

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Cyrus Nucci Foundation, Inc.

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 31, 2002

HARPER, KYNES, GELLER & BUFORD

SUBJECT: CYRUS NUCCI FOUNDATION, INC.
REF: W02000036175

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and resubmit the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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Tracy Smith
Document Specialist
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FAX Aud. #: H02000242138
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ARTICLES OF INCORPORATION
OF THE
CYRUS NUCCI FOUNDATION, INC.
A Florida Not-For-Profit Corporation

The undersigned persons, for the purpose of forming a corporation (the "Corporation") under the provisions of Chapter 617 of the Florida Statutes, hereby adopt the following:

ARTICLE I - NAME

The name of the Corporation shall be the Cyrus Nucci Foundation, Inc.

ARTICLE II - PURPOSE

The Cyrus Nucci Foundation, Inc., is an independent not for profit organization whose corporate purpose is to focus the private sector upon enhancing the quality of and support for medical education.

The purpose of the foundation is to receive, hold, invest and administer property and to make expenditures to or for the benefit of medical education.

The purpose for which the Cyrus Nucci Foundation, Inc. is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

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ARTICLE III - POWERS

Section 1. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and may exercise all rights, powers and privileges in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

Section 2. Without limiting the generality of Section 1 above, the specific powers of the Corporation shall be:

- A. To acquire, through gifts, grants, endowment funds or any other legally permissible means or activities, assets and resources as may be beneficial to the fulfillment of the charitable and educational purposes of Cyrus Nucci Foundation, Inc.
- B. To make charitable contributions to any organization exempt from taxation under Section 501(c)(3) of the Code;
- C. To manage and operate any of its assets in recognition and attainment of the foregoing objectives; and
- D. To utilize its income in furtherance of the foregoing objectives.

ARTICLE IV - LIMITATIONS ON ACTIVITIES

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the

form of distributions, in dissolution or otherwise, upon any not-for-profit corporation described in Section 501(c)(3) of the Code and specified in Section 3 below. 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 any political campaign (by publication or distribution of any statements or otherwise) on behalf of any candidate for public office.

Section 2. Notwithstanding any other provision of these Articles of Incorporation, 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 Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to The Nucci Family Foundation, Inc., an organization exempt from taxation under Section 501(c)(3) of the Code, if still exempt at the time of such disposition, or if not then so exempt, then to such organization or organizations organized and operated exclusively for religious, charitable, scientific or educational purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, as said court shall determine.

ARTICLE V - TERM OF DURATION

The Corporation shall have perpetual duration.

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation shall be 34848 U.S. Highway 19 N., Palm Harbor, FL 34684.

ARTICLE VII - MAILING ADDRESS OF CORPORATION

The mailing address of the Corporation shall be 34848 U.S. Highway 19 N., Palm Harbor, FL 34684.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 34848 U.S. Highway 19 N., Palm Harbor, FL 34684.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be Robert C. Nucci. Having been so named to accept said service of process, said registered agent hereby accepts said designation to act in said capacity and agrees to comply with the provisions of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

ARTICLE IX - MEMBERS OF THE CORPORATION

The members of the Corporation shall consist of the persons signing the Certificate of Incorporation and such other person or persons as the members may elect, by a vote of a majority

of all of the members of the Corporation, at any annual or special meeting of the members.

ARTICLE X - BOARD OF DIRECTORS

Section 1. Except as reserved to the members the powers of the Corporation shall be exercised and its affairs conducted by a Board of Directors.

Section 2. The number of Directors shall be provided in the Bylaws of the Corporation, but shall not be less than three (3).

Section 3. Directors shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE XI - BYLAWS

Section 1. Members shall adopt Bylaws for the Corporation at the organizational meeting of the Corporation held following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be exercised by the Members in accordance with the provisions of the Bylaws.

ARTICLE XII - AMENDMENTS

Section 1. The power to alter, amend or repeal any provision of these Articles of Incorporation shall be exercised by the Members of Cyrus Nucci Foundation, Inc.

ARTICLE XIII - INCORPORATORS

The name and address of the incorporators are: Robert C. Nucci and Kate Nucci at 34848 U.S. Highway 19 N., Palm Harbor, FL 34684.

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IN WITNESS WHEREOF, for purposes of forming a not-for-profit Corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 23 day of December, 2002. The Registered Agent as listed above is familiar with and accepts the duties and responsibilities of Registered Agent.

Robert C. Nucci
Robert C. Nucci, Incorporator & Registered Agent

Kate Nucci
Kate Nucci, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

Sworn to and subscribed before me this 23rd day of December, 2002, by Robert C. Nucci who is personally known to me or who has produced personally known as identification.



Andrea Vega
My Commission CC050629
Expires June 28, 2004

Andrea Vega
NOTARY PUBLIC, State of Florida
Printed Name Andrea Vega
My Commission Expires: 06-28-04

STATE OF FLORIDA
COUNTY OF PINELLAS

Sworn to and subscribed before me this 23rd day of December, 2002, by Kate Nucci who is personally known to me or who has produced personally known as identification.



Andrea Vega
My Commission CC050629
Expires June 28, 2004

Andrea Vega
NOTARY PUBLIC, State of Florida
Printed Name Andrea Vega
My Commission Expires: 06-28-04

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