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Florida Department of State

Division of Corporations

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From:

**Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)521-1030**

FLORIDA NON-PROFIT CORPORATION

THE AVELLINO FAMILY FOUNDATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 19, 2000

CSC NETWORKS
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TALLAHASSEE, FL 32301

SUBJECT: THE AVELLINO FAMILY FOUNDATION, INC.
Ref. Number: ~~W60600022849~~

We have received your document for THE AVELLINO FAMILY FOUNDATION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

Please return the original and one copy of 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) 487-6973.

Claretha Golden
Document Specialist

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**ARTICLES OF INCORPORATION
OF
THE AVELLINO FAMILY FOUNDATION, INC.
(A Florida Not for Profit Corporation)**

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ARTICLE I - NAME

The name of the corporation shall be "THE AVELLINO FAMILY FOUNDATION, INC." (hereinafter called the "Corporation").

ARTICLE II - CORPORATE NATURE

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.

ARTICLE III - ADDRESS OF PRINCIPAL OFFICE

The street address of the initial principal office and the mailing address of the Corporation is 4750 Northeast 23rd Avenue, Fort Lauderdale, Florida 33308-4721.

ARTICLE IV - PURPOSES

A. The purposes of the Corporation are to receive and administer money and property for religious, charitable, scientific, educational, and literary 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 1986, as amended (the "Code"), or any other corresponding provision of any future United States internal revenue law. For purposes of the foregoing sentence, "religious", "charitable", "scientific", "educational", and "literary" purposes shall have the meanings defined in Section 501(c)(3) of the Code, and the corresponding Treasury Regulations.

B.. Notwithstanding any other provision of these Articles, the Corporation is organized and shall operate exclusively for the purposes set forth in Paragraph A.

C. The Corporation hereby expresses its intent to be an organization exempt from taxation under Section 501(c)(3) of the Code and to be an organization contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2)(A) and 2522 of the Code.

ARTICLE V - MANAGEMENT

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided by the Bylaws of the Corporation. The number of persons constituting the Board of Directors shall be three (3) or more. The number and method of

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election of members of the Board of Directors shall be as provided in the Bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation, and Directors may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated Directors.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Frank J. Avellino	4750 Northeast 23rd Avenue Fort Lauderdale, Florida 33308-4721
Nancy Carroll Avellino	4750 Northeast 23rd Avenue Fort Lauderdale, Florida 33308-4721
Joseph Avellino	24 Howland Road Middletown, New Jersey 07748-3059
Lorraine Avellino McEvoy	65 Navesink Avenue Rumson, NJ 07760
Thomas Avellino	4750 Northeast 23rd Avenue Fort Lauderdale, Florida 33308-4721
Rachel Anne Rosenthal	One Union Square South, #21J New York, NY 10003

ARTICLE VII - POWERS

The Corporation shall have the power to receive, acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

In addition to the powers specified, the Corporation shall have any additional powers specified in its Bylaws.

ARTICLE VIII - LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Director, or officer of the Corporation, or to any other private persons, except

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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 part of the corporate activities shall be an attempt to influence legislation by any means, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, or engage in political activities of any kind.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations exempt under Section 501(c)(3) of the Code and the regulations thereunder as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code.

D. The Corporation, if it is a "private foundation" as defined in Section 509(a) of the Code at any time, shall not while it is such a private foundation:

1. Engage in any act of "self-dealing" as defined in Code Section 4941(d), which would give rise to any liability for the tax imposed by Code Section 4941(a);
2. Retain any "excess business holdings" as defined in Code Section 4943(c), which would give rise to any liability for the tax imposed by Code Section 4943(a);
3. Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944(a);
4. Make any "taxable expenditures" as defined in Code Section 4945(d), which would give rise to any liability for the tax imposed by Code Section 4945(a); or
5. Fail to make distributions in each year for the purposes specified in these Articles of Incorporation in such amounts as to avoid liability for the tax imposed by Code Section 4942(a).

The references in this Paragraph to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office in the State of Florida is 4750 Northeast 23rd Avenue, Fort Lauderdale, Florida 33308-4721 and the name of its initial registered agent at such office is FRANK J. AVELLINO.

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ARTICLE X - INCORPORATOR

The name and address of the sole incorporator of the Corporation is: FRANK J. AVELLINO.

ARTICLE XI - CONTRIBUTIONS

The Corporation may solicit contributions from all possible sources including, but not limited to, individual, corporate and community sources.

ARTICLE XII - DISTRIBUTION ON DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall, after necessary expenses thereof, be distributed, as the Board of Directors shall determine, to such one or more organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which qualify under Section 501(c)(3) of the Code. If, upon such dissolution, any assets of the Corporation are not disposed of pursuant to the foregoing provisions, any such assets shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for purposes substantially similar to the Corporation.

ARTICLE XIII - MEMBERS

The Corporation shall not have Members.

ARTICLE XIV - DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE XV - BYLAWS

The Corporation's Board of Directors shall adopt Bylaws for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation. The Corporation's Bylaws may be amended, altered, or repealed and new Bylaws may be adopted only as provided in the Corporation's Bylaws.

ARTICLE XVI - AMENDMENT

During the life of FRANK J. AVELLINO ("Frank"), and while Frank is not Unable to Act, Frank shall solely have the power to alter, amend, or repeal these Bylaws. After Frank's

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death or if he is Unable to Act, these Articles of Incorporation may only be altered, amended or repealed by the affirmative vote of sixty percent (60%) or more of the votes of the Board of Directors (for this purpose, each Director shall have such number of votes as set forth in the Corporation's Bylaws, or, if such number is not so set forth in the Bylaws, each Director shall have one (1) vote for this purpose).

For purposes of this Article, Frank shall be "Unable to Act" if he is not serving as a Director of the Corporation, or if and so long as Frank shall, in the opinion of two medically certified doctors, be incapable of performing his duties by reason of advanced age, illness, accident, or any other cause.

he shall, in the opinion of two medically certified doctors, be incapable of performing his duties by reason of advanced age, illness, accident, or any other cause.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of THE AVELLINO FAMILY FOUNDATION, INC. this 15th day of September, 2000.



FRANK J. AVELLINO
Incorporator

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**CONSENT OF REGISTERED AGENT
OF
THE AVELLINO FAMILY FOUNDATION, INC.**

The undersigned, FRANK J. AVELLINO, having been named as registered agent and to accept service of process for THE AVELLINO FAMILY FOUNDATION, INC., a Florida Not for Profit corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.



FRANK J. AVELLINO
Registered Agent

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