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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

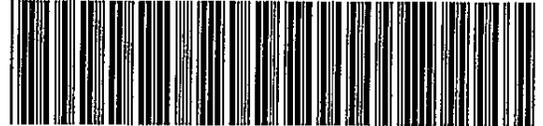
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JUN 14 PM 1: 08

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06-14-04
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TRANSMITTAL LETTER

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

SUBJECT: Mazzolin Family 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 of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jay L. Dolgin
Name (Printed or typed)

30 N. LaSalle Suite 4300
Address

Chicago, IL. 60602
City, State & Zip

312-705-2000
Daytime Telephone number

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

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

Mazzolin Family Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6441 Pumpkin Seed Circle Apt. 15-192
Boca Raton, Florida 33433

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

See Attached Exhibit A

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The Directors shall be appointed by the Incorporator;
Thereafter, the Directors shall adopt by-laws setting forth procedure for electing Directors.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

- | | | | |
|--------------------|--------------------------|---------------------|----------|
| 1. Gildo Mazzolin | 6441 Pumpkin Seed Circle | Boca Raton, Florida | Director |
| 2. Amalia Mazzolin | 6441 Pumpkin Seed Circle | Boca Raton, Florida | Director |
| 3. Amalia Lemar | 400 E. Ohio | Chicago, Illinois | Director |

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Donald L. Brooks
Crystal Tree Plaza
1201 U. S. Highway One Suite 415
North Palm Beach, Florida 33408

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

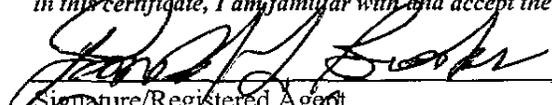
Jay L. Dolgin
30 N. LaSalle Suite 4300
Chicago, IL. 60602

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JUN 14 PM 4: 08

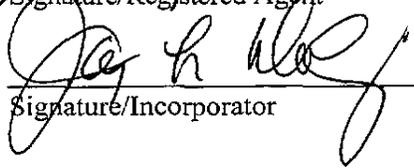
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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

6/9/04
Date



Signature/Incorporator

6/3/04
Date

Exhibit A

Articles of Incorporation

Mazzolin Family Foundation, Inc.

The purposes for which the corporation is organized are exclusively for charitable, religious, testing for public safety, educational, literary, and scientific 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, or the corresponding provisions of any subsequent Federal tax laws ("Code"). Within the foregoing, the purposes of the corporation are to make from time to time gifts to other charitable corporations, trusts, foundations, or associations created and operated exclusively for charitable, religious, testing for public safety, educational, literary, and scientific purposes.

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to, its members, directors, 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 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 (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these by-laws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

If this corporation is in any one year a private foundation, as defined in Section 509(a), it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to tax under Section 4942, and shall be prohibited from engaging in any act of self-dealing, as defined in Section 4941(d), from retaining any excess business holdings, as defined in Section 4943(c), from making any investments in such manner as to subject the foundation to tax under Section 4944, and from making any taxable expenditures, as defined in Section 4945(d), all Section being of the Code.

Upon dissolution of the corporation, the board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all 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, religious, testing for public safety, educational, literary, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

The corporation shall have such powers as are authorized by law and in general subject to such limitations and conditions as are or may be prescribed by law, to exercise

such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that only such powers shall be exercised as are in furtherance of the exempt purposes of the organization set forth in Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended.

The corporation also has such powers as are now or may hereafter be granted to the General Not for Profit Corporation Act of the State of Florida.

The corporation shall indemnify its officers and directors serving from time to time to the fullest extent permissible under Florida law.