

N17000010091

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H17000233296 3)))



H170002332963ABC0

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : RICARDO MARTINEZ-CID, P.A.
Account Number : 076640001666
Phone : (305) 632-1950
Fax Number : (305) 854-9788

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: alpizarlaw@gmail.com

**FLORIDA PROFIT/NON PROFIT CORPORATION
CONSULTA POPULAR CUBANA INC.**

Certificate of Status	0
Certified Copy	0
Page Count	13
Estimated Charge	\$70.00

RECEIVED

17 OCT -5 PM 3:41

FLORIDA DEPARTMENT OF STATE
BUREAU OF COMMERCIAL
INFORMATION SERVICES

D O'KEEFE

D O'KEEFE

OCT 06 2017

Help

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H17 000233296 3

ARTICLES OF INCORPORATION OF
CONSULTA POPULAR CUBANA INC.
A FLORIDA CORPORATION NOT FOR PROFIT

ARTICLE I
NAME

The name of this Corporation will be CONSULTA POPULAR CUBANA INC., hereinafter designated "CPC."

ARTICLE II
NATURE

CPC is organized as a Florida corporation not for profit, intended to be entitled to non-profit status under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of subsequent federal tax laws exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, as established and when consistent with Article III below. It is also expressly provided that, notwithstanding any other provision of these Articles, upon the dissolution of the corporation, assets will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or will be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of will be disposed of by the Circuit Court the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court will determine, which are organized and operated exclusively for such purposes.

Prepared by: Ricardo Martinez-Cid
2250 SW 3 Avenue, Suite #203, Miami, Florida 33129
Telephone (305) 632-1950 / Facsimile (305) 854-9788
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H17 000233296 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H17 000233296 3

ARTICLE III
PURPOSES

The general nature, objects and purposes of CPC will be to (a) develop and implement social research projects, which contribute to the exercise of the Cuban people's right to determine their political future, as a sovereign manifestation of their individual will through the free exercise of the vote, in a framework of constitutional democratic evolution and continuing reform of the current legal system, promoting the separation of powers, contributing, promoting and guaranteeing respect for human rights and fundamental freedoms in keeping with international law, as guaranteed by the Universal Declaration of Human Rights; (b) promote, organize and participate in legal forums, which encourage and propitiate debate and the exchange of ideas about ideal principles for Cuba's future legal system, its judiciary and other civil institutions and the operational dynamics of civil society actors, to weave the indispensable net to implement and support the Rule of Law in Cuba; and (c) implement legal courses and educational activities and outreach programs, to improve the legal culture and the understanding of the free legal institutions in the island.

ARTICLE IV
GENERAL POWERS

General powers of CPC will be all powers incident to promoting its objectives.

ARTICLE V
MEMBERS

The initial members of CPC are HORACIO ESPINO BARZAGA, of 18180 NW 68 Avenue, Apartment #205, Hialeah, Florida 33015, PASTOR HERRERA-MACURAN, of 3601 Gallatin Street, Apartment #723, Hyattsville, Maryland 20782, and LUCIA EVA PROFETTI, of 18180 NW 68 Avenue, Apartment #205, Hialeah, Florida 33015. Future members will be invited to participate, as provided in the manner established in the Bylaws to be adopted for CPC.

Prepared by: Ricardo Martinez-Cid
2250 SW 3 Avenue, Suite #203, Miami, Florida 33129
Telephone (305) 632-1950/ Facsimile (305) 854-9788
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H17 000233296 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H17 000233296 3

ARTICLE VI
DIRECTORS

The initial Board of Directors of CPC are HORACIO ESPINO BARZAGA, of 18180 NW 68 Avenue, Apartment #205, Hialeah, Florida 33015, PASTOR HERRERA-MACURAN, of 3601 Gallatin Street, Apartment #723, Hyattsville, Maryland 20782, and LUCIA EVA PROFETTI, of 18180 NW 68 Avenue, Apartment #205, Hialeah, Florida 33015. The number and identity of future directors will be elected in the manner established in the Bylaws to be adopted for CPC.

ARTICLE VII
RESIDENT AGENT & OFFICERS

The initial resident agent of CPC is SANTIAGO A. ALPIZAR, of 2250 SW 3 Avenue, Suite #202, Miami, Florida 33129. The initial officers of CPC are HORACIO ESPINO BARZAGA, of 18180 NW 68 Avenue, Apartment #205, Hialeah, Florida 33015, PASTOR HERRERA-MACURAN, of 3601 Gallatin Street, Apartment #723, Hyattsville, Maryland 20782, and LUCIA EVA PROFETTI, of 18180 NW 68 Avenue, Apartment #205, Hialeah, Florida 33015, who will respectively serve as President, Secretary and Treasurer. They should serve until their resignation, removal from office by the directors, or election of their successors at a special meeting of the Board of Directors to be held at a special meeting held for that purpose no later than thirty (30) days from date, in the manner established in the bylaws.

ARTICLE VIII
CORPORATE BEGINNING AND EXISTENCE

CPC will begin its corporate existence upon the filing of these Articles with the Secretary of State, and will have perpetual existence.

ARTICLE IX
Bylaws

The Board will adopt Bylaws consistent with these Articles.

Prepared by: Ricardo Martinez-Cid
2250 SW 3 Avenue, Suite #203, Miami, Florida 33129
Telephone (305) 632-1950/ Facsimile (305) 854-9788
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H17 000233296 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H17 000233296 3

ARTICLE X
AMENDMENT TO ARTICLES

These Articles may be altered, amended, or repealed by resolution of the Board, in the manner established in the bylaws.

ARTICLE XI
SUBSCRIBERS

The names and addresses of the subscribers are HORACIO ESPINO BARZAGA, of 18180 NW 68 Avenue, Apartment #205, Hialeah, Florida 33015, PASTOR HERRERA-MACURAN, of 3601 Gallatin Street, Apartment #723, Hyattsville, Maryland 20782, and LUCIA EVA PROFETTI, of 18180 NW 68 Avenue, Apartment #205, Hialeah, Florida 33015.

ARTICLE XII
INITIAL CORPORATE AND REGISTERED OFFICE

CPC will have its initial registered office at 2250 SW 3 Avenue, Suite #202, Miami, Florida 33129.

ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

CPC hereby agrees to indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

- a. Whether civil, criminal, administrative, or investigative, other than one by or in the right of CPC to procure a judgement in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture; trust or other enterprise which he/she fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable interest of CPC, such action was in the best interest of the reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by

Prepared by: Ricardo Martinez-Cid
2250 SW 3 Avenue, Suite #203, Miami, Florida 33129
Telephone (305) 632-1950/ Facsimile (305) 854-9788
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H17 000233296 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H17 000233296 3

judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent will not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of CPC or that he/she had reasonable grounds for belief that such action was unlawful.

- b. By or in the right of CPC to procure a judgement in this favor by reason of his being or having been a director or officer of CPC, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he/she served at the request of CPC, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of CPC. Such person will not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to CPC unless, and only to the extent that, the court, administrative proceeding is held will determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonable entitled to indemnification for such expenses which such tribunal will deem proper.
- c. The foregoing rights of indemnification will not be deemed to limit in any way the powers of CPC to indemnify under applicable law.

ARTICLE XIII

TRANSACTION IN WHICH DIRECTORS OFFICERS AND MEMBERS ARE INTERESTED

- a. No contract or transaction between CPC and one or more of its directors or officers, or between CPC and any other corporation, partnership, association, officers are directors or officers, have a financial interest, will be invalid, void or voidable solely for this reason, or participates in the

Prepared by: Ricardo Martinez-Cid
2250 SW 3 Avenue, Suite #203, Miami, Florida 33129
Telephone (305) 632-1950/ Facsimile (305) 854-9788
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H17 000233296 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H17 000233296 3

- meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of CPC will incur liability by reason of the fact that he/she is or may be interested in any such contract or transaction.
- b. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorized the contract or transaction.
 - c. No part of the net earnings of CPC will inure to the benefit of any Member, Director or Officer of CPC or any private individual. Provided, however, that (i) reasonable compensation may be paid for services rendered by any Member, Director or Officer to or for CPC, and (ii) this provision will not prohibit the reimbursement of funds advanced to, for or on behalf of CPC by any Member, Director or Officer when said funds are advanced with the consent and knowledge of CPC, evidenced by the written approval of the majority of the Board, including, without limitation, transportation and other travel expenses.

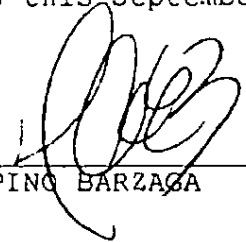
ARTICLE XIV
DISSOLUTION OF CPC

- a. Upon dissolution of CPC, all of its assets, remaining after provision for creditors and payment of all costs and expenses of such dissolution, will be distributed to other non-profit corporation(s) devoted to similar goals.
- b. CPC may be dissolved upon a resolution to that effect being recommended by three-fourth (3/4) of the members of the Board, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import, and approved by two-thirds (2/3) of the voting rights of CPC's members.


Prepared by: Ricardo Martinez-Cid
2250 SW 3 Avenue, Suite #203, Miami, Florida 33129
Telephone (305) 632-1950/ Facsimile (305) 854-9788
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H17 000233296 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H17 000233296 3


IN WITNESS WHEREOF, the said subscribers have hereto set their hands and seals this September __, 2017.



HORACIO ESPINO BARZAGA



PASTOR HERRERA-MACURAN



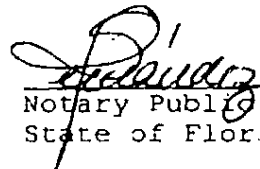
LUCIA EVA PROFETTI

STATE OF FLORIDA)
MIAMI-DADE COUNTY) SS:

The foregoing instrument was acknowledged before me by HORACIO ESPINO BARZAGA and LUCIA EVA PROFETTI, who are personally known to me or provided their Florida driver's licenses as identification.



Zalde Fernandez
Commission # PP059640
Expires: Oct. 03, 2017
www.aaronnotary.com

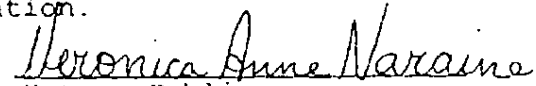


Notary Public
State of Florida at Large

My commission expires: 10/03/2017

STATE OF MARYLAND)
PRINCE GEORGE'S COUNTY) SS:

The foregoing instrument was acknowledged before me by PASTOR HERRERA-MACURAN, who is personally known to me or provided his Maryland driver's license as identification.



Veronica Anne Naraine
Notary Public
State of Maryland at Large

My commission expires: Oct. 11, 2020

Sept. 19, 2017

Prepared by: Ricardo Martinez-Cid
2250 SW 3 Avenue, Suite #203, Miami, Florida 33129
Telephone (305) 632-1950 / Facsimile (305) 854-9788
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H17 000233296 3

VERONICA ANNE NARAIN
NOTARY PUBLIC
PRINCE GEORGE'S COUNTY, MD
COMMISSION EXPIRES 10-11-2020

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H17 000233296 3

CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

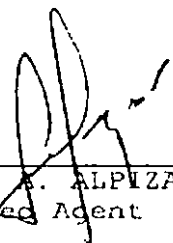
That CONSULTA POPULAR CUBANA INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami-Dade, has named SANTIAGO A. ALPIZAR of of 2250 SW 3 Avenue, Suite #202, Miami, Florida 33129, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of

CONSULTA POPULAR CUBANA INC.

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this ~~September~~^{October} 4, 2017.



SANTIAGO A. ALPIZAR
Registered Agent

Prepared by: Ricardo Martinez-Cid
2250 SW 3 Avenue, Suite #203, Miami, Florida 33129
Telephone (305) 632-1950/ Facsimile (305) 854-9788
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H17 000233296 3