

LAW OFFICES  
**Florida Legal Center**  
PROFESSIONAL ASSOCIATION

Suite 107, Sunset Oaks Building  
9260 Sunset Drive  
Miami, Florida 33173

**N96000002496**

April 29, 1996

Division of Corporations  
Department of State  
Tallahassee, FL

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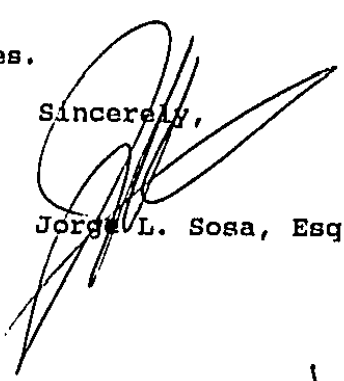
RE: INCORPORATION OF NON-PROFIT CORPORATION  
COMITE DE INFORMACION SOBRE CUBA  
CUBAN INFORMATION COMMITTEE

Sirs:

Enclosed find check for \$122.50 for the filing of fees for the  
above-captioned matter.

Thank you for your courtesies.

Sincerely,

  
Jorge L. Sosa, Esq.

JLS:nd

cc: Lorenzo De Toro

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ARTICLES OF INCORPORATION  
OF  
COMITE DE INFORMACION SOBRE CUBA INC.  
A NON PROFIT CORPORATION

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of Chapter 607 and 617, Part I, of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit, do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law and we do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be:

COMITE DE INFORMACION SOBRE CUBA INC.

hereinafter known as COMITE.

ARTICLE II - CORPORATE PURPOSE

The purpose or purposes for which the corporation is organized are:

- a) To gather and maintain information/data about cuba.
- b) To disseminate and promote such information/data about Cuba.
- c) To set forth educational and cultural programs and activities in order to provide such information/data about Cuba.
- d) To promote the furtherance of the purpose set-out above in (a) through (c) by the education and general knowledge of its members and the general public.
- e) To engage in any activity which its Directors consider necessary or incidental to the above-stated purposes.
- f) To have and exercise all the powers conferred by the laws of Florida upon corporations not for profits under Chapters 607 and 617, Part I of the laws of the State of Florida, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

g) Said corporation is organized exclusively for charitable, religious, educational, cultural and scientific purpose.

h) No recitation or declaration of special powers or purpose herein enumerated shall be deemed to be exclusive, but all lawful powers now or which may hereafter be conferred under the laws of the State of Florida are hereby included.

For such purposes and not otherwise, and subject always to Articles III and XIV hereof, the COMITE shall have and exercise only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, in trust, or otherwise, and to own, hold, manage, administer, and to make gifts, grants, and contributions of, and to expend, convey, transfer, and dispose of, any and all funds and property and the income therefrom in furtherance of the purpose of this corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to the COMITE by the State of Florida as a Not for Profit Corporation and by any future laws amendatory thereof and supplementary thereto.

Provided, however, that all such powers of the COMITE shall be exercised only so that the operations of the COMITE shall be exclusively within the contemplation of Section 501 (c)(3) of the Internal Revenue Code of 1954; and provided finally, however that the COMITE shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income taxes under Section 501 (a) of the Internal Revenue Code of 1954 as an organization described in Section 501 (c)(3) of the Internal Revenue Code of 1954.

All references in this Articles II and XIV hereof to a particular section of the Internal Revenue Code of 1954 shall mean and include, as now enacted or as hereafter amended, such section and any provision of federal law as is or may hereafter be applicable, cognate to such section as are all now enacted applicable Florida Statutes.

#### ARTICLE III - NO PECUNIARY GAIN

The COMITE shall not, incidentally or otherwise, afford or pay any pecuniary gain or remuneration to its members, directors, or officers as such, and no part of the net income or net earnings of the COMITE shall, directly or indirectly, be distributable to or otherwise inure to the benefits of any member, director, or officer of, or any other person having a personal and private interest in the activities of, the COMITE provided, however, that the COMITE may pay reasonable compensation for services rendered and property

and supplies furnished to the COMITE in furtherance of its purposes described in Article II hereof.

#### ARTICLE IV - MEMBERSHIP

The corporation shall not have any capital stock, and the conditions of membership and the manner of admission shall be as follows, to wit:

Section 1: Eligibility - All individuals and legal entities, properly introduced and giving satisfactory references as to character and interest in fostering the purpose of this corporation as stated in Article II above and as more specifically defined in the By-laws of this corporation, may become a member of this corporation.

Section 2: Application for Membership - To be admitted to membership, a person shall be proposed and recommended to the membership committee by the Board of Directors after such applicant has met the qualifications set forth above and desiring to become a member of the corporation and accompanied by such membership fees and dues as the Board of Directors may from time from time determine.

Section 3: Termination of Membership - Membership may be terminated by expulsion or a just cause or by failure to meet the membership requirements such as the payment of the dues.

#### ARTICLE V - DURATION

This corporation shall have perpetual existence.

#### ARTICLE VI - INITIAL PLACE OF BUSINESS

The principal place of business of this corporation shall be: 5442 S.W. 8 St., Coral Gables, FL 33134, Florida with the privileges of having branches and offices in other places within and without the State of Florida, including foreign countries.

#### ARTICLE VII - MANAGEMENT

The management and direction of the business and affairs of the COMITE shall be vested in a Board of Directors. The number, qualifications, term of office, method of appointment or election, powers, authority, and duties of the directors of the COMITE, the time and place of their meetings, and such other provisions of the COMITE'S Articles of Incorporation shall be as specified in the Bylaws of the COMITE.

The activities and affairs of the corporation shall be managed be a Board of Directors. The number of Directors which shall constitute the whole Board shall be such as from time to time shall

be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be less than three (3). The Board of Directors shall be elected by the members at the Annual Meeting of the corporation to be held on such date as the By-laws may provide, and shall hold office until their successors are respectively elected and qualified. The Board of Directors may by resolution or resolutions, passed by a majority of the whole Board, designate one (1) or more committees, which to the extent provided in said resolution or resolutions of in the By-laws of the corporation shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation to be affixed to all papers which may require it. The Board of Directors of this corporation may elect such Officers as the By-laws may specify, who shall, subject to the laws of the State of Florida, have such titles and exercise such duties as the By-laws may provide. The Board of Directors is expressly authorized to make, alter or repeal the By-laws of this corporation.

#### ARTICLE VIII - INITIAL DIRECTORS AND SUBSCRIBERS

The first Board of Directors shall be composed of those members who shall place their signatures to these ARTICLES until their successors are elected and have qualified.

#### ARTICLES IX - BY-LAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation.

The By-laws of the corporation shall be made, altered or rescinded according to the existing organizational By-laws.

The Articles of Incorporation of this corporation shall be amended for additional provisions added or adopted by a two-thirds(2/3) affirmative vote of the members of the Board of Directors at any meeting thereof; provided that notice thereof, which shall include the text of the change to the Articles of Incorporation has been furnished in writing to each voting member of the corporation at least ten (10) days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to Articles of Incorporation of non-profit corporations.

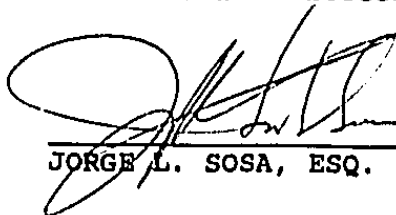
#### ARTICLE X - GENERAL

All income and assets of the corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purposes selected by the Board of Directors.

This corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members. In addition, no part of the income of the corporation shall be distributed to its members, directors, officers or incorporators; provided that the corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered and may confer benefit upon its members in conformity with its purposes.

#### ARTICLE XI - REGISTERED OFFICE AND REGISTERED AGENT

The above named incorporators, desiring to organize this corporation under the laws of the State of Florida, hereby designate the corporation's Registered Office to be located at 4410 Alton Road, Miami Beach, Florida 33140, and hereby designate and appoint JORGE L. SOSA, ESQ. as the Registered Agent of the corporation to accept service of process within this State, to serve in such capacity until his successor is selected and duly designated.



JORGE L. SOSA, ESQ.

#### ARTICLE XII - PROHIBITED ACTIVITIES

The corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its net income to inure to the benefit of officers, directors or members of the corporation, or to any other individuals, except in the furtherance of its educational and charitable purposes.
3. Participate to any extent in any political campaign for or against any candidate for public office.
4. Conduct any activities not permitted to be carried on by organizations exempt under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170 (c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

## ARTICLE XIII - DEDICATION OF ASSETS

The corporation dedicates all assets which it may acquire to the educational/charitable purposes set forth in Articles II hereof. In the event that the corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or future law, or to the Federal government or to a state or local government for exclusive public purpose.


## ARTICLE XIV - NO PERSONAL LIABILITY


Members, directors, and officers of the COMITE shall not be personally liable for the payment of any debts or obligations of the COMITE of any nature whatsoever, nor shall any of the property of the members, directors, and officers be subject to the payment of the debts or obligations of the COMITE to any extent whatsoever.

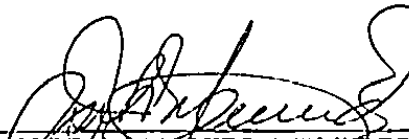
## ARTICLE XV - DISSOLUTION OF CORPORATION

the Board of Directors may dissolve this corporation with the prior approval of two-thirds (2/3) majority vote of the general voting membership; provided that notice of and purpose for the meeting has been furnished in writing to each voting member of the corporation at least ten (10) days prior to the meeting where the vote for dissolution shall take place.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals as incorporators hereof and have acknowledged and filed in the office of the Secretary of State of Florida, the foregoing Articles of Incorporation, this 30<sup>th</sup> day of APRIL, 1996.

  
JUAN M. CLARK, PRESIDENT  
9845 S. W. 87 ST.  
MIAMI, FL 33156

  
GERMAN J. MIRAT, SECRETARY  
8260 S. W. 91st ST.  
MIAMI, FL 33156

  
PADRE JOSE LUIS MENEDEZ  
TREASURER

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3220 N. W. 7th AVE.  
MIAMI, FL 33127

Martin Anorga  
REVEREND MARTIN ANORGA  
VICE-TREASURER

Ricardo Sanchez  
RICARDO SANCHEZ

Lorenzo de Toro  
LORENZO DE TORO  
5442 S. W. 8 ST  
CORAL GABLES, FL 33134

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STATE OF FLORIDA }  
COUNTY OF DADE } SS

BEFORE ME, personally appeared Juan M. Clark, German J. Mirat, Padre Jose L. Monendez, Reverend Martin Anorga, Ricardo Sanchez and Lorenzo de Toro, to me well known and known to me to be the persons described in and who executed the foregoing instrument and acknowledged to and before me that they executed the said instrument for the purposes therein expressed.

WITNESSED my hand and official seal, this 30th day of April, 1996

Maria Gonzalez  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

