

N03000004333

(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:

Office Use Only



200017277402

05/22/03--01047--006 \*\*78.75

FILED

03 MAY 22 PM 1:54

STATE  
TALLAHASSEE, FLORIDA

RECEIVED

03 MAY 22 AM 11:01

DIVISION OF REGISTRATION

*[Handwritten signature]*

OFFICE USE ONLY(DOCUMENT #)

**LAZARUS CORPORATE FILING SERVICE**

**3320 S.W. 87 AVENUE**

**MIAMI, FLORIDA (305)552-5973**

**TERESA ROMAN ( TALLAHASSEE REPRESENTATIVE)**

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CARTA DECUBA WORLDWIDE, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**Articles of Incorporation  
of  
Carta de Cuba Worldwide, Inc.  
A Nonprofit Corporation**

FILED  
03 MAY 22 PM 1:5  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

**Article I – Name**

The name of the corporation shall be:

Carta de Cuba Worldwide, Inc.

**Article II – Principal Office**

The principal place of business and mailing of this corporation shall be:

1490 West 68<sup>th</sup>. Street, Hialeah, Florida 33014

**Article III – Purposes**

The specific purposes for which the corporation is organized are:

1. To increase the professionalism and exposure to world affairs of the Cuban independent press movement.
2. To promote and increase the free flow of information regarding the problems affecting Cuban society among insular Cubans and the world public opinion.
3. To provide training and support to the independent journalist who are the foundation for the development of a truly free press in Cuba and the Caribbean area.
4. To contribute to the strengthening of the nascent Cuban civil society which will provide the basis for the transition to a democratic society with full respect for human rights.

**Article IV – Members**

The membership of the Corporation shall be:

- A. Those persons invited by the Board of Directors to become members, and such accept such invitation.

- B. Those persons, in sympathy with the objectives of this Corporation, who request from the Board of Directors to be admitted as members, and who, in fact, after such request, are affirmatively accepted as members by the Board of Directors. The inaction by the Board of Directors with regard to any request as hereinabove described, shall never be considered an acceptance for membership.
- C. The members of the Board of Directors.

#### Article V – Manner of Election of Directors

The manner in which the directors are elected or appointed is as follows:

1. The name and addresses of the persons who are to serve as initial Board of Directors of the Corporation, and which shall serve as Directors until the first election or selection thereof, as provided in the Bylaws of the Corporation, are as follows:

- |                         |  |
|-------------------------|--|
| ▪ Carlos Franqui Mesa   | Condominio Hato Rey Plaza # 12M<br>Ave. Jesús Piñeiro # 200<br>San Juan, Puerto Rico 00918 |
| ▪ Jose Rivero-Garcia    | 2500 West 56 <sup>th</sup> . Street<br>Hialeah, FL 33016                                   |
| ▪ Francisco J. Diaz-Pou | 2257 S.W. 21 <sup>st</sup> . Street<br>Miami, FL 33145                                     |

All these Directors are persons competent to contract.

2. The term of office of each Director shall be two years.
3. The number of Directors may be increased or decreased as provided in the Bylaws of the corporation. However, in no event shall the number of Directors be less than three (3).
4. Any vacancy in the Board of Directors, including vacancies created by any increase in the number of Directors, shall be filled by the rest of the Directors.
5. Any Director may be removed, with or without cause by the vote of three-fourths (3/4) of the members of the Board of Directors at a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled.
6. Meetings shall be held at such place or places as the Board of Directors, may, from time to time, by resolution, designate or, in the absence of such designation, at the principal office of the Corporation. Meetings will be held at the date and times set forth on the Bylaws or as designated by the Board of Directors.

#### Article VI – Officers

The affairs of the Corporation are to be managed by a President, a Vice-President, a Treasurer, and a Secretary, and such other officers as may be deemed necessary by the Board of Directors. Such officers shall be elected by the Board of Directors at the first meeting of the Board of Directors in the month of January every year, and will have the functions and duties set forth in the Bylaws. The officers who are to serve until the first election under those articles are to be elected by the Board of Directors at their first meeting.

#### Article VII – Powers of the Corporation

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things, and to engage in any and all lawful activities which may be necessary, useful, suitable, or desirable for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized including the power to contract, rent, buy or sell personal or real property.

The Corporation shall also aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of the purposes of the Corporation; notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 © of the Internal Revenue Code and its Regulations as the same now exist or as they may hereafter amended from time to time.

#### Article VIII – Bylaws

- A. The Board of Directors if this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.
- B. The Bylaws may be amended, altered, or rescinded by a three-fourth (3/4) vote of the members of the Board of Directors present and voting, provided a written notice of intent to change the Bylaws and copy of the proposed changes shall have been mailed to all Board members, at least twenty (20) days prior to such a meeting, and provided that a quorum is present.

#### Article IX – Amendments to Articles

These Articles of Incorporation may be amended at a regular meeting of the Board of Directors by a three-fourth (3/4) vote of all Board members, provided written notice of intention to submit such amendments and a copy of the proposed amendments has been mailed to all members of the Board of Directors at least twenty (20) days prior to such a meeting.

#### Article X – Non-Profit Character

The Corporation is not organized for profit, and no part of the net earnings of the corporation shall enure to the benefit of any private shareholder or individual. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and property received by the Corporation from any source after the payment of all debts and obligations of the Corporation, shall be used or distributed subject to the Non-Profit Corporation Law of the State of Florida, exclusively for the purposes within those set forth in Article Three of these Articles and within the intendment of Section 501 © (3) of the Internal revenue Code as it presently exists and its Regulations as the same may now exist or as they may be hereafter amended from time to time.

#### Article XI– Initial Registered Agent and Street Address

The name and street address of the initial registered agent is:

Francisco J. Diaz-Pou      2257 S.W. 21<sup>st</sup>. Street  
Miami, FL 33145

#### Article XII - Incorporators

The names and street address of the incorporator for these Articles of Incorporation is:

Francisco J. Diaz-Pou      2257 S.W. 21<sup>st</sup>. Street  
Miami, FL 33145

The undersigned incorporator have executed these Articles of Incorporation this 21<sup>st</sup>. day of May , 2003.

  
\_\_\_\_\_  
Francisco J. Diaz-Pou

Certificate of Designation of  
Registered Agent / Registered Office

FILED  
03 MAY 22 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:  
Carta de Cuba Worldwide, Inc.
2. The name and address of the Registered Agent and office is:  
Francisco J. Diaz-Pou  
2257 S.W. 21<sup>st</sup>. Street, Miami, Fl 33145

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in these Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
\_\_\_\_\_  
Francisco J. Diaz-Pou