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TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 23, 2014

JOHN ENGLEHARDT, P.A.
1524 EAST LIVINGSTON STREET
ORLANDO, FL 32803

SUBJECT: ROMANO INVESTMENT AND MANAGEMENT GROUP, INC.
Ref. Number: W14000038979

We have received your document for ROMANO INVESTMENT AND MANAGEMENT GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The name and document number of conflict is, "L09000113782- ROMANO INVESTMENT & MANAGEMENT GROUP, LLC".

Please return 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) 245-6052.

Carol Mustain
Regulatory Specialist II

Letter Number: 714A00013550

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TALLAHASSEE, FLORIDA
14 JUL 28 PM 12:48

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TALLAHASSEE, FLORIDA
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JOHN C. ENGLEHARDT, P.A.
ATTORNEY OF LAW

1524 East Livingston Street
Orlando, Florida 32803
Telephone (407) 896-1138
Facsimile (407) 896-7370

June 17, 2014

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Romano Investment and Management Group, Inc.

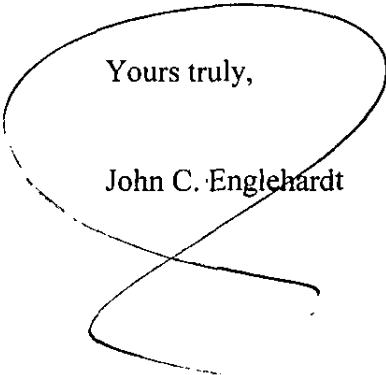
Dear Sir or Madam:

Enclosed please find original Articles of Incorporation for Orange Groove, Inc. and check in the amount of \$70.00 representing the filing fee and registered agent designation.

Please file same and provide document number.

Yours truly,

John C. Englehardt



JCE/ds
Enc.

**ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA ROMANO INVESTMENT and MANAGEMENT GROUP, INC.**

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be CENTRAL FLORIDA ROMANO INVESTMENT and MANAGEMENT GROUP, INC.

ARTICLE II

CENTRAL FLORIDA ROMANO INVESTMENT and MANAGEMENT GROUP, INC. shall be a Florida Not For Profit Corporation.

ARTICLE II

The primary purpose of the Corporation shall be to provide funding for the construction of a mosque in the Central Florida area. The secondary purpose of the Corporation shall be to provide financial assistance for medical students. In addition, the Corporation shall have and exercise all powers accorded corporations not for profit under the laws of Florida that are not in conflict with the Corporation's exempt purposes.

Provided however, notwithstanding any other provision of these Articles of Incorporation:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, 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, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(b) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or not permitted to be conducted by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

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ARTICLE IV

The existence of this Corporation shall be perpetual. However, if the Corporation ceases to exist, upon the dissolution of the Corporation or the winding up of its affairs, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The name and address of the sole incorporator and the principal office of the Corporation is:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| Anthony Alexander | 9611 Lake Douglas Place, Orlando, Florida 32817 |

ARTICLE VI

The affairs of this Corporation shall be managed by a Board of Directors initially consisting of three Directors, Anthony Alexander, Yousry Wahby Salama, and Tarek Z.M.A. Elgebily. If Anthony Alexander dies, resigns, or is declared mentally incompetent by a Court of competent jurisdiction the affairs of this Corporation shall be managed by a Board of four (4) Directors, all natural persons over the age of 18. Refaat Hafez, Yousry Wahby Salama, Emil Gasperoni and Tarek Z.M. Elgebily. all of whom shall serve as a Director until removed, replaced or reconfirmed as provided for in the Bylaws. Upon the expiration of the terms of the current Board of Directors or upon the resignation or death or incapacity of a Director, new Directors shall be elected or appointed as established in the Bylaws.

Annual meetings of the Board of Directors shall be held each year in the manner established in the Bylaws.

ARTICLE VII

The Corporation shall have one officer, a President who shall be Anthony Alexander. Upon the death of Anthony Alexander the four Directors shall elect a Chairman and Secretary, who shall then serve as the officers of the Corporation. The duties of the officers shall be as provided in the Bylaws, or unless specifically prohibited by the Bylaws, as provided in Chapter 617, Florida Statutes.

ARTICLE VIII

The Bylaws of the Corporation are to be made, altered or rescinded at the discretion of Anthony Alexander; and, after his death, by a vote of three Directors.

ARTICLE IX

The provision of these Articles may be amended at the discretion of Anthony Alexander; or, after his death, at any meeting of the Board of Directors at which a quorum is present by the unanimous vote Directors present, provided that the Chairman is present at such meeting.

ARTICLE X

The Board of Directors shall make such provisions for Membership as it sees fit, either in the Bylaws or by separate resolution.

ARTICLE XI

Neither the members, directors nor officers of the Corporation shall be personally liable for the debts of the Corporation. All officers and directors of the corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees reasonably incurred in connection with any proceeding or settlement thereof in which they may be involved by reason of holding such position. The Corporation may purchase and maintain insurance on behalf of all directors or officers against any liability asserted against them, or incurred by them, in their capacity as directors or officers or arising out of their status as such.

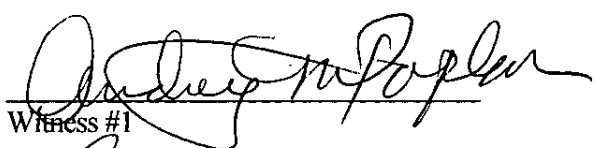
ARTICLE XII

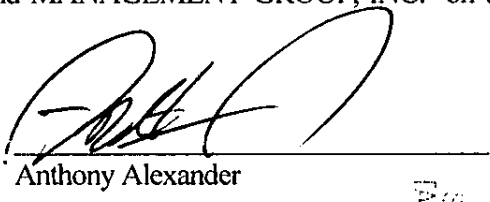
The Corporation shall have the power to indemnify any person made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty of such person for an act or acts alleged to have been committed (including alleged omissions or failures to act) by such person, except as constitutes gross negligence or willful misconduct, in his capacity as a director, officer, employee or agent of the Corporation, or of any other Corporation, partnership, joint venture, trust or other enterprise on which he served as such at the request of the Corporation, against judgments, fines, reasonable amounts paid in settlement and reasonable expenses, including attorneys fees, actually and necessarily incurred as a result of such action, suit or proceeding, including any appeal thereof. The Corporation may pay such expenses, including attorneys fees, in advance of the final disposition of any such action, suit or proceeding, upon a preliminary determination of the correctness of such person's conduct as required by law and upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he is entitled to indemnification by the Corporation for such expense. The Board of Directors may purchase and maintain of insurance to provide indemnification hereunder.

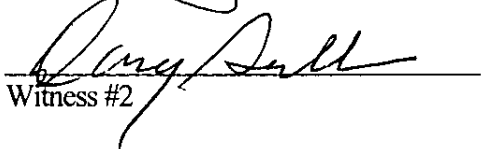
ARTICLE XIII

The address of the registered office of the Corporation is 9611 Lake Douglas Place, Orlando, FL 32817 and the name of its registered agent at such office is Anthony Alexander.

IN WITNESS WHEREOF, We have affixed our names as Director and as sole subscriber of CENTRAL FLORIDA ROMANO INVESTMENT and MANAGEMENT GROUP, INC. on the date indicated.


Witness #1

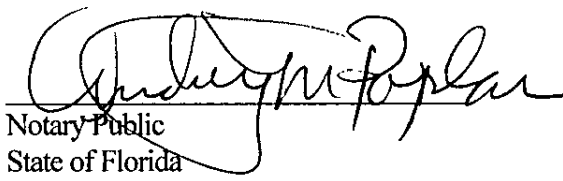

Anthony Alexander

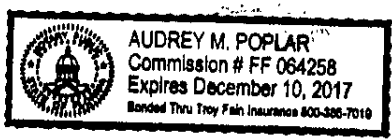

Witness #2

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TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23rd day of July, 2014 by Anthony Alexander who is personally known to me or who has produced Florida driver's license as identification and who did/did not take an oath.


Notary Public
State of Florida

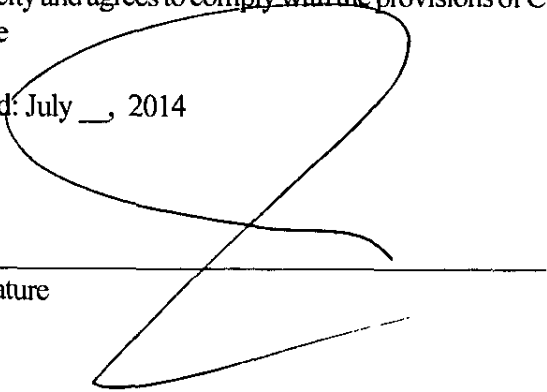


ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CENTRAL FLORIDA ROMANO INVESTMENT and MANAGEMENT GROUP, INC., at the place designated in the Articles of Incorporation, Anthony Alexander, whose address is 9611 Lake Douglas Place, Orlando, FL 32817, agrees to act in this capacity and agrees to comply with the provisions of Chapter 48 Fla. Stat. (1992) relative to keeping open such office

Dated: July __, 2014

Signature

A large, stylized handwritten signature in black ink, written over a horizontal line. The signature is highly cursive and loops around the line.

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