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February 18, 2003

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

RE: Sons of Italy Foundation, Clermont Lodge No. 2784, Inc.
Order Sons of Italy In America, Clermont Lodge No. 2784, Inc.

Dear Sir or Madam:

Enclosed for filing are one (1) original and one (1) copy of the Articles of Incorporation for the each of the above named corporations. I have enclosed (2) checks in the amount of \$78.75 for your filing fee, and a return envelope.

If you have any questions, I can be reached at (407) 629.7427.

Sincerely,

Irene Darwich

enclosures

cc: file

ARTICLES OF INCORPORATION
OF
SONS OF ITALY FOUNDATION, CLERMONT LODGE NO. 2784, INC.

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The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I.
Name

The name of the corporation shall be SONS OF ITALY FOUNDATION, CLERMONT LODGE NO. 2784, INC.

ARTICLE II.
Purpose

The purpose for which the corporation is organized and created shall be the operation exclusively and solely within the provisions of Section 501(c)(3) of the Internal Revenue Code or any similar Federal Statute hereinafter in affect, for charitable, cultural, literary, educational, scientific or medical research purposes. No part of the assets of the corporation shall inure to the benefit of any private shareholder or individual, and no part of the activities of this organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf on any candidate for public office; but the corporation may inure to the benefit of the Grand Lodge of Florida, Order Sons of Italy in America, Inc., any local lodge or its designated charitable organization of the Order Sons of Italy in America, Florida Chapter.

ARTICLE III.
Qualifications and Admission

A. Qualifications of Membership. There shall be a minimum of five (5) members of the Board of Trustees of the organization. The maximum number shall vary from time to time and shall be selected and/or elected with qualifications, eligibility, terms and duties as follows:

1. Members from the ranks of the Council of the Order Sons of Italy in America, Clermont Lodge No. 2784, Inc. (hereinafter referred to as "Council"), by virtue of their incumbency as follows:

President
Vice President
Treasurer
Financial Secretary
Recording Secretary

These Trustees shall serve upon election to such office and continue to serve until their successor qualifies.

2. All of the past Presidents of the Order Sons of Italy in America, Clermont Lodge No. 2784, Inc., in good standing as current members, by virtue of their past office shall be members of the Board of Trustees. They shall be eligible to serve for life.
3. Project Manager(s), as appointed by the Board of Trustees, shall become members of the Board of Trustees and shall serve as needed.
4. One (1) additional Trustee shall be elected by the Council, at the first annual meeting of each calendar year. The nominees shall be limited to the incumbent Council Members of the Order Sons of Italy in America, Clermont Lodge No. 2784, Inc. The election shall be by majority vote of the Council Members.

B. Manner of Admission.

1. With the exception of the officers as mentioned in Paragraph A, the President shall be the Chairman of the Board of Trustees with all the powers and responsibilities of a presiding officer pursuant and consistent with the terms of the organization. The Vice President, Recording Secretary, Financial Secretary and Treasurer shall serve respectfully as the Vice President, Secretary, Financial Secretary and Treasurer of the Foundation with all the necessary and regular duties of those offices.
2. Trustee shall serve the Council as needed. Any Trustee may resign his/her office at any time. Vacancies in the office of Trustee, for whatever cause, shall be filled by the Council, but the Trustees may act notwithstanding the existence of any vacancies so long as there shall continue to be at least two (2) Trustees in office. The resignation or removal of a Trustee and the appointment of a Successor Trustee shall have the same powers and duties as those conferred upon the Trustee named in this Agreement.

**ARTICLE IV.
Term**

This corporation may be terminated at any time by action of the Council. Upon such termination, the Trustees shall promptly distribute the entire funds in the organization to qualified recipients exempt under Section 501 (c)(3) of the Internal Revenue Code or similar Federal Statute hereinafter in effect under the terms of this corporation.

**ARTICLE V.
Principal Business Office**

The initial principal business office of this corporation shall be located at:

2860 Highland View Circle
Clermont, FL 34711

Mailing Address:

P.O. Box 120995
Clermont, FL 34712

**ARTICLE VI.
Initial Registered Office and Agent**

The initial registered office of this Corporation shall be located at 2856 Highland View Circle, Clermont FL 34711, mailing address at P.O. Box 120995, Clermont FL 34712; and the initial registered agent of the Corporation at that address shall be Pamela S. Ghezzi. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE VII.
Incorporator**

The names and residences of the persons signing these Articles as Incorporator are:

Anthony Trivelli
2860 Highland View Circle
Clermont, FL 34711

Robert Berardi
16012 Lanesboro Court
Clermont, FL 34711

Pamela S. Ghezzi
2856 Highland View Circle
Clermont, FL 34711

**ARTICLE VIII.
Management of Organization**

The officers who shall manage the affairs of the corporation and the time at which they shall be elected or appointed are contained in Article III.

**ARTICLE IX.
Initial Board of Trustees**

The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation are:

Anthony Trivelli, President
Robert Berardi, Vice President
Pamela S. Ghezzi, Treasurer
Norma Trivelli, Financial Secretary
Gregg Gagliardi, Recording Secretary

**ARTICLE X.
Bylaws**

The Bylaws of the Corporation are to be made, altered or rescinded by the Board of Trustees.

**ARTICLE XI.
AMENDMENT**

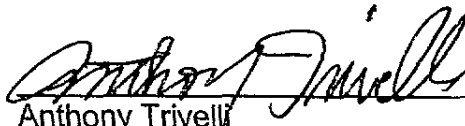
The Bylaws shall be amended or modified from time to time by the Board of Trustees whenever necessary and advisable for the more convenient or efficient administration of this organization or to enable the Trustees to carry out the purpose of this organization more effectively, but not such amendment or modification shall alter the intention for which the corporation is organized and created and that this corporation be operated exclusively for charitable, cultural, literary, educational, scientific or medical research purposed, and in a manner which shall make this organization tax exempt

under the provisions of Section 501(c)(3) of the Internal Revenue Code or any similar Federal Statute hereinafter in effect and the donations to it deductible from taxable income to the extent allowed by the provisions of the Internal Revenue Code and other applicable legislation and regulations. Every Amendment or modification of this Agreement shall be made in writing, shall be signed by three (3) officers of the corporation pursuant to authority of its Grand Lodge and shall be delivered to each of the Trustees then in office.

ARTICLE XII. HEADINGS AND CAPTIONS

The headings or captions of these various articles are inserted for convenience and none of them shall have any force of effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporators hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto set their hand and seal this 11 day of February, 2003.



Anthony Trivelli



Robert Berardi



Pamela S. Ghezzi

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 48.091, Florida Statutes, the following is submitted

Sons of Italy Foundation, Clermont Lodge No. 2784, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office at 2856 Highland View Circle, Clermont FL 34711, **mailing address at P.O. Box 120995 Clermont FL 34712**; has named and designated Pamela S. Ghezzi as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 11 day of February, 2003.


Pamela S. Ghezzi
Registered Agent