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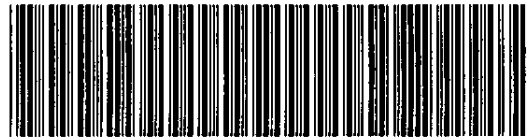
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J. Smathers MAR 30 2011

**GUTIÉRREZ, ZARRALUQUI & FRANCO LLP**

**ATTORNEYS-AT-LAW**  
DOUGLAS ENTRANCE, SOUTH TOWER  
806 DOUGLAS ROAD, SUITE 625  
CORAL GABLES, FLORIDA 33134

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Facsimile No.: (305) 856-0005  
E-mail: [ngutierrez@gzfllaw.com](mailto:ngutierrez@gzfllaw.com)

NICOLÁS J. GUTIÉRREZ, JR., ESQ.

March 21<sup>st</sup>, 2011

**Via First Class U.S. Mail**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

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TALLAHASSEE, FLORIDA

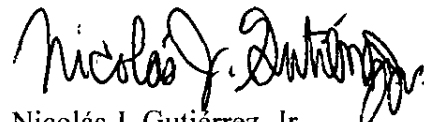
**Re: Cuban Exile History Museum, Inc.**

Dear Sir or Madam:

Attached please find the Articles of Incorporation for Cuban Exile History Museum, Inc., along with a check for the \$70.00 non-profit filing fee.

Please do not hesitate to contact me directly if there is anything else you need to complete this application.

Sincerely,



Nicolás J. Gutiérrez, Jr.

NJG

**ARTICLES OF INCORPORATION OF  
CUBAN EXILE HISTORY MUSEUM, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned hereby subscribes these Articles of Incorporation for the purpose of organizing a not-for-profit corporation, under the laws of the State of Florida.

**I.  
Name**

The name of the Corporation is CUBAN EXILE HISTORY MUSEUM, INC. (the "Corporation").

**II.  
Address**

The mailing and street address of the Corporation shall be:

806 Douglas Road, Suite 625  
Coral Gables, Florida 33134

**III.  
PURPOSE**

To the extent permitted by Code Section 501(c)(3), the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition, or for the prevention of cruelty to children or animals. All references to "Code" are to the Internal Revenue Code of 1986, as amended, or to the corresponding provisions of future federal tax legislation.

**IV.  
Officers**

The names and addresses of the Corporation's officers are:

President	William D. Muir-Celorio
Secretary	Nicolás J. Gutiérrez, Jr.
Treasurer	Pedro Hernández
Vice President	Carlos A. Penín
Vice President	Robert E. Chisolm
Vice President	José E. Miranda, Jr.
Vice President	María Fernández-Merritt

**V.**

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TALLAHASSEE, FLORIDA

## **Membership**

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation, if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights, except as provided in the Bylaws.

## **V.**

### **Registered Agent and Registered Office**

The name and Florida street address of the Corporation's registered agent is:

Nicolás J. Gutiérrez, Jr., Esq.  
806 Douglas Road, Suite 625  
Coral Gables, Florida 33134

## **VI.**

### **Limitations**

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h), as amended. The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements), on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax, under Code Section 501(c)(3), as amended, or by a corporation contributions to which are deductible under Code Section 170(c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), as amended, then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, as amended, and the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), as amended, retain any excess business holdings as defined in Code Section 4943(c), as amended, make any investments as to subject the Corporation to tax under Code Section 4944, as amended, or make any taxable expenditures as defined in Code Section 4945(d), as amended.

**ARTICLES OF INCORPORATION OF  
CUBAN EXILE HISTORY MUSEUM, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned hereby subscribes these Articles of Incorporation for the purpose of organizing a not-for-profit corporation, under the laws of the State of Florida.

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Name**

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Address**

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Vice President	María Fernández-Merritt

**V.**

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## **Membership**

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## **V.**

### **Registered Agent and Registered Office**

The name and Florida street address of the Corporation's registered agent is:

Nicolás J. Gutiérrez, Jr., Esq.  
806 Douglas Road, Suite 625  
Coral Gables, Florida 33134

## **VI.**

### **Limitations**

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h), as amended. The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements), on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax, under Code Section 501(c)(3), as amended, or by a corporation contributions to which are deductible under Code Section 170(c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), as amended, then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, as amended, and the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), as amended, retain any excess business holdings as defined in Code Section 4943(c), as amended, make any investments as to subject the Corporation to tax under Code Section 4944, as amended, or make any taxable expenditures as defined in Code Section 4945(d), as amended.

**VII.  
Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each member of the Corporation's Board of Directors is:

William D. Muir-Celorio  
Nicolás J. Gutiérrez, Jr.  
Pedro Hernández  
Carlos A. Penín  
Robert E. Chisolm  
José E. Miranda, Jr.  
María Fernández-Merritt

**VIII.  
Incorporator**

The name and address of the Corporation's Incorporator is:

Nicolás J. Gutiérrez, Jr., Esq.  
806 Douglas Road, Suite 625  
Coral Gables, Florida 33134


**IX.  
Dissolution**

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit Corporation, trust, community fund or foundation that has established its tax-exempt status under Code Section 501(c)(3), as amended.

**X.  
Corporate Existence**

The corporate existence of the Corporation shall begin effective as of March 21<sup>st</sup>, 2011, and be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, as the Incorporator of the Corporation and acknowledged them to be my free and voluntary act, as of this 21<sup>st</sup> day of March, 2011.

  
Nicolás J. Gutiérrez, Jr., Esq.

Certificate of Designation Registered Agent/Registered Office

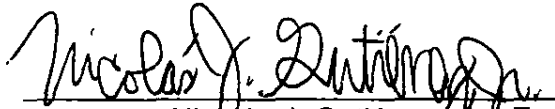
**Corporation:**

CUBAN EXILE HISTORY MUSEUM, INC.

**Registered Agent:**

Nicolás J. Gutiérrez, Jr., Esq.  
806 Douglas Road, Suite 625  
Coral Gables, Florida 33134

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, 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 statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

  
Nicolás J. Gutiérrez, Jr., Esq.

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