# N08000011196

(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:
· · · · · · · · · · · · · · · · · · ·





900138740539

12/11/08--01028--014 \*\*78.75

SECRETARY OF STATE ALLAHASSEE, FLORIDA



December 9, 2008

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

SUBJECT: My Cuban Roots, Inc.

Dear Sirs:

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 for the Filing Fee and Certificate of Status for My Cuban Roots, Inc. If you have any questions, please contact me.

Sincerely,

Rainer Selva My Cuban Roots, Inc. 2030 S. Douglas Rd #819 Coral Gables, FL 33134

Daytime Telephone Number: 786-303-4612

## Articles of Incorporation Of My Cuban Roots, Inc.

I, the undersigned, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a non-profit corporation pursuant to the provisions of section 617.1006, Florida Statutes (Not For Profit).

### ARTICLE I NAME AND ADDRESS OF CORPORATION

The name and address of this Corporation shall be:

My Cuban Roots, Inc. 2030 S. Douglas Rd #819 Coral Gables FL 33134

#### ARTICLE II DURATION OF CORPORATION

The duration of the Corporation is perpetual.

#### ARTICLE III PURPOSE

The Corporation may engage in any activity or business permitted under the Laws of the United States of America and/or the State of Florida, as well as the laws of any foreign nation. The purpose of the Corporation is to promote Cuban culture and unite all Cubans and/or descendants of Cubans in the diaspora.

#### ARTICLE IV ELECTION OF THE DIRECTORS

The Directors are elected, appointed and/or confirmed at the annual meeting or at any extraordinary meeting of the Board of Directors by direct voting. A fifty one percent (51%) of the vote is required for confirmation. One vote will be counted for each member.

## ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

The number of Directors may be altered from time to time by the By-Laws adopted by the Board of Directors. However, the Corporation shall have no less than two (2) Directors at any time. The name and address of each person who is to serve as a member of the Initial Board of Directors is:

Rainer Selva, 2030 S. Douglas Rd #819, Coral Gables FL 33134, President/Secretary.

The members of the First Board of Directors shall hold office for the first year of existence of this Corporation and/or until his or her successor is elected and qualified or appointed, or until his or her earlier resignation, removal from office, or death, whichever occurs first.

#### ARTICLE VI LIMITATION OF CORPORATE POWERS

The corporate powers of this Corporation are as provided in section 617.0302, Florida Statutes, subject of the following limitations:

The Corporation shall have no power to take any action that would be inconsistent with the requirements for tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision of these Articles of Incorporation or state law, the Corporation shall have no power to:

- 1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings and procedures, except to an insubstantial degree.
- 2. Serve a private interest other than the one that is clearly incidental to an overriding public interest.
- 3. Devote more than an insubstantial part of its activities in attempting to influence legislation by propaganda or otherwise, except as provided b the Internal Revenue Code and related regulations, rulings, and procedures.
- 4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
- 5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
- 6. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
- 7. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purpose.

### ARTICLE VII DISSOLUTION

The Corporation is a nonprofit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Florida or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt under Florida Statutes.

## ARTICLE VIII REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

Rainer Selva, 2030 S. Douglas Rd #819, Coral Gables FL 33134

The Corporation retains the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with Branch Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

#### ARTICLE IX INCORPORATORS

The name and address of each incorporator to these Articles of Incorporation is:

Rainer Selva, 2030 S. Douglas Rd #819, Coral Gables FL 33134

#### ARTICLE X AMENDMENT OF BY-LAWS

The By-Laws of this Corporation may be created, amended, changed or replaced by the Directors or Officers of the Corporation at any duly scheduled Special Meeting called for that purpose.

## ARTICLE XI AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed at a Board of Director's Meeting, and approved by at least a majority of the Officers and/or Directors entitled to vote, unless all of the Officers and/or Directors sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

### ARTICLE XII INFORMAL ACT OF DIRECTORS

If all the Directors severally or collectively consent, in writing, to any action taken or to be taken by the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### ARTICLE XIII MEETING

The Corporation may hold its meetings of Officers and/or Directors, either within or without the State of Florida.

#### ARTICLE XIV INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, Employee, or Agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, Employee, or Agent of another Corporation, Partnership, Joint Venture, Trust, or other enterprise, against expenses (including attorneys' fees and costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action, or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

Any indemnification hereunder shall be made only on a determination by a majority of disinterested Directors (subject to approval by a majority of the Board of Directors) that indemnification is proper in the particular circumstances.

Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the Director, Officer, Employee, or Agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the Director, Officer, Employee, or Agent, to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.

The Corporation shall also indemnify any Director, Officer, Employee, or Agent, who has been successful on the merits or otherwise, in defense of any action, suit, proceeding, or in defense of any claim, issue, or matter of therein, against all expenses, including attorneys' fees and costs, actually and reasonably incurred by his or her in connection therewith, without the necessity of an independent determination that such Director, Officer, Employee, or Agent, met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be a Director, Officer, Employee, or Agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except as indemnification against gross negligence or willful misconduct, under any Resolution or Agreement duly adopted by a majority of Stockholders.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 9 day of December, 2008.

Rainer Selva, Incorporator

STATE OF FLORIDA

SS

COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared Rainer Selva, who being first duly sworn, deposes and says: that he is the person named in the foregoing and that he has read the same, knows the contents thereof and that the same are true.

IN WITNESS WHEREOF, I have set my hand and seal, this  $\frac{9}{100}$  day of December, 2008.

My Commission Expires: Jan 30, 2012

PATE OF F

CICILENE E. HOO
Notary Public - State of Florida
Ay Commission Expires Jan 30, 2012
Commission # DD 753630

Bonded Through National Notary Assr

#### DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091, FLORIDA STATUTES, the following is submitted:

That MY CUBAN ROOTS, INC., desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the ARTICLES OF INCORPORATION, Miami, County of Miami-Dade, State of Florida, has named: Rainer Selva, 2030 S. Douglas Rd #819, Coral Gables FL 33134 as its Registered Agent to accept Service of Process within this State.

Rainer Selva

Incorporator

TITLE: Presiden

5 of 6

#### ACKNOWLEDGMENT

Having been made to accept Service of Process for the above named Corporation at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.

Rainer Selva Registered Agent

STATE OF FLORIDA

SS

COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared Rainer Selva, who being first duly sworn, deposes and says: that he is the person named in the foregoing and that he has read the same, knows the contents thereof and that the same are true.

IN WITNESS WHEREOF, I have set my hand and seal, this  $\frac{9^{-7}}{4}$  day of December, 2008.

My Commission Expires:

NOTARY PÙBLIC

STATE OF

CICILENE E. HOO Notary Public - State of Fiorida My Commission Expires Jan 30, 2012 Commission # DD 753630 Bonded Through National Notary Assn.

FILES 20
08 DEC 11 PM 3: 20
SECRETARY OF STATE
SECRETARY OF STATE