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FLORIDA PROFIT/NON PROFIT CORPORATION

Cuban American Cultural Arts Society, Inc.

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January 13, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

TOBIN & REYES, P.A.

SUBJECT: CUBAN AMERICAN CULTURAL ARTS SOCIETY, INC.  
REF: W06000001731

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

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FAX Aud. #: H06000010028  
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**ARTICLES OF INCORPORATION  
OF  
CUBAN AMERICAN CULTURAL ARTS SOCIETY, INC.  
(A Florida Not for Profit Corporation)**

The undersigned subscriber to these Articles of Incorporation hereby forms a not-for-profit corporation under Chapter 617, Florida Statutes.

**ARTICLE I  
NAME**

The name of the corporation is Cuban American Cultural Arts Society

**ARTICLE II  
ADDRESS**

The Corporation's mailing address and principal office shall be:

8240 Lake Cypress Road  
Lake Worth, Florida 33467

**ARTICLE III  
INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Tobin & Reyes, P.A.  
7251 West Palmetto Park Road  
Suite 205  
Boca Raton, Florida 33433

**ARTICLE IV  
PURPOSE**

The Corporation shall be organized exclusively as a non-profit, tax exempt organization under Section 501(c)(3) of the U.S. Internal Revenue Code of 1968, as amended, and shall be operated exclusively for the following exempt purposes:

- (a) to promote the education of Cuban culture, art, history and literature;
- (b) the corporation shall be authorized to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a Corporation Not for Profit under the laws of the State of Florida as may be necessary for the furtherance of its purposes limited only by the

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restrictions set forth in these Articles of Incorporation;

(c) to collect funds in furtherance of the Corporation's objectives, to prudently expend all funds received and disburse the net interest and other earnings that may be received in satisfaction of its operating expenditures and expenses and in support of meritorious projects which may further its objectives; and

(d) to perform all other acts and carry on and conduct all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida and these Articles of Incorporation.

Notwithstanding any other provisions of these Articles of Incorporation, (i) no substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) and political campaign on behalf of any candidate for public office; and (ii) the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (a) by an organization exempt under Section 501(c)(3) of the Code and its treasury Regulations as they now exist or as they may hereafter be promulgated or amended, or (b) by a not-for-profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

#### ARTICLE V MEMBERSHIP

The Corporation shall be organized as a non-stock corporation.

#### ARTICLE VI INCORPORATOR

The name and address of the incorporator of this Corporation is:

David S. Tobin, Esq.  
7251 West Palmetto Park Road  
Suite 205  
Boca Raton, Florida 33433

#### ARTICLE VII BOARD OF DIRECTORS

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected in the manner and for the term prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified.

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The name and address of the initial Board of Directors is as follows:

Miguel A. Reyes  
8240 Lake Cypress Road  
Lake Worth, Florida 33467

Ernesto Priede  
8240 Lake Cypress Road  
Lake Worth, Florida 33467

Jorge Avellana  
8240 Lake Cypress Road  
Lake Worth, Florida 33467

Frank Montell  
8240 Lake Cypress Road  
Lake Worth, Florida 33467

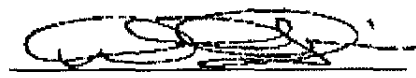
**ARTICLE VIII**  
**TERM**

The term of the Corporation shall be perpetual or until dissolved by due process of law.

**ARTICLE IX**  
**INDEMNIFICATION**  
**OF OFFICERS AND DIRECTORS**

The Corporation shall defend, indemnify and hold harmless every registered agent, director and officer of this Corporation, and each of their respective heirs, personal representatives and administrators (individually, an "Indemnified Party"), from and against any and all direct and indirect losses, claims, obligations, demands, assessments, penalties, liabilities, costs, damages, reasonable attorneys' fees and expenses (including, without limitation, all reasonable costs of experts and all reasonable costs incidental to or in connection with any appellate process) asserted against or incurred by any Indemnified Party by reason of such Indemnified Party serving as a director, officer or other position with or for the Corporation, except as in connection with any matter where such Indemnified Party shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct.

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, to do business within the State of Florida, does make and file these Articles of Incorporation.

  
David S. Tobin

Cuban American Cultural Arts Society, Inc.  
Articles of Incorporation

January 12, 2006  
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**CERTIFICATE OF REGISTERED AGENT OF  
CUBAN AMERICAN CULTURAL ART AND HISTORY, INC.**

Pursuant to Section 617.0501 of the Florida Business Corporations Act, the following is submitted, in compliance with said Act:

That Cuban American Cultural Art and History, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Corporation, has named Tobin & Reyes, P.A., 7251 West Palmetto Park Road, Suite 205, Boca Raton, Florida 33433, 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, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 12<sup>th</sup> day of January 2006.

TOBIN & REYES, P.A.

By: 

David S. Tobin

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