

7/28/2017

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**FLORIDA PROFIT/NON PROFIT CORPORATION
JAMES WILL NOT DIE FOUNDATION, INC.**

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JUL 31 2016

T. SCOTT

ARTICLES OF INCORPORATION
of
JAMES WILL NOT DIE FOUNDATION, INC.
(A Florida Corporation Not-for-Profit)

These Articles constitute the Articles of Incorporation of JAMES WILL NOT DIE FOUNDATION, INC., a corporation not-for-profit organized under the laws of the State of Florida.

17 JUL 28 AM 8:46
STATE OF FLORIDA
CORPORATION

Article I
Name and Address

The name of the Corporation is JAMES WILL NOT DIE FOUNDATION, INC. with a principal place of business at: and mailing address at 150 SE 2nd Avenue, Suite 1010, Miami Florida 33131.

Article II
Purpose

The purposes for which the Corporation is formed are:

1. The general nature of the business to be transacted by the Corporation will be the formation, operation and management of social, educational and charity organization with the purpose of promoting and upholding JAMES WILL NOT DIE FOUNDATION's image, history and endeavor, and to expand international awareness through volunteer assistance programs and by offering assistance to under developed areas and people in need, promoting emotional and physical wellness, and foster mainly, but not exclusively, children and women in need of assistance.

2. Generally to have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, or which may hereafter be conferred, including to allow the social and socio-medical assistance, the medical assistance, the education and the formation of the beneficiary subjects. The beneficiaries are individuated, mainly, but not exclusively, in children and women who live in foreign countries or regions of foreign countries, where they suffer, as a matter of fact, situations of particular suffering and/or discrimination of any kind which threaten their surviving even connected to the local situation of poverty, strong under development, economic, social, cultural backwardness, to war situations, to hard and lasting natural calamities such as drought, floods, desertification, to situations environmental damage, following from the use of chemicals with acts of war; to environmental and ecologic disasters. This Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized

and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in and limited by these Articles.

3. This Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these Articles, 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 and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as the Board of Directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the appropriate Court of the county in which the principal 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 III
Duration

The term of existence of the Corporation is perpetual.

Article IV
Membership

Membership in the Corporation shall be as regulated by the Bylaws.

Article V
Registered Office and Principal Office Address

The principal office address, mailing address and address of the registered office of the

Corporation is 150 SE 2nd Avenue, Suite 1010, Miami, Florida 33131, and the name of the registered agent at that address is Stefania Bologna, Esq.

Article VI
Directors and Officers

The Corporation shall be operated and managed by three directors, initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three. The names and addresses of the initial directors and officers until the first election are:

Name	Title	Address
Alessandra Maggioni	Director/President	1172 S. Dixie Highway Suite #275 Coral Gables, FL 33146
Francesco Romagnoli	Director/Vice President	1172 S. Dixie Highway Suite #275 Coral Gables, FL 33146
Francesca Gallarelli	Director/Secretary	1172 S. Dixie Highway Suite #275 Coral Gables, FL 33146

Article VII
Incorporator

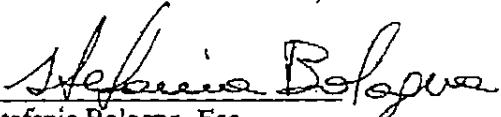
The name and address of the Incorporator hereof is:

Stefania Bologna, Esq.
150 SE 2nd Avenue, Suite 1010
Miami, Florida 33131

Article VIII
Commencement of Existence

The Corporation shall commence its existence on the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, I have subscribed my name this 27th day of July, 2017.


Stefania Bologna, Esq.

Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized pursuant under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


The name of the Corporation is: JAMES WILL NOT DIE FOUNDATION, INC.

The name and address of the registered agent and office is:

Stefania Bologna, Esq.
150 SE 2nd Avenue, Suite 1010
Miami, Florida 33131

The undersigned, Stefania Bologna, Esq., Registered Agent, hereby accepts the designation of as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

Date: July 27, 2017


Stefania Bologna, Esq., Registered Agent