

## **CONSTITUTIVE ACT OF PROYECTO PATRIA**

In the city of Houston, Texas, on the 12th day of January in the year 2025, the undersigned meet to formally constitute a non-profit organization, which will be called Proyecto Patria, in compliance with the applicable laws of the state of Delaware and the government of the United States, and in adherence to the beneficial and public interest purposes described below:

### **ARTICLE I: NAME OF THE ORGANIZATION**

The name of the organization will be Proyecto Patria, and its main headquarters will initially be established at 10925 Briar Forest Dr Apt 2058, Houston TX, 77042.

Proyecto Patria, through its bylaws and this Constitutive Act, will be governed by the norms of a non-profit entity, with the purpose of obtaining and maintaining tax-exempt status under section 501(c)(3) of the Internal Revenue Service (IRS), to the extent applicable.

### **ARTICLE II: PURPOSE OF THE ORGANIZATION**

Proyecto Patria is constituted with the purpose of promoting the cultural, social, and political development of Cuba, fostering civic education and citizen participation to drive changes that guarantee the freedom and rights of the Cuban people. To this end, the organization will employ tools and agreements that are of interest to fulfill its mission, including the development and management of the "OPEN PatriA" platform or any other technological innovation deemed necessary.

### **ARTICLE III: MISSION AND OBJECTIVES**

#### **Section 1. Mission**

Mission: To use the digital platform "Proyecto Patria" (also referred to as "OPEN PatriA" in complementary documents) to coordinate and organize civic, cultural, and educational actions that strengthen social awareness and mobilization on the island and the Cuban diaspora, promoting democratic transformation and the defense of the fundamental rights of the Cuban people.

#### **Section 2. Objectives**

- Consolidate a robust digital platform that brings together the efforts of Cubans inside and outside the island, serving as a meeting and coordination point.
- Facilitate donations and economic contributions to cover the needs of the most vulnerable sectors of the Cuban population.

- Organize and coordinate legal and civic actions that drive democratic change and the recognition of fundamental rights and freedoms.
- Implement a "cultural battle" from micro-communities, fostering the awakening of social awareness and the dissemination of civic values.
- Promote education in rights, civic duties, and citizen participation through campaigns and training projects.

#### **ARTICLE IV: COMPOSITION OF THE INITIAL BOARD OF DIRECTORS**

To fulfill the purposes described above, the initial Board of Directors is composed of seven (7) founding members, who sign this Act.

These members assume the following main positions and responsibilities:

#### **ARTICLE V: RESPONSIBILITIES OF THE FOUNDING MEMBERS**

Rafael Gonzalez Rodriguez President of the Board of Directors

Leandro Alvarez Perez Vice President of the Board of Directors

Leonardo de Miranda Head of the Legal and Compliance Department

Director of the Financial and Administration Department

Rafael Guerra Fruto Director of the Communication and External Relations Department and Secretary General of the HR Department

Yunior Brunet Batista Director of the HR Department and Secretary General of the Communication and External Relations Department

Dianelis Gonzalez Hernandez Secretary General of the Board of Directors

Arlet Same Gonzalez Responsible for Social Innovation

- Area Directors

Each Director will perform the responsibilities of their respective area: International Liaison, Communication and Networks, Donations and Grants, and Cultural Strategy and Mobilization.

They will propose initiatives, present progress reports to the Board of Directors, and collaborate mutually to ensure the coherence of the projects.

- Project Ambassadors

The Board of Directors may appoint as "Proyecto Patria Ambassadors" relevant individuals who are not part of the Board of Directors but who perform representation, dissemination, or social liaison functions in support of the mission. These ambassadors will be subject to the same ethical and confidentiality principles as the rest of the members, without having fiduciary responsibilities or voting rights on the Board.

## **ARTICLE VI: FUNCTIONS AND MEETINGS**

### **Board of Directors Sessions**

The Board of Directors will meet at least once a month to evaluate progress, plan actions, and make strategic decisions.

Extraordinary meetings may be held at the proposal of the President or a simple majority of the Board members.

### **Voting and Quorum Form**

Ordinary decisions will be made by a simple majority of the members present.

In critical or high-impact matters (e.g., mission modification, large-scale agreements, dissolution, etc.), the favorable vote of at least two-thirds (2/3) of the Board members will be required.

A minimum quorum is established as the presence of at least five (5) of the seven (7) founding members, or 75% of the total if the number of the Board varies in the future.

### **Exceptional Unanimity**

Unanimity may be required in extraordinary situations previously defined in the bylaws, such as the alienation of critical assets or radical changes in the organization's structure.

## **ARTICLE VII: BOARD EXPANSION PROCESS**

### **Future Expansion**

The Board of Directors, originally composed of seven (7) members, may be expanded with the admission of new members, provided they meet the admission criteria established in the internal bylaws and are approved by a qualified majority of the Board (e.g., two-thirds).

### **Member Replacement**

In case of vacancies (resignation, death, or dismissal), the number of members will be maintained at seven (7)—or the number established as optimal—by electing a substitute in accordance with the requirements and procedure established in the Bylaws.

## **Alignment with Bylaws**

This Constitutive Act will be interpreted in accordance with the bylaws of Proyecto Patria, which will detail the admission criteria, terms of office, and rights and obligations of directors and ambassadors.

## **ARTICLE VIII: AUTHORITY TO ENTER INTO AGREEMENTS AND INTELLECTUAL PROPERTY**

### **Contract Execution**

Proyecto Patria, through its Board of Directors and the individuals to whom legal representation is delegated, will be authorized to enter into agreements, contracts, or license agreements with third parties, provided they contribute to the fulfillment of the organization's mission and objectives.

### **Intellectual Property**

The organization may acquire, register, or manage intellectual property rights (trademarks, patents, copyrights) that are considered strategic for its work, including the "OPEN PatriA" platform.

Any relevant decision regarding Intellectual Property will be submitted to the approval of the Board of Directors, in accordance with the stipulated voting percentages.

## **ARTICLE IX: DURATION AND DISSOLUTION**

### **Indefinite Duration**

Proyecto Patria will have an indefinite duration, persisting as long as there is the will to fulfill its beneficial mission.

### **Dissolution Procedure**

In case of dissolution, the applicable legislation and internal bylaws will be observed. The remaining assets, after the payment of obligations, will be exclusively allocated to other non-profit organizations pursuing educational, human rights, or social development purposes, maintaining the integrity of Proyecto Patria's mission.

If there are agreements or licenses related to the "OPEN PatriA" platform or other technological tools, the specific clauses of such contracts will be observed for the transfer or use of intellectual property, in order to protect the original beneficial objective.

## **SIGNATURES OF THE FOUNDING MEMBERS**

Signature: \_\_\_\_\_

Name: Rafael Gonzalez Rodriguez

President of the Board of Directors

Program and Project Coordinator

Signature: \_\_\_\_\_

Name: Leandro Alvarez Perez

Vice President of the Board of Directors

Signature: \_\_\_\_\_

Name: Leonardo de Miranda

Head of the Legal and Compliance Department

Director of the Financial and Administration Department

Signature: \_\_\_\_\_

Name: Rafael Guerra Fruto

Director of the Communication and External Relations Department and Secretary General of the HR Department

Signature: \_\_\_\_\_

Name: Yunior Brunet Batista

Director of the HR Department and Secretary General of the Communication and External Relations Department

Signature: \_\_\_\_\_

Name: Dianelis Gonzalez Hernandez

Secretary General of the Board of Directors

Signature: \_\_\_\_\_

Name: Arlet Same Gonzalez

Responsible for Social Innovation

In witness whereof, the undersigned declare their will to constitute Proyecto Patria as a non-profit organization, commit to respecting the stipulations in this Constitutive Act, and to fulfilling the beneficial and mission-related purposes described herein. With the signing of this document, the constitution of the entity is formalized, recording the responsibilities and powers of each of the founding members.