

**RODRIGUEZ & MACHADO, P.A.**  
ATTORNEYS AND COUNSELORS

TELEPHONE (305) 377-1000  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 23, 1999

AGUSTIN DE GOYTISOLO, P.A.  
RODRIGUEZ & MACHADO, P.A.  
1000 BRICKELL AVENUE, SUITE 660  
MIAMI, FL 33131-3014

SUBJECT: UNITED CUBAN ATTORNEYS, INC.  
Ref. Number: W99000007006

We have received your document for UNITED CUBAN ATTORNEYS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

TRANSLATION IS NECESSARY WHEN THE ENTITY HAS IT'S TITLE IN ANY OTHER LANGUAGE EXCLUDING ENGLISH.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 899A00014524

**AGUSTIN DE GOYTISOLO, P.A.**

ATTORNEYS AND COUNSELORS

SENIOR COUNSEL  
RODRIGUEZ & MACHADO, P.A.

1000 BRICKELL AVENUE, SUITE 660  
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April 5, 1999

Ms. Dana Calloway, Document Specialist  
Florida Department of State  
Division of Corporations  
409 Gaines Street  
Tallahassee FL 32399-1500

Re: Filing of the articles of incorporation of UNITED CUBAN ATTORNEYS, INC., which translated to Spanish is UNION DE ABOGADOS CUBANOS, INC., deletion of its acronym UAC.

Dear Dana:

Following our conversation a few minutes ago, as you requested, we have deleted the acronym UAC from Article I of subject articles of incorporation in both original counterparts which you had returned to me with your March 23rd letter.

Such deletion, of course, does not impeded that UNITED CUBAN ATTORNEYS, INC., which translated to Spanish is UNION DE ABOGADOS CUBANOS, INC., may not separately file a fictitious name using such acronym UAC in the future.

Appreciating your interest, I remain

Sincerely yours,



Agustín de Goytisolo, P.A.

Enc. (2)

cc. Avelino J. González, Esq.

**ARTICLES OF INCORPORATION OF  
UNITED CUBAN ATTORNEYS, INC.**

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99 APR -7 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, (list of names of incorporators), all citizens and residents of Miami-Dade County, Florida, desiring to organize a Florida corporation under the Florida Not For Profit Corporation Act, Section 617 Florida Statutes as amended from time to time (the "Act"), by these presents file its Articles of Incorporation (the "Articles"), to wit:

**ARTICLE I: NAME**

The name of the Corporation is **UNITED CUBAN ATTORNEYS, INC.** (hereinafter referred to as the "Corporation"), that may use in its business outside Florida the translation to Spanish of its name: UNION DE ABOGADOS CUBANOS, INC.

**ARTICLE II: DURATION**

This Corporation will be organized and may commence its operation upon the filing of these Articles with Florida's Department of State, and shall have perpetual existence thereafter.

**ARTICLE III: PURPOSES**

This Corporation is organized exclusively for charitable, scientific, literary and educational purposes of attorneys who graduated from Law Schools of the Republic of Cuba and now are residents of the United States of America, within the meaning of section 501(c)(7) of the Internal Revenue Code of 1986 and its Regulations, as amended from time to time, or the corresponding provisions of any future United States revenue law (collectively, the "Code"), subject to the limitations expressed in Article VII(3) below.

**ARTICLE IV: MEMBERSHIP**

Section 1. **Members.** The members of the Corporation shall be **ex-officio** the persons who have been designated as initial members of the board of directors of the Corporation and such other members who may be a part of such board of directors elected from time to time. Each member of the Corporation shall be entitled to one (1) vote.

Section 2. **Associate Members.** Interested persons other than those referred

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in Section 1, and who are approved by the Board of Directors at its discretion, may be accepted for membership in the Corporation on the same terms.

Section 3. **Honorary and Supporting Members.** Upon the recommendation of the Board of Directors, the Corporation may select Honorary as well as Supporting Members of the Corporation for the term and consideration it may discretionarily determine.

## **ARTICLE V: MANAGEMENT**

Section 1. **Board of Directors.** All power of the Corporation shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. The number, qualifications, election from time to time, and removal of directors and the manner of selection of the Chairperson and Vice-Chairperson of the Board of Directors, if designated, shall be provided for in the bylaws of the Corporation.

Section 2. **Executive Committee.** The Board of Directors, amongst its members, may appoint a standing committee named the Executive Committee with the power to exercise, between meetings of the Board of Directors, any and all powers conferred on or duties imposed upon the Board of Directors except that the Executive Committee shall not have the authority to remove board members of the Board of Directors or fill vacancies therein, amend or repeal prior Board of Directors' action without the express consent thereof.

Section 3. **Other Committees.** The Board of Directors may establish one or more other committees, whether standing (i.e., appointed for a term) or select (i.e., appointed for a special purpose), to carry out the purposes of the Corporation.

## **ARTICLE VI: OFFICERS**

The officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors at the annual meeting of directors, and shall serve until their successors are chosen and qualified. There may be such other officers and assistant officers and agents as may be determined by the Board of Directors and the officers need not be members of UAC's board of directors. The failure to elect any of these officers shall not affect the existence of the Corporation.

## **ARTICLE VII: GENERAL PROVISIONS**

Section 1. **Bylaws.** The internal affairs of the Corporation shall be regulated

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by the bylaws, and the activities and affairs of the Corporation shall be managed and conducted by the directors in accordance with the bylaws. The power to amend or repeal the bylaws shall be vested in the Board of Directors in accordance with the terms of said bylaws.

**Section 2. Power and Authority.** Subject to the limitations of these Articles, the Corporation may exercise all powers and authority enjoyed by a corporation not for profit organized in Florida and under all other applicable laws, including the power to perform all acts and duties incident to the operation and management of the Corporation, and to accept contributions of money and other property, whether real or personal, or any interest therein; provided however, that the Corporation shall not have the power to carry on activities except in furtherance of the purposes for which it is organized.

**Section 3. Tax-Exempt Status.**

(a) Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by (i) a Corporation exempt from Federal income tax under section 501(c)(7) of the Code or (ii) a legal entity, contributions to which are deductible under section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, otherwise attempting to influence legislation or participating or intervening in any political campaign for or on behalf of candidates for public office (including the publishing or distribution of statements).

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

(c) In the event of dissolution of the Corporation, its residual assets will be distributed to the one or more organizations which themselves are exempt as organizations described in section 501(c)(7) and 170(c)(2) of the Code, or to the Federal, State, or any government agency or instrumentality, whether Federal or State, for exclusive public purposes.

(d) If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none, the Florida registered office) of the Corporation is located shall dispose of such assets exclusively for the purposes stated in Article III above, and exclusively to such organization or

organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such section 501(c)(7), as said court shall determine.

**Section 4. Conflicts of Interest.** No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation, shall in any way be affected or invalidated by the fact that any of the directors of the Corporation is pecuniarily or otherwise interested in, or is a director or officer of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he/she or such firm is so interested, shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

**Section 5. Indemnification.** Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified and held harmless by the Corporation against all claims, costs and expenses (including reasonable counsel fees) in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him). The right to indemnification, and the scope thereof, shall not be less than that provided by Section 617.0834, Florida Statutes as amended from time to time. Such 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 VIII: AMENDMENTS**

Amendments to these Articles shall be made by a majority vote of all members of the of the Corporation.

## **ARTICLE IX: DISSOLUTION**

The Corporation may be dissolved by its members following the limitations expressed in Article VII(3) above and in compliance with the regulations which may be contained in the bylaws of the Corporation.

#### ARTICLE X: PRINCIPAL OFFICE

The principal office of the Corporation is located at 6780 Coral Way, 2nd. floor, Miami FL 33155.

#### ARTICLE XI: REGISTERED AGENT

The registered agent of the Corporation is Avelino J. González, whose business address is 6780 Coral Way, Miami FL 33155, who by executing these Articles as one (1) of its incorporators, accepts his designation as registered agent thereof.

#### ARTICLE XII: INITIAL BOARD OF DIRECTORS AND ITS MEMBERS

The initial Board of Directors shall consist of following five (5) members, and the following persons, whose addresses are also indicated, shall be the initial directors, to hold office until their successors are designated in take office:

**Name of Director:**

**Directors' Address:**

AVELINO J. GONZALEZ

2451 Brickell Avenue, Apt. 18-R, Miami FL 33130,

JORGE LUIS LORENZO

305 West 68th Street, Apt. 419, Hialeah FL 33114, and


ELIO ROQUE TARAFÁ

1312 West 39th Place, Hialeah FL 33912.

#### ARTICLE XIII: INCORPORATORS

The incorporators are the three (3) directors mentioned above, where their respective names and addresses are indicated.

**IN WITNESS WHEREOF**, the undersigned incorporators of this Corporation, hereby execute and file these presents on the \_\_\_ day of March, 1999.

  
AVELINO J. GONZALEZ

Registered Agent accepting duties

  
JORGE LUIS LORENZO

  
ELIO ROQUE TARAFÁ

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