

Filing Fee	\$35.00
Registered agent designation	35,00
Certified copy	<u>52.50</u>
Total	<u>\$122.50</u>

Do not hesitate to call me, if in doubt. Sincerely yours,

  
Agustin de Goytiso, P.A.

Enc. (4)

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

**ARTICLES OF INCORPORATION OF  
CUBAN LAW UPDATE INC.**  
(a Florida corporation, not for profit)

FILED  
03 JAN 28 PM 2:13  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**Name and Location of Principal Office**

The name of the corporation is **CUBAN LAW UPDATE INC.**, a Florida corporation, not for profit (hereinafter, the "Corporation"). Its initial principal office shall be at 600 Biltmore Way, # 1205, Coral Gables FL 33134.7534.

**ARTICLE II**

**Limitation of Purposes & Compliance with Tests and Requirements**

The Corporation is organized exclusively for charitable purposes that may benefit individuals of Cuban origin as well as the legal entities they control, whomever they may be, in particular assisting in the updating of present Cuban laws to bring them current to those in force in democratic governments throughout the world, as well as for any other scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding provision of any future United States internal revenue laws) (the "Code").

**ARTICLE III**

**Limitations as to activities, dedication and  
distribution of Assets**

(a) Notwithstanding any other provision of these articles, the Corporation will not carry on any other activities not permitted to be carried on by (i) a Corporation exempt from Federal income tax under section 501(c)(3) of the Code or (ii) a Corporation, contributions to which are deductible under section 170(c)(2) of the Code.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director, or Officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no Member, Director, or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

(c) In the event of dissolution of the Corporation, its residual assets will be distributed to Agrupación Católica Universitaria, Inc., or if such public charity is no longer in existence and good standing or has failed to qualify as an exempt organization described in section 501(c)(3) and 170(c)(2) of the Code, then and in that event such residual assets will be distributed to the Jesuit Fathers of the Province of the Antilles, Inc. (the "Jesuit Fathers"), another Exempt Organization of the Catholic

Church of the United States and duly registered in the Official Catholic Directory (the "OCD"); provided, however, that if the Jesuit Fathers is no longer in existence and good standing or has ceased to be an Exempt Organization then, and in that event, the residual assets of the Corporation on dissolution will be distributed to the one or more organizations that themselves are exempt as organizations described in section 501(c)(3) and 170(c)(2) of the Code, or to the Federal, State, or local government, at the sole and absolute discretion of its Board of Directors in office then.

(d) If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none, the Florida registered office) of the Corporation is located shall dispose of such assets exclusively for the purposes stated in Article II herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such section 501(c)(3), as said court shall determine.

#### **ARTICLE IV**

##### **Management of Corporate Affairs**

(a) **Board of Directors.** All powers of the Corporation shall be exercised exclusively and its properties controlled as well as its affairs conducted solely by its Board of Directors. The Corporation may have nine (9) Directors but its number may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The method of selection of Directors is stated on the Bylaws of this Corporation.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the Corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Directors shall collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the three (3) first members of the Board of Directors are as follows:

**Names of Directors:**

Agustín de Goytisolo, Esq.

José M. Hernández PhD

Ricardo H. Puente, Esq.

**Their Addresses:**

600 Biltmore Way, # 1205, Coral Gables FL 33134.7534,

101 Ocean Lane Drive, # 2011, Key Biscayne FL 33149; and

8025 SW 90<sup>th</sup> Terrace, Miami FL 33156**(c) Committees of the Board:**

(i) **Executive Committee.** The Board of Directors, amongst its members, may 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, except that the Executive Committee shall not have the authority to remove members of the Board of Directors or fill vacancies therein, amend or repeal the Bylaws or prior Board of Directors' action without the express consent thereof.

(ii) **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 including, but not limited to, a Board of Advisors (the "BA") composed of members of the Board of Directors and persons who do not hold such office with fund raising, management, investment, financial or similar expertise, to represent an official action vehicle to energize and sustain the Corporation and its activities.

(d) **Corporate Officers.** The Board of Directors shall elect the following Officers: a President, one or more Vice Presidents, a Secretary and a Treasurer, as well as such other Officers as the Bylaws may authorize. The initial officers shall be the persons indicated below after their respective names, to hold office until the first annual meeting of the Board of Directors and, further, until their successors are designated and take office:

**Name of Officer:**

President

Vice President &amp; Treasurer

Vice President &amp; Secretary

General Counsel

and Assistant Secretary

**Office:**

Agustín de Goytisolo, Esq.

José M. Hernández PhD.

Ricardo H. Puente, Esq.

Agustín de Goytisolo, Esq.

**ARTICLE VI****Indemnification & Conflict of Interest**

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified and held harmless by the Corporation against all claims, costs and expenses (including reasonable counsel fees) in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or

shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him). The right to indemnification, and the scope thereof, shall not be less than that provided by Section 617.0834, Florida Statutes as amended from time to time. Such right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

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 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 VII**

### **Bylaws**

The Board of Directors of the Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the Corporation.

## **ARTICLE VIII**

### **Amendments to Articles of Incorporation**

An amendment to these Articles of Incorporation may be proposed by the Directors of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

## **ARTICLE IX**

### **Initial Registered Office and Agent**

The name and address of the initial registered agent of the Corporation is Agustín de Goytisolo, Esq., who is a citizen of Miami-Dade County residing at 600 Biltmore Way, # 1205, Coral Gables FL 33134.7534 and agrees to act in this capacity

as well as to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

## **ARTICLE X**

### **Incorporator(s)**

The name and address of the sole incorporator of this Corporation executing these Articles of Incorporation is:

**Name of Incorporator(s):**

Agustín de Goytisolo, Esq.

**Incorporator(s)' Address(es):**

600 Biltmore Way, # 1205, Coral Gables  
FL 33134.7534.

**IN WITNESS WHEREOF**, the undersigned has made, subscribed and acknowledged these Articles of Incorporation for the purpose of forming the Corporation not for profit under the laws of the State of Florida with an effective date of the first day of February ~~A.D.~~ 2003.

  
**AGUSTIN DE GOYTISOLO**

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(Review January 22, 2003)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA