

Not 0000000936

TRANSMITTAL LETTER

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

FILED  
02 FEB - 4 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: Di Fratello, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

100004865811--5  
-02/05/02--01023--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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 of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: GENE GESSELLI, President  
Name (Printed or typed)

8164 Tedburn Park  
Address

Spring Hill, FL 34606  
City, State & Zip

352-596-9456  
Daytime Telephone number

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

2/5

**ARTICLES OF INCORPORATION  
OF  
DI FRATELLI, INC.**

We, the undersigned Incorporators, natural persons of the age of eighteen (18) years or more, desiring to form a corporation, hereby adopt and execute the following Articles of Incorporation, pursuant to the provisions of the laws of the State of Florida relating to not for profit corporations, set forth in Chapter 617, Florida Statutes.

**ARTICLE I - CORPORATE NAME**

The name of the corporation shall be "DI FRATELLI, INC." (the "Corporation").

**ARTICLE II - PURPOSES**

The purposes for which the Corporation is formed are:

- (a) To unite those of Italian birth or descent and such other persons as authorized by the Constitution and General Laws of Nature Coast Lodge No. 2502;
- (b) To purchase, acquire, own, grant, bargain, sell, assign, transfer, convey, receive, hold, improve, use, and lease real property, including land and improvements, and to mortgage or accept a mortgage or other financing of said real property, to grant or accept options for said real estate transactions, to accept delivery of deeds, and to execute, deliver, or receive all closing papers pertaining thereto;
- (c) To do and perform such acts as may be necessary, advisable, proper, or incidental in the realization of the objects and purposes of the Corporation;
- (d) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in its Bylaws; and

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- (e) To have and exercise any and all powers, rights, and privileges which a corporation organized under the laws of the State of Florida relating to not for profit corporations, may now or hereinafter have or exercise.

#### ARTICLE III - TERM OF EXISTENCE

The period during which the Corporation shall continue is perpetual.

#### ARTICLE IV - ADDRESS

The street address of the principal office of the Corporation shall be 8164 Tedburn Park, Spring Hill, Florida 34606. The Corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

#### ARTICLE V - INITIAL REGISTERED AGENT

The name of the Initial Registered Agent of the Corporation is Eugene Gesselli. The Initial Registered Office of the Corporation for Service of Process shall be: be 8164 Tedburn Park, Spring Hill, Florida 34606. A written Acceptance of Appointment as Registered Agent for Service of Process is attached hereto as Exhibit "A", in accordance with §617.0501(3) of the Florida Statutes.

#### ARTICLE VI - INITIAL DIRECTORS

The initial board of directors of the Corporation shall consist of the same persons that serve on the Building Committee of the Nature Coast Lodge No. 2502, from time to time.

#### ARTICLE VII - INCORPORATORS

The names and addresses of the three (3) Incorporators of this Corporation are:

Eugene Gesselli  
8164 Tedburn Park  
Spring Hill, Florida 34606

Annette Gesselli  
8164 Tedburn Park  
Spring Hill, Florida 34606

Carol Ann Licata  
8175 Winding Oak Lane  
Spring Hill, Florida 34606

#### ARTICLE VIII - BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors at the organizational meeting. Thereafter, the power to adopt, alter, amend, or repeal the Bylaws or adopt new bylaws shall be vested in the members.

#### ARTICLE IX - MEMBERSHIP

Membership in the Corporation shall be as set forth in its Bylaws, which shall establish the qualifications for full and social membership. The Corporation is organized under a non-stock basis whereby full and social members shall be entitled to a membership interest represented by membership units issued in accordance with the Bylaws. Each member with a membership interest shall be entitled to vote on corporate matters as provided in the Bylaws.

#### ARTICLE X - AUTHORIZED MEMBERSHIP UNITS

The Corporation is authorized to issue One Thousand (1,000) membership units, which units shall have no monetary or other value except upon dissolution of the Corporation in accordance with these Articles and the laws of the State of Florida.

#### ARTICLE XI - DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution, the corporate assets shall be distributed in accordance with a plan of distribution of assets not inconsistent with these Articles and the laws of the State of Florida. Such plan shall provide for the distribution of corporate assets to members in direct proportion to the

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**EXHIBIT A**

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT  
FOR  
SERVICE OF PROCESS**

Pursuant to § 617.0501, Florida Statutes, the following is submitted in compliance with said Act.

DI FRATELLI, INC., desiring to organize as a not for profit corporation under the laws of the State of Florida, with its registered office at 8164 Tedburn Park, Spring Hill, Florida 34606, has named Eugene Gesselli, located at the above-registered office, as its Registered Agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Registered Agent:

Eugene Gesselli  
Eugene Gesselli

Dated: January 22, 2002

number of membership units each member holds on the date such dissolution becomes effective relative to the total number of issued and outstanding membership units as set forth in the Corporation's records, and after all corporate debts and liabilities have been paid.

#### ARTICLE XII - AMENDMENT OF ARTICLES

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or any amendment thereto. To amend, alter, change, or repeal any provision contained in these Articles of Incorporation, the Board of Directors must adopt a resolution setting forth the proposed amendment and directing that it be submitted by vote at a meeting of members entitled to vote on the proposed amendment, which may be either an annual or special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be affected by the amendment must be given to each member entitled to vote at such meeting in accordance with the Bylaws. The proposed amendment shall be adopted upon receiving at least a majority of the votes which members present at such meeting or represented by proxy, are entitled to cast.

#### ARTICLE XIII - DATE OF INCORPORATION

The date of incorporation for the Corporation shall be the date of the filing of these Articles of Incorporation.

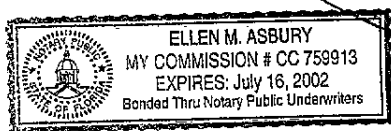
IN WITNESS WHEREOF, the undersigned have hereunto set hand and seal  
this 22<sup>nd</sup> day of January, 2002.

State of Florida  
County of Hernando  
Notary for Carol Ann Licata  
1-23-02  
Eugene Gesselli

Eugene Gesselli  
EUGENE GESSELLI

Annette Gesselli  
ANNETTE GESSELLI

Carol Ann Licata  
CAROL ANN LICATA

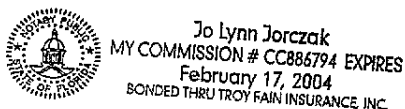


STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of January, 2002 by Eugene Gesselli, who is personally known to me or who has produced Florida Driver's License (type of identification) as identification.

Jo Lynn Jorczak  
Signature of person Taking Acknowledgment



Jo Lynn Jorczak  
Name of Acknowledger Typed, Printed, Stamped

Notary Public, State of Florida

(NOTARY SEAL)

CC886794  
Notarial Serial Number

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22 day of January, 2002 by Annette Gesselli, who is personally known to me or who has produced Florida Driver's license (type of identification) as identification.

John Jorczak  
Signature of person Taking Acknowledgment



Jo Lynn Jorczak  
MY COMMISSION # CC886794 EXPIRES  
February 17, 2004  
Bonded thru TROY FAIN INSURANCE, INC.

Jo Lynn Jorczak  
Name of Acknowledger Typed, Printed, Stamped

Notary Public, State of Florida

(NOTARY SEAL)

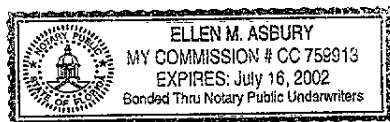
CC886794  
Notarial Serial Number

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23 day of January, 2002 by Carol Ann Licata, who is personally known to me or who has produced Florida Drivers license (type of identification) as identification.

Carol Ann Licata  
Signature of person Taking Acknowledgment



ELLEN M. ASBURY  
MY COMMISSION # CC 758913  
EXPIRES: July 16, 2002  
Bonded thru Notary Public Underwriters

Carol Ann Licata  
Name of Acknowledger Typed, Printed, Stamped

Notary Public, State of Florida

(NOTARY SEAL)

Ellen M. Asbury  
Notarial Serial Number  
CC 759913