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SECRETARY OF STATE

EP 7/9/09

### **COVER LETTER**\*

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

SUBJECT:	Generacion Cambio Cubano Inc.					
	(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)					
Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:						
Enclosed is all original a	nd one (1) copy of the 7 title	les of moorporation and	a chock for .			
<b>\$70.00</b>	\$78.75	<b>✓</b> \$78.75	□ \$87.50			
Filing Fee	Filing Fee &	Filing Fee	Filing Fee,			
	Certificate of Status	& Certified Copy	Certified Copy & Certificate			
	D tatas		00 00111101110			
		ADDITIONAL COPY REQUIRED				
FROM:	Adam Dunst					
	Name (Printed or typed)					
	330 East 38th St., #10J					
	Address					
	New York, NY 10016  City, State & Zip					
City, State & Zip						
	917-319-9462					
Daytime Telephone number						

NOTE: Please provide the original and one copy of the articles.

E-mail address: (to be used for future annual report notification)

adam@adamhdunst.com

ada Dil

# ARTICLES OF INCORPORATION OF

## Generacion Cambio Cubano Inc.

A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

- **A. NAME OF CORPORATION:** The name of the corporation is Generacion Cambio Cubano Inc. (the "Corporation").
- **B. PRINCIPAL OFFICE:** The principal office of the Corporation is located at 8010 NW 156 Terr, Miami, Florida 33016. The mailing address of the Corporation shall be the same.
- **C. REGISTERED AGENT:** The name of the registered agent of the Corporation is Hugo Cancio. The address of this registered agent is 8010 NW 156 Terr, Miami, Florida 33016.
- **D. DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for members, if the Corporation shall have any members, and the manner of their admission shall be regulated by the By-Laws of the Corporation.
- **E. BOARD OF DIRECTORS:** The method of selection of the Board of Directors shall be stated in the By-Laws of the Corporation. The directors of the Corporation shall consist of such number of persons, but not less than three, as may be set forth in the By-Laws of the Corporation. The names and addresses of the initial directors, to serve until successors are chosen in accordance with the By-Laws of the Corporation to be adopted, each of whom is of full age, are as follows:
  - 1. Mr. Hugo Cancio, 8010 NW 156 Terr, Miami, Florida 33016 Title is "Chairman of the Board of Directors"
  - 2. Ms. Cherie Cancio, 8010 NW 156 Terr, Miami, Florida 33016 Title is "Director"
  - 3. Ms. Christie Cancio, 8010 NW 156 Terr, Miami, Florida 33016 Title is "Director"

- 4. Ms. Dayri Blanco, 13879 NW 66th Street, #F-184, Miami, Florida 33183 Title is "Director" F. INCORPORATOR: The name and address of the incorporator is: Adam H. Dunst, 330 East 38th Street, Suite #10J, New York, New York 10016.
- G. **CORPORATE PURPOSES**: The purposes for which this Corporation is formed are exclusively charitable, educational, literary and scientific including the following:
  - 1. The general purpose of the Corporation shall include bringing Cuban cultural education and increasing a sense of community to persons of Cuban heritage living around the world and to persons interested in Cuban culture. This shall include but not be limited to the sharing of knowledge by and among such persons through writing, musical and other literary means; and
  - 2. to conduct any other activities and to perform any and all acts which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any of the activities described in the immediately prior clause (G)(1).
  - 3. In furtherance of the foregoing purposes, the Corporation shall have all the powers enumerated in section 617.0302 of the Florida Statutes and such other powers as are now or hereafter permitted by law for a corporation organized for the foregoing purposes.
  - 4. Notwithstanding any other provision of these articles, the Corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended (the "Code"), or the corresponding section of any future federal tax code, and intends at all times to qualify and remain qualified as exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, and in connection therewith:
    - the Corporation is not formed for and shall not be conducted nor operated for pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributed to or inure to the benefit of any director, officer or other private individual or individuals, provided that nothing herein shall prevent the Corporation from paying reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes;

- b. no substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation, except to the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code, or the corresponding section of any future federal tax code, whether pursuant to an election under section 501(h) or otherwise, and no part of the activities of the Corporation shall be devoted to participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, and the Corporation will not engage in any other activities that would cause it to be characterized as an "action organization" as defined in Treasury Regulation § 1.501(c)(3)-1, promulgated under the Code; and
- c. the Corporation shall not engage in or include among its purposes any activities not permitted to be carried on by a corporation exempt from federal income taxation under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.
- **H.** "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation shall at any time be a "Private Foundation" within the meaning of section 509 of the Code, or the corresponding section of any future federal tax code, the Corporation, so long as it shall be such a Private Foundation, shall do the following:
  - a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, or the corresponding section of any future federal tax code;
  - b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code, or the corresponding section of any future federal tax code;
  - c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Code, or the corresponding section of any future federal tax code;
  - d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Code, or the corresponding section of any future federal tax code.
  - e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Code, or the corresponding section of any future federal tax code.

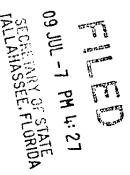
- I. **DISSOLUTION** In the event of dissolution of the Corporation, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities, if any, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.
- J. AMENDMENTS The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, provided that no amendment, alteration, change or repeal shall be effected which will result in the denial of tax-exempt status to the Corporation under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, and the regulations thereunder.



### **EXECUTION**

These Articles of Incorporation of Generacion Cambio Cubano Inc., a Florida not-for-profit corporation, are hereby executed by the incorporator on this 19th day of June, 2009.

Adam H. Dunst



## REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment a	s registered agent f	for Generacion Cambio	Cubano Inc.,
I hereby accept my appointment as a Florida not-foy-profit corporation	n.		

Hugo Cancio

Date: June 19, 2009

