

NO6000005268

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

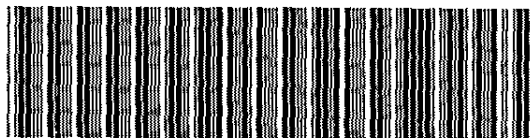
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000077650760

08/04/06--01031--007 **78.75

FILED
06 AUG -4 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2006 AUG -4 AM 11:41
NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

J. Shivers AUG 07 2006

11:30

Charter Number Only

8/3/04 Michael

Michael Cholobet, P.A.

Requestor's Name

4300 Biscayne Blvd #205

Address

Miami FL 33137

City

State

ZIP

Phone

(305) 438-9888

CORPORATION(S) NAME

Associazione Azzurri Miami, Inc.

VALIDATION ONLY

FILED
06 AUG -4 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☐ Profit

☒ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☐ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☒ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

CR2E031 (R8-85)



Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION
OF
ASSOCIAZIONE AZZURRI MIAMI, INC.

THE UNDERSIGNED, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: ASSOCIAZIONE AZZURRI MIAMI, INC.

ARTICLE II

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

2575 Collins Avenue, Miami Beach, Florida 33140.

ARTICLE III

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it are as follows:

1. The purpose for which the corporation is organized is to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations set for the hereinafter set forth, to use and apply the whole or any part of the income derived from it and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereinafter be amended.

2. The specific purposes for which the corporation is organized shall be: The not-for-profit educational purpose of promoting, in adherence with all democratic, liberal and lawful principles, the development of its members' right to pursue freedom of thought, expression, religion, association, business, the arts and the professions. The not-for-profit educational purpose of the corporation is to safeguard, enhance and develop in every way possible, in full compliance with the laws of the Republic of Italy and of the United States and of all its States, a modern relationship between the Italian communities residing outside Italy and the Italian Government. The corporation's purpose is to promote and embrace Liberal and Democratic principles and the important social values of freedom, justice, equality and solidarity. The corporation will be supported financially by the general public and by not-for-profit movements and organizations that have as their purpose the education in and recognition and promotion of the rights of Italian citizens residing outside Italy.

3. To engage in any operation incidental to and essential to carry out the purposes above mentioned.

4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

FILED
06 AUG -4 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. To acquire and receive by purchase, donation or otherwise any property, real, personal or mixed, and to hold, use and dispose of the same for the purposes set out herein.

6. To borrow money and to issue evidences of indebtedness in the furtherance of any or all of the objects of its business, and to secure loans by mortgage, pledge, deed of trust or other lien.

7. To apply for and obtain and contract with any federal, state or local government or agency for a direct loan or loans of other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary in connection with, or incidental to the accomplishment of any one or more of the not-for-profit purposes of the corporation.

9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, any Director or Officer of the corporation or any member 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 Director or Officer of corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

10. Notwithstanding any other provision of these Articles, the corporation shall not 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 Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 170 (c) (2) and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

11. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of the corporation in such manner, or to such organization of organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify for as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not disposed of shall be disposed of by the Circuit Court of Miami-Dade County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated for such purposes

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

13. The corporation shall distribute its income for each taxable year at such time and in such manner as not to be subject to tax, pursuant to the Internal Revenue Code provisions now in force or as amended from time to time.

ARTICLE IV

The manner in which the directors shall be elected or appointed shall be by a majority vote of the members of the corporation.

ARTICLE V

The founding members of this corporation shall be the following:

1. Cesare Sassi
2. Vivian Sassi
3. Nestore Scodro
4. Roberto Pucci
5. Agata Pucci
6. Laura Yanes
7. Fulvia Giangrossi
8. Emanuele Viscuso
9. Maria Luisa Scodro
10. Fabrizio Conforti
11. Francesco La Lumia
12. Francesco Traina
13. Dorella Gialdi
14. Elena Patria
15. Chiaffredo Bellerio
16. Luciana Saliani
17. Beppe Fichera
18. Augusto Cavallini
19. Carolina Vester
20. Giovanni Camarchioli
21. Federico Covella
22. Maria Grazia De Santi
23. Lucio Ruzzier
24. Valerio Valeri
25. Antonio Summa
26. Nicholas Di Tempora
27. Maurizio Paglialonga
28. Valter Di Leo
29. Michael Colobel
30. Pier Vincenzo Luporini
31. Claudio Pastor
32. Antonio Piraino
33. Salvatore Mule'
34. Andrea Mazzella
35. Lorenzo Sanesi
36. Giulio Santoro
37. David Grosso
38. Angela Turner
39. Vincenzo De Caria
40. Luigi Miele
41. Riccardo Risso
42. Raffaele Greco

ARTICLE VI

The affairs of the corporation shall be managed by a President, Vice President, Secretary and Treasures and such other offices as may from time to time be created by the Board of Directors. The names and addresses of the first officers of this corporation who shall hold office until the first annual meeting of members, and thereafter until qualified successors are duly elected and have taken office shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Cesare Sassi	President	2575 Collins Avenue Miami Beach, FL 33140
Agata Pucci	Treasurer	2575 Collins Avenue Miami Beach, FL 33140
Michael Cholobel	Secretary	4300 Biscayne Blvd., Ste. 205 Miami, FL 33137

ARTICLE VII

- a. The corporation shall have three (3) or more Directors at all times who shall be elected in accordance with the By-Laws.
- b. These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by the Chairman of the Board.
- c. The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth therein.
- d. It is hereby expressly provided that in the determination of whether an individual qualifies and should this be certified to membership, the Officers of this Corporation, shall abide by the By-Laws promulgated by the Board of Directors and the criteria set out therein for determining if an individual qualifies or continues to qualify as member. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code now in force or as amended now in force or as amended from time to time.

ARTICLE VIII

The corporation shall hold an annual meeting for members within ninety (90) days of the end its fiscal year, as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.

ARTICLE IX


The name and address of the incorporator signing these Articles is:

MICHAEL CHOLOBEL
4300 BISCAYNE BOULEVARD, STE. 205
MIAMI, FL 33137

ARTICLE X

The street address of the initial registered office of the Corporation is 4300 Biscayne Blvd, Ste. 205, Miami, FL 33137 and the name of the initial registered agent of this Corporation at that address is MICHAEL CHOLOBEL, ESQ. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 1st day of August, 2006.


Signature of Incorporator

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE

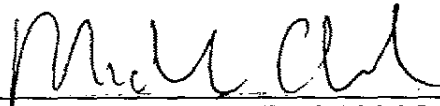
Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida.

1. The name of the Corporation is ASSOCIAZIONE AZZURRI MIAMI, INC.
2. The name and address of the registered agent is as follows:

MICHAEL CHOLOBEL, ESQ.
4300 BISCAYNE BLVD., STE. 205
MIAMI, FL 33137

08/01/06

Date



MICHAEL CHOLOBEL

Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF THIS PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

08/01/06

Date



MICHAEL CHOLOBEL, ESQ.

Registered Agent

FILED
06 AUG -4 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA