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2006 APR 13 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch APR 13 2006

## COVER LETTER

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

**SUBJECT:** The Pamela Caglianone 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:** Kevin J. McShane, Esq. McShane & Pugh, LLP  
Name (Printed or typed)

11800 W. Olympic Blvd.

Address

Los Angeles, CA 90064

City, State & Zip

(310) 966-6000 Fax: (310) 207-6000

Daytime Telephone number

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

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2006 APR 13 AM 10: 53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
THE PAMELA CAGLIANONE FOUNDATION, INC.**

The undersigned hereby associate ourselves together for the purpose of being incorporated under Chapters 607 and 617 and other applicable Sections of the Statutes of the State of Florida for Corporations not-for profit, adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation shall be: THE PAMELA CAGLIANONE FOUNDATION, INC.

**ARTICLE II**

The principal place of business and mailing address of this corporation shall be: 432 Holly Lane, Plantation, Florida 33317.

**ARTICLE III**

The purpose for which the corporation is organized is exclusively for charitable or scientific purposes within the meaning of Internal Revenue Code §501(c)(3) or the corresponding provision of the future United States internal revenue law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purpose of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) or the corresponding provision of future United States internal revenue law, (b) a corporation, contributions to which are deductible under Internal Revenue Code § 170(c)(2) or the corresponding provision of future United States internal revenue law.

**ARTICLE IV**

The corporation shall maintain tax exempt status and comply with the following provisions:

(a) No substantial part of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation; except as provided in Internal Revenue Code § 501(h); this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

(b) All corporate property is irrevocably dedicated to the purpose set forth in Article III. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers; private shareholders or members, or to individuals.

(c) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable or scientific purposes which has established its tax-exempt status under Internal Revenue Code §501(c)(3) or corresponding provision of future United States internal revenue law.

(d) The corporation will distribute its income each year at such time and in such manner as not to become subject to the tax on undistributed income imposed by the Internal Revenue Code §4942 or by corresponding provisions of any later federal tax laws.

(e) The corporation shall not engage in any self-dealing as defined in Internal Revenue Code § 4941(d) or in corresponding provisions of any later federal tax laws.

(f) The corporation will not retain any excess business holdings as defined by Internal Revenue Code § 4943(c) or in corresponding provisions of any later federal tax laws.

(g) The corporation will not make investments in a manner that would subject it to tax under Internal Revenue Code § 4944 or in corresponding provisions of any later federal tax laws.

(h) The corporation will not make any taxable expenditures as defined in Internal Revenue Code § 4945(d) or in corresponding provisions of any later federal tax laws.

#### **ARTICLE V.**

The manner in which the directors are elected or appointed shall be stated in the Bylaws of the corporation.

#### **ARTICLE VI**

The initial directors shall be:

1. Pamela Caglianone, 432 Holly Lane, Plantation, Florida 33317;
2. Derrick Caglianone, 432 Holly Lane, Plantation, Florida 33317;
3. Becky Gross, 584 SW 183 Way, Pembroke Pines, Florida 33029;

4. Christine Ferrante, 900 SW 26 Street, Ocala, Florida 34474;
5. Yolanda Hayden, 5118 Roosevelt Street, Hollywood, Florida 33021;
6. Mark Hayden, 5118 Roosevelt Street, Hollywood, Florida 33021;
7. Debra Block, Bank of Florida, 110 East Broward Blvd., Suite 100, Fort Lauderdale, Florida 33301; and
8. Larry Gildeman, M.D., University Medical Center, 1150 North University Drive, Pembroke Pines, Florida 33024.

#### **ARTICLE VII**

The initial officers shall be:

1. Chief Executive Officer: Pamela Caglianone, 432 Holly Lane, Plantation, Florida 33317;
2. Chief Financial Officer: Derrick Caglianone, 432 Holly Lane, Plantation, Florida 33317;
3. Treasurer: Dean Gross, 584 SW 183 Way, Pembroke Pines, Florida 33029;
4. Secretary: Dan Gross, Esq., 14500 SW 33 Court, Miramar, Florida 33027;

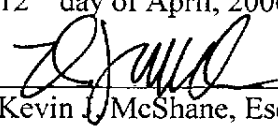
#### **ARTICLE VIII**

The initial registered agent shall be: Dan Gross 2925 West Cypress Creek Road, Suite 200, Fort Lauderdale, Florida 33309

#### **ARTICLE IX**

The incorporator of this corporation is: Kevin J. McShane, Esq., McShane & Pugh, LLP, 11800 W. Olympic Blvd., Los Angeles, California 90064.

IN WITNESS HEREOF, I have subscribed to these Articles of Incorporation this 12<sup>th</sup> day of April, 2006.

  
\_\_\_\_\_  
Kevin J. McShane, Esq.  
Incorporator

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.



Dan Gross, Esq.  
Registered Agent

April 12, 2006