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September 13, 1999

Florida Department of State  
Division of Corporations  
Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

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-10/21/99--01040--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: **CODEL, INC., Articles of Incorporation of Florida corporation not for profit.**

Dear Sir/Madam:

For filing amongst your records, enclosed are two original counterparts of the Articles of Incorporation of subject Florida corporation for not profit, appreciating that you return to us a filed copy to my office.

Also enclosed is our check in the amount of \$87.50 covering the following fees and expenses:

Filing fee	\$35.00
Certified copy	<u>52.50</u>
<b>Total fees and costs</b>	<b><u>\$87.50</u></b>

Do not hesitate to contact me, should you have any questions.

Sincerely yours,

  
Agustin de Goytisoló

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99 OCT 21 PM 12:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Agustin de Goytisoló  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Desig. Agent  
DATE 10-25-99  
DOC. EXAM WC

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**ARTICLES OF INCORPORATION OF  
CODEL, INC.**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Guarioné M. Díaz, a citizen and resident 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 files its Articles of Incorporation (the "Articles"), to wit:

**ARTICLE I: NAME**

The name of the Corporation is **CODEL, INC.** (hereinafter referred to as the "Corporation"). In its activities, the Corporation may be known solely as CODEL solely.

**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 within the meaning of section 501(c)(3) 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 (the "Code"), subject to the limitations expressed in Article VII(3) below, primarily to: (indicate primary purposes).

**ARTICLE IV: MEMBERSHIP**

Section 1. **Members.** The members of the Corporation shall be **ex-officio** the persons who from time to time are in office as members of the Executive Board or Committee of the Cuban American National Council, Inc. (the "CNC"), a corporation not for profit organized under the laws of the District of Columbia and authorized to transact business in Florida. Each member of the Corporation shall be entitled to one (1) vote.

Section 2. **Associate Members.** Interested persons other than those referred in Section 1, and who are approved by the Board of Directors at its discretion, may

be accepted for membership in the Corporation on such terms as the Board of Directors at its discretion may deem pertinent. The Board of Directors may designate more than one class of Associate Members and may freely determine the name under which they are to be called.

Section 3. **Honorary Members.** Honorary members of the Corporation may be selected upon the recommendation of the Board of Directors.

## ARTICLE V: MANAGEMENT

Section 1. **Board of Directors.** The Board of Directors of the Corporation, designated by its members, shall exercise all powers of the Corporation by and under its authority and it shall manage all business and affairs of the Corporation without limitation. The number, qualifications, election, and removal of directors and the manner of selection of the Chairperson and Vice-Chairperson of the Board of Directors from time to time 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 the Executive Board of Cuban American National Council, Inc. 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

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. 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)(3) of the Code or (ii) a corporation, contributions to which are deductible under section 170(c)(2) of the Code; or a corporation receiving contributions which are deductible under section 170, 2055 or 2522 of the Code.

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

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).

**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 Member, 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/she is or shall be made a party by reason of his being or having been a Member, Director or Officer of the Corporation (whether or not he/she is a Member, 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/her). 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 bylaws of the Corporation. In the event the Corporation is dissolved, after paying or making provision for the payment of all liabilities of the Corporation, the directors shall dispose of all the assets of the Corporation exclusively for the purposes of the Corporation principally in favor of said Cuban American National Council, Inc., or if it has been dissolved or is inactive then, for similar purposes in such manner, or to such organization(s) organized and operated exclusively for charitable or educational purposes as at the same time shall qualify as an exempt organization(s) under section 501(c)(3) of the Code, as the Board of Directors shall determine. 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 IV herein, 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)(3), as said court shall determine.

**ARTICLE X: PRINCIPAL OFFICE**

The principal office of the Corporation is situate at 1223 SW Fourth Street, Miami FL 33135-2407.

**ARTICLE XI: REGISTERED AGENT**

The registered agent of the Corporation is Mr. Guarioné M. Díaz, whose business address is 1223 SW Fourth Street, Miami FL 33135-2407.

**ARTICLE XIII: INCORPORATOR**

The name and address of the incorporator is expressed above.

**IN WITNESS WHEREOF**, the undersigned incorporator of this Corporation, hereby executes and files these presents on the \_\_\_ day of September, 1999.

I am hereby familiar with and accepts the duties and reponsibilities of registered agent for said corporation.

  
**GUARIONE M. DIAZ**  
Incorporator/Registered Agent

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*(rev. September 13, 1999)*