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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: CUBAN MUSEUM, INC.

AUDIT NUMBER.....H96000013300

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION

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OF

CUBAN MUSEUM, INC.
(MUSEO CUBANO)

A Florida Nonprofit Corporation

ARTICLE 1.

NAME: The name of the Corporation is:
CUBAN MUSEUM, INC.

ARTICLE 2.

DURATION: The duration of the Corporation is perpetual.

ARTICLE 3.

PURPOSES: The purpose of the Corporation is as follows:

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation is to own and operate a museum and all things appurtenant thereto as a vehicle to preserve the Cuban cultural heritage in exile which started with the Cuban Exodus in 1959, and to interpret past Cuban culture in the context of the present exile experience and provide educational and esthetic-related opportunities to the community at large, and any other lawful business. With these goals in mind, the Museo Cubano will collect, preserve and conserve historic documents, relics and art objects inherent to the Cuban cultural heritage, providing accurate historical and cultural information, interaction and instruction on different aspects of a free Cuban culture.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the Corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purpose.

Prepared by:

Jennifer Sardina, P.A.

255 University Drive

Coral Gables, Fla

Fla Bar No 989509

305-448-2297

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ARTICLE 4.

MEMBERS. The Corporation shall have Voting Members, who shall have all the rights and privileges of members of the corporation, and who shall constitute the Board of Trustees of the corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote and who shall not form part of the Board of Trustees. The name and address of each Voting Member are as follows:

1. Ofelia Tabares Fernandez
1861 SW 36th Avenue
Miami, Florida 33145
2. Elvira Dopico
1400 SW 90th Avenue
Miami, Florida 33165
3. Ana Rosa de Velasco
1880 Coral Gate Drive
Miami, Florida 33145
4. Mignon Medrano
90 Edgewater Drive
#1110
Miami, Florida 33133
5. Luis Botifoll
2029 Alhambra Circle
Coral Gables, Fla 33134

ARTICLE 5.

HONORARY COUNCIL: The Corporation shall have an Honorary Council composed of individuals who pledge their moral support to the mission of the corporation. The initial Honorary Council shall be composed of the following individuals:

Dr. Rosa Abella
Mr. Osvaldo Aguirre
Dr. Luis Botifoll
Mr. Hilario Candela, AIA
Dr. Elvira Dopico
Dr. Humberto Lopez Alio
Mrs. Mignon Medrano
Dr. Ana Rosa Nufez
Dr. Ofelia Tabares
Dr. Maria Teresa Vargas Gomez
Mrs. Ana Rosa de Velasco

Additions or deletions to the Honorary Council shall be effected as

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not forth in the Bylaws.

ARTICLE 6.

INITIAL BOARD OF DIRECTORS. The initial Board of Directors, which shall also be denominated Board of Trustees, shall have five members whose names and addresses are as follows:

1. Ofelia Tabares Fernandez
1861 SW 36th Avenue
Miami, Florida 33145
2. Elvira Dopico
1400 SW 90th Avenue
Miami, Florida 33165
3. Ana Rosa de Velasco
1880 Coral Gate Drive
Miami, Florida 33145
4. Mignon Medrano
90 Edgewater Drive
#1110
Miami, Florida 33133
5. Luis Botifoll
2029 Alhambra Circle
Coral Gables, Fla 33134

Members of the Board of Directors shall be elected as set forth in the Bylaws.

ARTICLE 7.

OFFICERS. The officers of the Corporation shall consist of a President, Vice President, Secretary, Vice Secretary and Treasurer. Other officers may be provided for in the Bylaws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the ByLaws. The name and address of each initial Officer of the Corporation is as follows:

Title:	Name:	Address:
President	Ofelia Tabares Fernandez 1861 SW 36th Avenue Miami, Florida 33145	
Vice-Pres.	Elvira Dopico 1400 SW 90th Avenue Miami, Florida 33165	
Secretary	Luis Botifoll 2029 Alhambra Circle Coral Gables, Fla 33134	

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Vice-Secy. Mignon Medrano .
90 Edgewater Drive
#1110
Miami, Florida 33133

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Treasurer Ana Rosa de Velasco
1880 Coral Gate Drive
Miami, Florida 33145

ARTICLE 8.

INDEMNIFICATION. The corporation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by law.

ARTICLE 9.

INCORPORATOR. The name and address of the incorporator of this corporation is:

Ofelia Tabares Fernandez
1861 SW 36th Avenue
Miami, Florida 33145

ARTICLE 10.

ADDRESS OF PRINCIPAL OFFICE. The street address of the initial principal office and the mailing address of the corporation is 1861 SW 36th Avenue, Miami, Florida 33145.

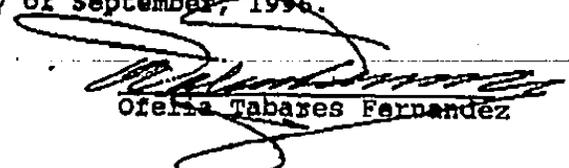
ARTICLE 11.

INITIAL REGISTERED AGENT AND OFFICE. The initial registered agent is JENNIFER SARDINA, P.A., and the initial registered office is at 255 University Drive, Coral Gables, Fla 33134.

ARTICLE 12.

NONSTOCK BASIS. The corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 4 day of September, 1996.

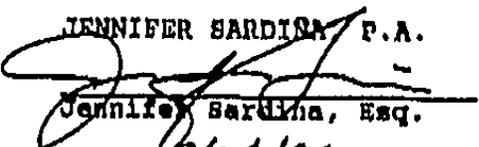

Ofelia Tabares Fernandez

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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 obligations of my position as registered agent.

JENNIFER BARDINA P.A.


Jennifer Bardina, Esq.

Date: 9/24/96

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