

N10000004834

(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:

*Orlando Guerra / Gaganus*  
**AUTHORIZATION BY PHONE TO**  
**CORRECT** *Articles Numbers XII +*  
DATE *5/17/10*  
DOC. EXAM *MRD* *XIII*

Office Use Only



500180455055

05/14/10--01009--016 \*\*87.50

RECEIVED

10 MAY 14 AM 11:23

FILED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

10 MAY 14 AM 10:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRD  
5/17

**LAZARUS**  
**CORPORATE FILING SERVICE**

**3320 SW 87<sup>TH</sup> AVENUE**

**MIAMI, FL 33165 (305) 552-5973**

**FILED**

**10 MAY 14 AM 10:59**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. CARIBBEAN BASIN RESEARCH  
(Corporation Name) (Document #)

2. INSTITUTE, INC.  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

2.00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certificate of Status

**NEW FILINGS**

- ☒ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

**Examiner's Initials**

**FILED**

10 MAY 14 AM 10: 59

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Articles of Incorporation  
of  
Caribbean Basin Research Institute, Inc.**

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

Article I – Name

The name of the corporation shall be:

Caribbean Basin Research Institute, Inc.

Article II – Principal Office

The principal place of business and mailing of this corporation shall be:

2257 S.W. 21<sup>st</sup>. Street, Miami, Florida 33145

Article III – Purposes

The specific purposes for which the corporation is organized are:

1. To conduct research in the social sciences areas of the Caribbean Basin.
2. To promote the dissemination of information that will support the modernization and democratization of the Caribbean Basin nations.
3. To assist individuals and organizations in their efforts to strengthen the civil societies of the Caribbean Basin.

Article IV – Members

The membership of the Corporation shall be:

- A. Those persons invited by the Board of Directors to become members, and such accept such invitation.
- B. Those persons, in sympathy with the objectives of this Corporation, who request from the Board of Directors to be admitted as members, and who, in fact, after such request, are affirmatively accepted as members by the Board of Directors. The inaction by the Board of Directors with regard to any request as hereinabove described shall never be considered an acceptance for membership.
- C. The members of the Board of Directors.

## Article V – Manner of Election of Directors

The manner in which the directors are elected or appointed is as follows:

1. The name and addresses of the persons who are to serve as initial Board of Directors of the Corporation, and which shall serve as Directors until the first election or selection thereof, as provided in the Bylaws of the Corporation, are as follows:

- Marcos A. Ramos                      2765 S.W. 32nd. Court  
Miami, Florida 33133
- Francisco J. Diaz-Pou              2257 S.W. 21 Street  
Miami, Florida 33145
- José Collado                          3021 S.W. 102<sup>nd</sup>. Avenue  
Miami, Florida 33165

All these Directors are persons competent to contract.

2. The term of office of each Director shall be two years.
3. The number of Directors may be increased or decreased as provided in the Bylaws of the corporation. However, in no event shall the number of Directors be less than three (3).
4. Any vacancy in the Board of Directors, including vacancies created by any increase in the number of Directors, shall be filled by the rest of the Directors.
5. Any Director may be removed, with or without cause by the vote of three-fourths (3/4) of the members of the Board of Directors at a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled.
6. Meetings shall be held at such place or places as the Board of Directors, may, from time to time, by resolution, designate or, in the absence of such designation, at the principal office of the Corporation. Meetings will be held at the date and times set forth on the Bylaws or as designated by the Board of Directors.

## Article VI – Officers

The affairs of the Corporation are to be managed by a President, a Vice-President, a Treasurer, and a Secretary, and such other officers as may be deemed necessary by the Board of Directors. Such officers shall be elected by the Board of Directors at the first meeting of the Board of Directors in the month of January every year, and will have the functions and duties set forth in the Bylaws. The officers who are to serve until the first election under those articles are to be elected by the Board of Directors at their first meeting.

## Article VII – Powers of the Corporation

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things, and to engage in any and all lawful activities which may be necessary, useful, suitable, or desirable for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized including the power to contract, rent, buy or sell personal or real property. The Corporation shall also aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of the purposes of the Corporation; notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 © of the Internal Revenue Code and its Regulations as the same now exist or as they may hereafter amended from time to time.

## Article VIII – Bylaws

- A. The Board of Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.
- B. The Bylaws may be amended, altered, or rescinded by a three-fourth (3/4) vote of the members of the Board of Directors present and voting, provided a written notice of intent to change the Bylaws and copy of the proposed changes shall have been mailed to all Board members, at least twenty (20) days prior to such a meeting, and provided that a quorum is present.

## Article IX – Amendments to Articles

These Articles of Incorporation may be amended at a regular meeting of the Board of Directors by a three-fourth (3/4) vote of all Board members, provided written notice of intention to submit such amendments and a copy of the proposed amendments has been mailed to all members of the Board at least twenty (20) days prior to such a meeting.

## Article X – Non-Profit Character

The Corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### Article XI – Dissolution

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and property received by the Corporation from any source after the payment of all debts and obligations of the Corporation, shall be used or distributed subject to the Non-Profit Corporation Law of the State of Florida, exclusively for the purposes within those set forth in Article Three of these Articles and within the intentment of Section 501 © (3) of the Internal Revenue Code as it presently exists and its Regulations as the same may now exist or as they may be hereafter amended from time to time.

#### Article XII- Initial Registered Agent and Street Address

The name and street address of the initial registered agent is:


Francisco J. Diaz-Pou                      2257 S.W. 21 Street  
Miami, Florida 33145

#### Article XIII- Incorporator

The name and street address of the incorporator for these Articles of Incorporation is:

▪ Francisco J. Diaz-Pou                      2257 S.W. 21 Street  
Miami, Florida 33145

The undersigned incorporator has executed these Articles of Incorporation this 13th. day of May, 2010.

  
Francisco J. Diaz-Pou


FILED  
10 MAY 14 AM 10:59  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

Certificate of Designation of  
Registered Agent / Registered Office

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:  
Caribbean Basin Research Institute, Inc.
2. The name and address of the Registered Agent and office is:  
Francisco J. Diaz-Pou  
2257 S.W. 21 Street  
Miami, Florida 33145

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in these Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
\_\_\_\_\_  
Francisco J. Diaz-Pou

**FILED**  
10 MAY 14 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA