

N98000006528
SLINKMAN & SLINKMAN, P.A.

ATTORNEYS AT LAW

1401 FORUM WAY

SUITE 201

WEST PALM BEACH, FLORIDA 33401

F. KENDALL SLINKMAN*
*BOARD CERTIFIED CIVIL TRIAL LAWYER
RICHARD K. SLINKMAN
ALEJANDRO G. CASAS

KAREN D. RANDOLPH
PARALEGAL

TELEPHONE
(561) 686-3400
FACSIMILE
(561) 686-5683

November 12, 1998

Division of Corporations
ATTN: New Filings
409 East Gaines
Tallahassee, FL 32399

900002687069--2
-11/13/98-01060-011
*****78.75 *****78.75

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for the Fundacion Cubana Martiana, Inc. Also enclosed please find a check in the amount of \$78.75. That check is for the \$70.00 filing fee and \$8.75 for one certified copy.

Thank you for your attention to this matter. If you have any questions please call me at the above number.

Sincerely,



ALEJANDRO G. CASAS

AGC/pkl
Encs. as Noted

Alejandro G. Casas GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Translation*
DATE *11/13/98*
DOC. EXAM *Doris Brown*

D. BROWN NOV 17 1998

**ARTICLES OF INCORPORATION
OF
FUNDACION CUBANA MARTIANA, INC.**

TRANSLATION: CUBAN MARTI FOUNDATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 13 PM 2:53

The undersigned hereby associates himself for the purpose of establishing a corporation not-for-profit under the terms of Chapter 617, Florida Statutes, and certifies as follows:

**ARTICLE I
NAME**

The name of the corporation is FUNDACION CUBANA MARTIANA, INC. For convenience the corporation may be referred to in this instrument as the "Corporation".

**ARTICLE II
ADDRESS**

The address of the Corporation is 3358 Military Trail, Lake Worth, Florida 33463.

**ARTICLE III
PURPOSE**

A. The Corporation is organized exclusively for promotion of charitable purposes as deemed in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, with a specific purpose of soliciting contributions from individuals and businesses for the purpose of purchasing toys for distribution to needy children.

B. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private individual; nor shall any director, officer or any private individual receive any compensation for their services or be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

C. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

D. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporations shall be distributed to one or more children's charities, which shall be selected by the Board of Directors of the Corporation, provided however that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as an organization described in Section 501(c)(3) of the Code.

E. The Corporation is organized pursuant to the Florida not-for-Profit Corporation Act and does not contemplate gain or profit and is organized for not-profit purposes.

ARTICLE IV
DIRECTORS

The business of this corporation shall be conducted by a Board of Directors of not less than three (3) members, the exact number of directors to be fixed by the By-laws of the Corporation.

The number, term, manner of election, procedure for removal and the filling of vacancies on the Board of Directors shall be in accordance with the By-laws of this Corporation.

The names and addresses of the members of the first Board of Directors who shall hold office pursuant to the terms and provisions of these Articles and the By-laws of this Corporation until their successors are duly qualified and elected shall be:

JOSE PEDRO MORALES	3358 Military Trail, Lake Worth, FL 33463
MARIA BELLO	1315 Velda Way, Wellington, FL 33414 P
OSCAR NODARSE	4466 Caveret, Lake Worth, FL 33463

ARTICLE V
POWERS

The powers of the Corporation shall include and be governed by the following provisions:

The Corporation shall have all of the powers and duties given to non-profit corporations by the Florida Statutes, except as limited by these Articles, and the Corporation shall have all of the powers and duties reasonably necessary to carry out the purpose of the Corporation.

The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Articles of Incorporation and of the By-laws.

ARTICLE VI
REGISTERED AGENT

The Registered Agent for the corporation shall be Alejandro G. Casas, of the law firm of Slinkman and Slinkman, P.A., whose address is:

1401 Forum Way
Suite 201
West Palm Beach, FL 33401

ARTICLE VII **INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:

Alejandro G. Casas
1401 Forum Way
Suite 201
West Palm Beach, FL 33401

ARTICLE VIII **INDEMNIFICATION**

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding of any settlement of any proceeding to which he may be a party or in which he may become involved by reasons of his being or having been a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred; except that when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties such indemnification shall not lie. In the event of a settlement in any proceeding to which the director, officer or Corporation is a party, the indemnification described above shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX **BY-LAWS**

By-laws of the Corporation shall be adopted by the Board of Directors. Amendment, alteration, or rescission of said By-laws shall be accomplished at a duly constituted membership meeting held for that purpose, provided, however, that no amendment shall be effective unless approved by members representing at least three-fourths (3/4) of the total votes of the members of the Corporation.

ARTICLE X **AMENDMENTS**

These Articles of Incorporation may be amended at a special meeting of the members called for that purpose by the directors upon fourteen (14) days prior notice and upon seventy-five percent (75%) of the votes cast at such meeting.

Amendments may also be made at a regular meeting of the membership upon notice given as provided in the By-laws of intention to submit such amendments to the membership. Any

amendments proposed for a vote at a regular meeting of the members must be approved by seventy-five percent (75%) of the votes cast at such meeting.

ARTICLE XI **OFFICERS**

The affairs of the corporation shall be managed by a President, Secretary and Treasurer. Additional officers charged with the execution of the affairs of the Corporation may be authorized by the Board of Directors. Officers of the Corporation shall be elected as provided in the By-laws of the Corporation.

The first officers of the corporation shall serve until such time as they resign, are removed, or their successors are duly qualified and elected, and they shall be:

President	MARIA BELLO
Vice President	MIGUEL FERREL
Secretary	CANDITA MORALES
Treasurer	FRANK MONTIEL

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of November, 1998.



JOSE PEDRO MORALES

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12th day of November, 1998 by Jose Pedro Morales who is personally known to me or who has produced his Florida driver's license as identification, and did/did not take an oath.


Notary Public, State of Florida

Name (printed): Patricia K. Landers

My commission expires:



**DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT
OF
FUNDACION CUBANA MARTIANA, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 13 PM 2:53

FUNDACION CUBANA MARTIANA, INC. does hereby appoint Alejandro G. Casas, Esq., of Slinkman and Slinkman, P.A., to act as Registered Agent for the purpose of accepting service of process in accordance with the provisions of Chapter 607, Florida Statutes.

The undersigned is familiar with, and accepts, the obligation of that position.


ALEJANDRO G. CASAS, Esquire