

N 98000001355

TRANSMITTAL LETTER

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

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-03/06/98--01016--005
***131.25 ***131.25

SUBJECT: Vincent Sirabella Foundation Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Ronald Sirabella Sr.
Name (Printed or typed)

2757 Courtland Blvd.
Address

RONALD GAVE Deltona, FL 32738
City, State & Zip

AUTHORIZATION BY PHONE TO
CORRECT PRINCIPAL ADDRESS (904) 789-1441
DATE 3-9-98 Daytime Telephone number

DOC. EXAM JM

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 MAR - 6 AM 9: 11

FILED

JM 3-9-98

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FILED
98 MAR -6 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Corporate Name

The name of this corporation is: VINCENT SIRABELLA FOUNDATION, INC. @ 2157 COURTLAND BLVD, DELTONA, FL 32738.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

(a) for the advancement of charity and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

(b) for helping families whose child or children have died.

(c) to operate exclusively in any other manner for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE V

Management of Corporate Affairs

(a) Board of Trustees. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the corporation shall be

Five (5), provided, however, that such number may be changed by a bylaw duly adopted by the members.

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Trustees and until the qualification of the successors in office. Annual meetings shall be held at on May 1st of each year at 2757 Courtland Boulevard, Deltona, Florida, or at such other place or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Trustees are as follows:

| Name: | Address: |
|-----------------------|--|
| Ronald Sirabella, Sr. | 2757 Courtland Blvd. Deltona, FL 32738 |
| William Long | 145 S. Highway 17/92 Debary, FL 32713 |
| Gustavo Rodriguez | 770 Riveroak Drive Ormond Beach, FL 32174 |
| Colleen Cunningham | 3207 Crestwood Forest Drive Deltona, FL 32725 |
| Peter Genovesi | 3207 Crestwood Forest Drive Deltona, FL 32725 |

(b) Corporate Officers. The Board of Trustees shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

| Name: | Address: |
|-------------------------------------|--|
| President: Ronald Sirabella, Sr. | 2757 Courtland Blvd. Deltona, FL 32738 |
| Vice President: William Long | 145 S. Highway 17/92 Debary, FL 32713 |
| Secretary: Colleen Cunningham | 3207 Crestwood Forest Drive Deltona, FL 32725 |
| Treasurer: Gustavo Rodriguez | 770 Riveroak Drive Ormond Beach, FL 32174 |

ARTICLE VI

Earnings & Activities of Corporation

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in Article IV hereof.

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

(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible

under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Distribution of Assets

Upon dissolution of the corporation, the Board of Trustees 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Membership

(a) The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(b) Any person paying the dues provided for by the bylaws and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporations and by such rules and regulations as the trustees may from time to time adopt, is eligible for membership.

(c) A prospective member shall be eligible for membership upon presentation of an approved application by membership committee for approval and acceptance by the Board of Trustees.

ARTICLE IX

Subscriber

The name and residence address of the Subscriber of this corporation is as follows:

| | |
|-----------------------|---|
| Name: | Address: |
| Ronald Sirabella, Sr. | 2757 Courtland Boulevard Deltona, FL 32738 |

ARTICLE X

Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Trustees, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI

Dedication of Assets

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

Registered Agent and Office

The address of the corporation's registered office shall be: 2757 Courtland Boulevard, Deltona, Volusia County, Florida 32738; and the name of its registered agent at said address shall be: Ronald Sirabella, Sr.

ARTICLE XIII

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote.

We, the undersigned, being the subscriber and incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 4th day of March, 1998.

Ronald Sirabella Sr.
Ronald Sirabella, Sr.
Subscriber

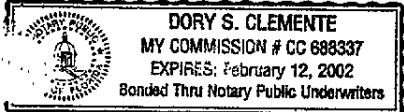
Ronald Sirabella Sr.
Ronald Sirabella, Sr.
Registered Agent

STATE OF FLORIDA -
COUNTY OF Volusia

BEFORE ME, the undersigned authority personally appeared Ronald Sirabella, Sr., who is well known to me or who has produced Florida Driver's License #8614-720-62-284-0 as identification, and who upon being duly sworn executed the foregoing Articles of Incorporation and acknowledged to an before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day of March, 1998.

Dory S. Clemente
Notary Public



CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

Vincent Sirabella Foundation, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Deltona, County of Volusia, State of Florida, has named Ronald Sirabella, Sr. as its registered agent to accept service of process within this state, who is located at the following registered office: 2757 Courtland Boulevard, Deltona, Florida 32738.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.

Dated this 4th day of March, 1998.

Ronald Sirabella Sr.
Ronald Sirabella, Sr.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA