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SECRETARY OF STATE
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NOV -7 2008 D. A. WHITE

KAREN H. CALLEJO, ESQUIRE 8300 SW 160 STREET Palmetto Bay, Florida 33157 (305) 218-2675 kcallejo@hialeahfl.gov

June 20, 2008

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

RE: THE COALITION FOR CUBAN CONSTITUTIONAL LEGITIMACY 1940, INC. (C.

1940, Art. 149)

FEI Number: 650845305

Dear Secretary:

The enclosed Articles of Incorporation for a Florida Not for Profit Corporation are submitted for filing. I am also enclosing an Affidavit regarding the use of the name of the not for profit corporation, since it is the same name as one that was given to a for profit corporation that was recently dissolved. Enclosed, please find a check in the amount of \$78.75 to cover the cost of filing the articles of incorporation, the registered agent designation, and a certified copy.

Please return all correspondence regarding this matter to the following:

Karen H. Callejo, Esquire c/o The Coalition For Cuban Constitutional Legitimacy 8300 SW 160 Street Palmetto Bay, FL 33157

Sincerely.

Karen H. Calleio, Esq.

Enclosures: as above-stated

AFFIDAVIT OF THE COALITION FOR CUBAN CONSTITUTIONAL LEGITIMACY 1940, INC. (C. 1940 ART. 149)

The undersigned, Ruben A. Ricardo ("Affiant"), after first being duly sworn, deposes and says as follows:

- 1. I was the duly appointed and qualified Secretary/Director of The Coalition For Cuban Constitutional Legitimacy 1940, Inc. (C. 1940 Art. 149), a Florida for profit corporation (the "Corporation").
- 2. By written consent dated September 16, 2008, a majority of the directors authorized and approved the dissolution of the Corporation.
- 3. On October 6, 2008, the Corporation filed Articles of Dissolution with the Division of Corporations of the Florida Department of State.
- 4. The Corporation does not intend to revoke its Articles of Dissolution, and hereby releases and waives any right to the name "The Coalition For Cuban Constitutional Legitimacy 1940, Inc. (C. 1940 Art. 149)."

Constitutional Legitimacy 194	0, Inc. (C. 1940 Art. 149)."
IN WITNESS WHEREOF, the 1 Satober , 2008.	undersigned has set his hand this 30 day of Quhen A. Qicordo
	Ruben A. Ricardo
	Secretary/Director
STATE OF FLORIDA) SS:
COUNTY OF MIAMI-DADE)
Octobe R , 2008 by F	was acknowledged before me this <u>30</u> day of Ruben A. Ricardo as Secretary/Director of The al Legitimacy 1940, Inc. (C. 1940 Art. 149), a
personally known	
✓ produced identification ✓	LDL R263-721-40 -412-6
	NOTARY PUBLIC, STATE OF FLORIDA My Commission Expires:
ILEANA A RODRIGUEZ Notary Public - State of Florida	113, 22, 23, 24, 25, 27, 27, 27, 27, 27, 27, 27, 27, 27, 27

ty Commission Expires Jun 5, 2009 Commission # DD 430989 Bonded By National Notary Assn.

FILED

Articles of Incorporation

The Coalition For Cuban Constitutional Legitimacy 1940, Inc. (C. 1940 Art. 149)

SECRETARY OF STATE

SECRETARY OF STATE

A Not For Profit Corporation

We, the undersigned, having heretofore associated ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, as a not for profit corporation, pursuant to Florida Statutes Chapter 617 under the name of "The Coalition For Cuban Constitutional Legitimacy 1940, Inc. (C. 1940 Art. 149)," do hereby apply to the Secretary of State for the issuance of a Charter, as follows:

Article I Name

The name of this not for profit corporation shall be "The Coalition For Cuban Constitutional Legitimacy 1940, Inc. (C. 1940 Art. 149)."

Article II Address

The principal place of business and mailing address of this not for profit corporation shall be 6845 SW 144 Street, Palmetto Bay, Florida 33158.

Article III Purposes

The purposes for which this not for profit corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this not for profit corporation shall <u>not</u>:

- a. Participate in any activity not permitted to be carried on by an organization exempt from Federal income tax under Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.
- b. Participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- c. Attempt to influence legislation.

The specific purposes of this not for profit corporation shall be:

- 1. To restore the Cuban Constitution of 1940 as the legal instrument for the transition to freedom, democracy and legitimacy of the rule of law and popular sovereignty in Cuba; and
- 2. To solicit and accept contributions from the general public, public or private institutions, and government agencies to achieve the goals of this not for profit corporation.
- 3. To perform every lawful act and thing necessary, desirable and expedient, to be done, in carrying on the purposes of this not for profit corporation, and to accomplish the ends for which the body corporate is formed.

Article IV Appointment of Board of Directors

- a. The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation.
- b. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to conduct of such meetings as prescribed by the bylaws.

Article V Initial Board of Directors

- a. The officers of the corporation shall be a President, Secretary, two Directors and a treasurer, who shall be members of the Board of Directors, and such other officers as are provided by the bylaws.
- b. The following named persons shall serve as the initial officers of this corporation until such time as the Board of Directors appoints their successors:

President	Dr. Rodolfo Nodal-Tarafa	10328 SW 212 Avenue Apt. 2 Cutler Bay, FL 33189
Secretary .	Lic. Ruben A. Ricardo	5161 Collins Avenue Apt. 1701 Miami Beach, FL 33140
Director	Luis I. Garcia	9472 SW 154 Place Miami, FL 33196
Director	Francisco Carrillo	3020 NW Flagler Terrace Miami, FL 33125

Treasurer

Ing. Miguel Hernandez-Martinez

6845 SW 144 Street Palmetto Bay, FL 33158

Article VI Registered Agent

The Registered Agent of this not for profit corporation until a successor shall be appointed shall be Ruben A. Ricardo, whose business address is 5161 Collins Avenue, Apartment 1701, Miami Beach, Florida 33140.

Article VII Incorporator

The name and mailing address of the Incorporator is as follows:

Name

Mailing Address

Ruben A. Ricardo

5161 Collins Avenue, Apartment 1701, Miami Beach, Florida

33140

Article VIII Management

- a. The Board of Directors shall have the general management of the property, business affairs and concerns of the not for profit corporation, and the exact number of directors is to be fixed by the board.
- b. Management of the daily operations of the not for profit corporation shall be conducted by the Officers.

Article IX Election

- a. Each year at the annual meeting, the new Board of Directors shall elect the Chairperson of the Board, who shall appoint an acting Secretary of the meeting. The Chairperson shall entertain nominations from among the Board members to serve as Officers of the not for profit corporation.
- b. After the Chairperson has declared that the nominations are closed, the Board of Directors shall vote on the Officers. However, if there is but one nominee for any office, it shall be in order to move that the collective ballot be cast for the nominee.
- c. A vacancy on the Board of Directors or in any office shall exist in the event of the death or resignation of a Director, or if the Board, by a two-thirds vote of its members, adopts a resolution removing a Director for just cause.

d. A vacancy occurring in any office shall be filled for the unexpired term by another Director elected by a majority vote of the remaining members of the Board of Directors after written notice of such election has been mailed, certified receipt requested, to all Directors. However, in case a vacancy occurs in the office of the President, the Vice President shall serve as President of the not for profit corporation for the unexpired term.

Article X Indemnification

The not for profit corporation shall indemnify any and all persons who may serve or who have served at any time as Incorporators, Directors or Officers, against any and all expenses (including, but not limited to, amounts paid upon judgments, attorneys' fees, costs and amounts paid in settlement) reasonably incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, may be involved by virtue of each person's being or having been such Incorporator, Director or Officer, except in relation to matters as to which any such Incorporator, Director or Officer shall be adjudged in any action, suit or proceeding to be liable for misfeasance or malfeasance in the performance of his or her duties as such Incorporator, Director or Officer. As a condition for this indemnification being effective, the not for profit corporation shall have the right, at its sole option, to control the defense and settlement of any such action. The foregoing indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement or otherwise.

Article XI Membership

Those persons elected to the Board of Directors shall be the members of this corporation and shall remain as members for the term of their positions as Directors.

Article XII Term

This not for profit corporation shall have perpetual existence.

Article XIII By-Laws

The By-Laws of this not for profit corporation may be made, altered or rescinded by the vote of a majority of the members of the Board of Directors.

Article XIV Amendments to Articles of Incorporation

Amendments to the Articles of Incorporation may be proposed by any Director of the not for profit corporation, and may be adopted by the vote of a majority of the members of the Board of Directors. Upon an amendment to the Articles of Incorporation being adopted, the amendment shall be filed with the Department of State in the manner provided by law.

Article XV Meetings

The Board of Directors of this not for profit corporation shall meet annually at the time provided for in the By-Laws and at such other times as meetings may be duly called in accordance with the By-Laws.

Article XVI Assets

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that this not for profit 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.

Article XVII Dissolution

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or to the Federal, State, or local government for exclusive public purposes.

IN WITNESS	WHEREOF	', and in	testimony	of my ir	ntention an	d good f	faith to ca	arry out the
purposes and c	bjectives s	et forth	herein, I l	hereunto	subscribe	my nam	ne to this	Article of
Incorporation th	is 29	day of	OCT	OBER	. ,	2008, at	Miami, N	Miami-Dade
County, Florida	•					·	·	

Ruben A. Ricardo - Incorporator

Acknowledgement of Registered Agent

Having been named registered agent to accept service of process for the above stated not for profit corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

STATE OF FLORIDA COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared Ruben A. Ricardo, Incorporator and Registered Agent, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand an official seal in the County and State last aforesaid this $\frac{30}{100}$ day of ⊃ctos∈R

, 2008.

My Commission

ILEANA A RODRIGUEZ Notary Public - State of Florida My Commission Expires Jun 5, 2009 Commission # DD 430989 Bonded By National Notary Assn.