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97 DEC 16 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**LAZARUS CORPORATE INDUSTRIES, INC.**  
Requestor's Name

890 S.W. 87 AVENUE, SUITE: 16  
Address

MIAMI, FLORIDA 33174 (305)552-5973  
City/State/Zip Phone #  
LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

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

1. SOCIETY OF FRIENDS OF THE NEW  
(Corporation Name) (Document #)
2. REPUBLIC OF CUBA, INC.  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time 2:00     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<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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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
97 DEC 15 AM 10:59  
DIVISION OF CORPORATION

12/16/97  
OK to fix per Janet.  
KR

K. Rolfe    **DEC 15 1997**

Examiner's Initials

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ARTICLES OF INCORPORATION

OF

**SOCIETY OF FRIENDS OF THE NEW REPUBLIC OF CUBA, INC.**

A Florida Corporation Not For Profit

The undersigned, acting as incorporators of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE ONE

Name

The name of the corporation shall be:

SOCIETY OF FRIENDS OF THE NEW REPUBLIC OF CUBA, INC.

ARTICLE TWO

The term of existence of the Corporation is perpetual.

ARTICLE THREE

Purpose

The purposes for which the Corporation is organized are:

1. To promote and to disseminate the contribution of the late Cuban patriots Jose Marti, Felix Varela and others to the independence of the people of Cuba in the nineteen century.

2. To promote the democratic ideals of peaceful cooperation and association that were the trademark of the above mentioned Cuban patriots and to assist in the "nation building process" required to initiate the democratization and modernization of the new Cuban society's value system and structures.

*Handwritten initials: JWC*

3. To promote the development of a productive relationship between "insular and overseas" Cubans.

4. To conduct historical research studies of peoples and events of this century which were critical to the history of Cuba, within the general context of the Cuban, Caribbean and Latin American studies.

5. To establish links of cooperation with organizations, universities, foundations, schools, governmental units and any type of organization or person who has similar or compatible objectives with those of this corporation throughout the world.

6. To organize and present seminars, conferences, lectures, courses of study, etc., that will advance the objectives of this corporation.

7. To publish journals, books, monographs, occasional papers and other related publications within the scope as described in paragraphs one, two, three and four above.

8. To engage in any and all activities permitted under the laws of the United States of America and the State of Florida.

#### ARTICLE FOUR

##### Members

The membership of the Corporation shall be:

A. Those persons invited by the Board of Directors to become members, and who accept such invitation.

B. Those persons, in sympathy with the objectives of this Corporation, who request from the Board of Directors to be admitted as members, and who, in fact, after such request, are

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affirmatively accepted as members by the Board of Directors. The inaction by the Board of Directors with regard to any request as hereinabove described, shall never be considered an acceptance for membership.

C. The members of the Board of Directors.

ARTICLE FIVE

Directors

1. The name and addresses of the persons who are to serve as initial Board of Directors of the Corporation, and which shall serve as Directors until the first election or selection thereof, as provided in the Bylaws of the Corporation, are as follows:

- |                        |   |
|------------------------|---|
| -Marcos A. Ramos       | 2765 S.W. 32nd. Court<br>Miami, FL. 33133     |
| -Francisco J. Diaz-Pou | 2257 S.W. 21st. Street<br>Miami, FL. 33145    |
| -Felipe J. Prestamo    | 4950 San Amaro Dr.<br>Coral Gables, FL. 33134 |

All of these Directors are persons competent to contract.

2. The term of office of each Director shall be two years.

3. The number of Directors may be increased or decreased as provided in the Bylaws of the corporation. However, in no event shall the number of Directors be less than three (3).

4. Any vacancy in the Board of Directors, including vacancies created by any increase in the number of Directors, shall be filled by the rest of the Directors.

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5. Any Director may be removed, with or without cause by the vote of three-fourths (3/4) of the members of the Board of Directors at a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled.

6. Meetings shall be held at such place or places as the Board of Directors, may, from time to time, by resolution, designate or, in the absence of such designation, at the principal office of the Corporation. Meetings will be held at the date and times set forth on the Bylaws or as designated by the Board of Directors.

#### ARTICLE SIX

##### Officers

The affairs of the Corporation are to be managed by a President, a Vice-President, a Treasurer and a Secretary, and such other officers as may be deemed necessary by the Board of Directors. Such officers shall be elected by the Board of Directors at the first meeting of the Board of Directors in the month of January every year, and will have the functions and duties set forth in the Bylaws. The officers who are to serve until the first election under those articles are to be elected by the Board of Directors at their first meeting.

#### ARTICLE SEVEN

##### Powers of the Corporation

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things, and to engage

*Handwritten signature/initials on the left margin.*

in any and all lawful activities which may be necessary, useful, suitable, or desirable for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized including the power to contract, rent, buy or sell personal or real property.

The Corporation shall also aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of the purposes of the Corporation; notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c) of the Internal Revenue Code and its Regulations as the same now exist or as they may hereafter amended from time to time.

#### ARTICLE EIGHT

##### Bylaws

A. The Board of Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

B. The Bylaws may be amended, altered, or rescinded by a two-thirds (2/3) vote of the members of the Board of Directors present and voting, provided a written notice of intent to change the Bylaws and copy of the proposed changes shall have been mailed to all Board members, at least ten (10) days prior to such a meeting, and provided that a quorum is present.

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ARTICLE NINE

Amendments to Articles

These Articles of Incorporation may be amended at a regular meeting of the Board of Directors by a two-thirds (2/3) vote of all Board members, provided written notice of intention to submit such amendments and a copy of the proposed amendments has been mailed to all members of the Board of Directors at least ten (10) days prior to such a meeting.

ARTICLE TEN

Principal Place of Business and Registered Agent Address

The initial registered office and principal place of business of this Corporation is at, 2765 S.W. 32nd. Court and the registered agent is Marcos A. Ramos.

ARTICLE ELEVEN

Non-profit Character

The Corporation is not organized for profit, and no part of the net earnings of the corporation shall enure to the benefit of any private shareholder or individual. In the event of the liquidation or dissolution of the Corporation., whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and property received by the Corporation from any source after the payment of all debts and obligations of the Corporation, shall be used or distributed subject to the Non-Profit Corporation Law of the State of Florida, exclusively for the purposes within those set forth in Article Three of these

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

SOCIETY OF FRIENDS OF THE NEW REPUBLIC OF CUBA, INC.

2. The name and address of the Registered Agent and office is:

Marcos A. Ramos

2765 S.W. 32nd. Court, Miami, Florida 33133

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.

12-11-97  
DATE

  
REGISTERED AGENT

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