

ND3 000011088

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

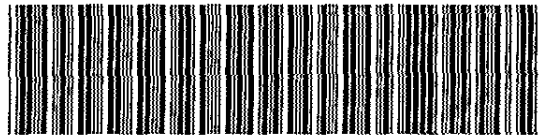
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200025495802

12/16/03--01053--005 \*\*78.75

FILED  
03 DEC 16 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/30/03  
mrc

# Hughes Hubbard & Reed LLP

201 South Biscayne Boulevard  
Miami, Florida 33131-4332  
Telephone: 305-358-1666  
Fax: 305-371-8759

Antonio R. Zamora  
Latin America Counsel  
Direct Dial: 305-379-5574  
E-mail: zamora@hugheshubbard.com

December 15, 2003

## VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation for  
Florida-Cuba Business Council, Inc.

Ladies and Gentlemen:

Enclosed are two executed originals of the Articles of Incorporation referenced above and a check in the amount of \$78.75, which includes the fee for the return of a certified copy.

Please return a certified copy to me addressed as follows:

Antonio R. Zamora, Esq.  
Hughes Hubbard & Reed LLP  
201 South Biscayne Boulevard, Suite 2500  
Miami, Florida 33131.  
If you have any questions, please call me at (305) 379-5574.

Very truly yours,



ARZ/dh  
Enc.

**ARTICLES OF INCORPORATION  
OF  
FLORIDA-CUBA BUSINESS COUNCIL, INC.**

The undersigned, for the purpose of forming a Nonprofit Corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the proposed Corporation is:

FLORIDA-CUBA BUSINESS COUNCIL, INC.

**ARTICLE II  
NOT FOR PROFIT**

The Corporation is a Nonprofit Corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under the law.

**ARTICLE III  
DURATION**

The duration (term) of the Corporation is perpetual.

**ARTICLE IV  
PURPOSES**

The Corporation is organized for and shall be operated exclusively for the following:

1. To promote the further development of business relations between the State of Florida and the Republic of Cuba in a manner beneficial to both nations.
2. To work for the complete normalization of business and commerce between the State of Florida and the Republic of Cuba.
3. To conduct and develop seminars, conferences, studies, publications, reunions, and trade missions as the means to accomplish the objectives of the Corporation.
4. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

FILED  
03 DEC 16 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE V LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors, or Officers, but 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 4 (Purposes) hereof.

## ARTICLE VI MEMBERS AND INITIAL BOARD OF DIRECTORS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. All Voting Members who become members of the Corporation on or before December 31, 2004 shall be Founding Members. The By-Laws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the By-Laws, but who shall not have the right to vote. The names and addresses of the initial Voting Members and Board of Directors are as follows:

NAME:

ADDRESS:

Pierre Galoppi

325 West 49<sup>th</sup> Street  
Hialeah, FL 33012

Andrew Goddard

P.O. Box 13752  
Tampa, FL 33681

Carlos Justo

3905 Alton Road  
Miami Beach, FL 33140

Bernardo Benes

8875 Collins Ave., Apt. 808  
Surfside, FL 33154

Antonio Zamora

201 S. Biscayne Blvd., Suite 2500  
Miami, FL 33131

## ARTICLE VII PRINCIPAL OFFICE

The street address of the principal office and mailing address of the corporation shall be:

201 South Biscayne Boulevard, Suite 2500  
Miami, Florida 33131

**ARTICLE VIII  
INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Antonio Zamora  
201 South Biscayne Boulevard, Suite 2500  
Miami, Florida 33131

**ARTICLE IX  
BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than two. The Voting Members shall elect the Directors annually.

**ARTICLE X  
INCORPORATORS**

The incorporators signing these Articles of Incorporation are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Pierre Galoppi	325 West 49 <sup>th</sup> Street Hialeah, FL 33012
Carlos Justo	3905 Alton Road Miami Beach, FL 33140
Antonio Zamora	201 S. Biscayne Blvd., Suite 2500 Miami, FL 33131

**ARTICLE XI  
BY-LAWS**

The By-Laws of the Corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

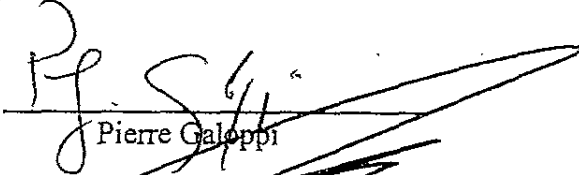
**ARTICLE XII  
AMENDMENT**

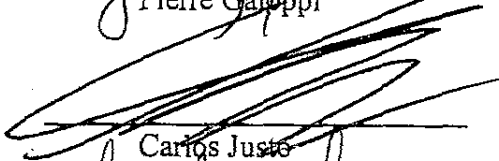
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

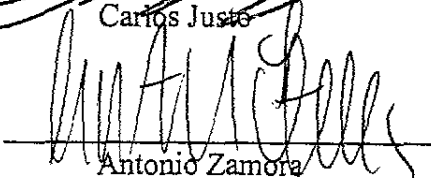
**ARTICLE XIII  
NONSTOCK BASIS**

The Corporation is organized on a Nonstock Basis. This Corporation shall not issue shares of stock.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 10<sup>th</sup> day of December, 2003.

  
\_\_\_\_\_  
Pierre Galoppi

  
\_\_\_\_\_  
Carlos Justo

  
\_\_\_\_\_  
Antonio Zamora

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA NAMING  
AGENT UPON WHOM SERVICE OF PROCESS MAY BE MADE.**

In compliance with section 607.0501, of the Florida Statutes the following is submitted:

Desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the City of Miami, County Miami-Dade, Florida, whose Corporate name is:

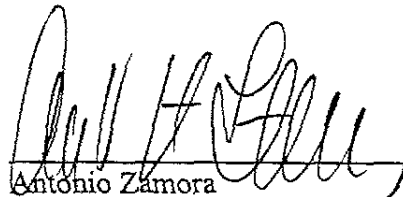
**FLORIDA-CUBA BUSINESS COUNCIL, INC.**

has named Antonio Zamora, as its Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above mentioned Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all of the Statutes relative to the proper and complete performance of my duties.

Dated this 10<sup>th</sup> day of December, 2003.



Antonio Zamora  
Resident and Registered Agent  
201 South Biscayne Boulevard, Suite 2500  
Miami, Florida 33131