

N9700000 7176

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

700002384207--6

-12/29/97-01044-010

*****70.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Schiavone Family Foundation, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in

Pick up time 12/29/97

Certified Copy

Mail out

Will wait

Photocopy *Stamped*

Certificate of Status

97 DEC 29 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SCHIAVONE FAMILY FOUNDATION, INC.

(Pursuant to FL. ST. Ch. 617)

The undersigned, who is at least 18 years of age, for the purpose of forming a corporation pursuant to the provisions of the Florida Not for Profit Corporation Act, certifies as follows:

FIRST: The name of the corporation is SCHIAVONE FAMILY FOUNDATION, INC.

SECOND: The corporation is organized for exclusively charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"); including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States internal revenue law).

THIRD: The address of the corporation's principal office is Ocean Reef Club, 33 Cardinal Lane, Key Largo, Florida.

FOURTH: The qualifications for members and the manner of their admission shall be as regulated by the Bylaws of the corporation.

FIFTH: Directors shall be elected as set forth in the Bylaws of the corporation.

SIXTH: The address of the corporation's initial registered office is Ocean Reef Club, 33 Cardinal Lane, Key Largo, Florida; the name of the corporation's initial registered agent at that address is Ronald A. Schiavone.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is six, the names and addresses of whom are as follows:

Ronald A. Schiavone
Ocean Reef Club
33 Cardinal Lane
Key Largo, Florida 33037

Jean R. Schiavone
Ocean Reef Club
33 Cardinal Lane
Key Largo, Florida 33037

Christopher Schiavone
5 Collins Drive
Morristown, NJ 07960

Elissa DiAlfonso
247 Long Meadow Road
Bedminster, NJ 07921

Cora DiMaggio
288 Morning Glory Court
Whitehouse Station, NJ 08889

James Anderson Pirtle
79 Meadow Road
Whitehouse Station, NJ 08889

EIGHTH: (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its 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.

(b) 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 or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any other provision contained in this Certificate of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code; or (iii) by a private foundation under Section 617.0835 of the Florida Statutes (or the corresponding provision of any future Florida statute).

(d) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(e) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(f) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(g) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(h) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

NINTH: 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, 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 Code, as the board of directors shall determine.

TENTH: No director or officer of the corporation shall

be personally liable to the corporation for damages with respect to the breach of any duty owed to the corporation; PROVIDED, HOWEVER, that this Article shall not relieve a director or officer from liability for any such breach of duty based upon any act or omission: (i) in breach of such person's duty of loyalty to the corporation; (ii) not in good faith or involving a knowing violation of law; (iii) resulting in receipt by such person of any improper personal benefit; or (iv) involving recklessness or committed in bad faith, with malicious purpose, or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

ELEVENTH: The name and address of the corporation's sole incorporator are as follows:

Eugenia Yudanin
Orloff, Lowenbach, Stifelman & Siegel, P.A.
101 Eisenhower Parkway
Roseland, New Jersey 07068

IN WITNESS WHEREOF, the undersigned has signed this Articles of Incorporation on December 23, 1997.

Eugenia Yudanin
Eugenia Yudanin, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

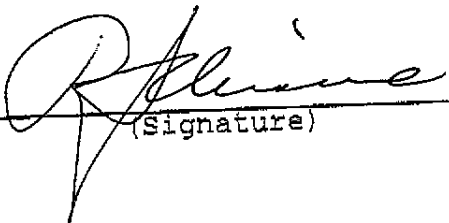
**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

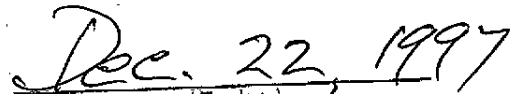
1. The name of the corporation is:
Schiavone Family Foundation, Inc.

2. The name and address of the registered agent and office is:
Ronald A. Schiavone
Ocean Reef Club
33 Cardinal Lane
Key Largo, Florida 33037

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)



(Date)