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Sumata K. Roerich  
Requestor's Name

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

1. San Cristobal de la Habana  
(Corporation Name) (Document #)
2. Foundation Inc  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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REGISTRATION/ QUALIFICATION	
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ARTICLES OF INCORPORATION OF  
SAN CRISTOBAL DE LA HABANA FOUNDATION, INC.  
(a Florida corporation, not for profit)

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation (hereinafter, the "Foundation"):

ARTICLE I

Name and Location of Principal Office

The name of the Foundation is SAN CRISTOBAL DE LA HABANA FOUNDATION, INC. (in Spanish, "FUNDACION SAN CRISTOBAL DE LA HABANA"). Its initial office shall be at c/o PaineWebber, Inc., 550 Biltmore Way, Coral Gables, FL 33134.

ARTICLE II

Term

The Foundation shall exist perpetually until dissolved by due process of law.

ARTICLE III

Incorporator

The name and address of the Incorporator of these Articles of Incorporation is Luis A. de Armas, 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, FL 33131.

#### ARTICLE IV

##### General Purposes

The purposes for which the Foundation is organized are 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.

#### ARTICLE V

##### Activities Not Permitted

Notwithstanding any other provision of these articles, the Foundation will not carry on any other activities not permitted to be carried on by (a) a Foundation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, or (b) a Foundation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE VI

##### Dedication and Distribution of Assets

No part of the net earnings of the Foundation shall inure to the benefit of any Member, Director, or Officer of the Foundation

or any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation affecting one or more of its purposes) and no Member, Director, or Officer of the Foundation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Foundation.

In the event of dissolution, the residual assets of the Foundation will be turned over to one or more organizations which themselves are exempt as organizations described in section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes.

#### ARTICLE VII

##### Management of Corporate Affairs

(a) Board of Directors. The powers of the Foundation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Foundation shall have four (4) Directors initially. The number of Directors of the Foundation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The method of selection of Directors is stated in the Bylaws of this Foundation.

The names and addresses of such first Members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MARIA CRISTINA FANJUL	c/o PaineWebber, Inc. 550 Biltmore Way Coral Gables, FL 33134
MARGARITA SALAZAR	c/o PaineWebber, Inc. 550 Biltmore Way Coral Gables, FL 33134
MARIA DOLORES DELGADO	c/o PaineWebber, Inc. 550 Biltmore Way Coral Gables, FL 33134
BEATRIZ ORLANSKY	c/o PaineWebber, Inc. 550 Biltmore Way Coral Gables, FL 33134

(b) Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer, and Secretary and such other Officers as the Bylaws of the Foundation may authorize. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

#### ARTICLE VIII

##### Indemnification

Every person who now is or hereafter shall be a Director or Officer of the Foundation shall be indemnified by the Foundation

against all costs and expenses (including counsel fees) reasonably incurred by or imposed upon her in connection with, or resulting from, any action, suit or proceeding of whatever nature, to which she is or shall be made a party by reason of her being or having been a Director or Officer of the Foundation (whether or not she is a Director or Officer of the Foundation at the time she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon her) except in relation to matters as to which she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

#### ARTICLE IX

##### Membership

The membership of the Foundation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. The Directors shall from time to time prescribe form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized

number of the Members of the Foundation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

#### ARTICLE X

##### Bylaws

The Board of Directors of the Foundation may provide such Bylaws for the conduct of the business of the Foundation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose.

#### ARTICLE XI

##### Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Director of the foundation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLE XII

Initial Registered Office and Agent

The name and address of the initial registered agent of the Foundation is Corporation Company of Miami, 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, FL 33131.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 30th day of September, 1996, for the purpose of forming the Foundation not for profit under the laws of the State of Florida.




LUIS A. DE ARMAS, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED FOUNDATION, AT THE PLACE DESIGNATED IN ARTICLE XII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

DATED THIS 30TH DAY OF SEPTEMBER, 1996.

CORPORATION COMPANY OF MIAMI

By   
Jill B. Zammis, Assistant Secretary  
(Registered Agent)

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TALLAHASSEE, FLORIDA

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