

# N07000005/75

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000140153 3)))



H070001401533ABCV

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.**  
Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : HARPER, KYNES, GELLER & BUFORD  
Account Number : 070651000745  
Phone : (727)799-4840  
Fax Number : (727)797-8206

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

07 MAY 23 AM 10:42

FILED

## FLORIDA PROFIT/NON PROFIT CORPORATION

**Maria Bergamo Nucci Foundation, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

VH

07 MAY 23 AM 10:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF THE  
MARIA BERGAMO NUCCI FOUNDATION, INC.  
A Florida Not-For-Profit Corporation

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

ARTICLE I - NAME

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

ARTICLE II - PURPOSE

The Maria Bergamo 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 Maria Bergamo 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.

ARTICLE III - POWERS

Section 1. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation

H07000140153 3

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 the Maria Bergamo 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

H07000140153 3

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 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 6322 Gunn Highway, Tampa, FL 33625.

#### ARTICLE VII - MAILING ADDRESS OF CORPORATION

The mailing address of the Corporation shall be 6322 Gunn Highway, Tampa, FL 33625.

H07000140153 3

ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 6322 Gunn Highway, Tampa, FL 33625.

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 person signing the Certificate of Incorporation and such other person or persons as the member 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.

H07000140153 3

H07000140153 3

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 Maria Bergamo Nucci Foundation, Inc.

ARTICLE XIII - INCORPORATOR

The name and address of the incorporator is Robert C. Nucci, 6322 Gunn Highway, Tampa, FL 33625.

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 18<sup>th</sup> day of May, 2007. The Registered Agent as listed above is familiar with and accepts the duties and responsibilities of Registered Agent.



Robert C. Nucci, Incorporator  
& Registered Agent

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Sworn to and subscribed before me this 18<sup>th</sup> day of May, 2007, by Robert C. Nucci who is personally known to me or who has produced \_\_\_\_\_ as identification.



NOTARY PUBLIC, State of Florida

Printed Name Jason R. Kumball

My Commission Expires: 11/23/08

07 MAY 23 AM 10:42  
NOTARY OF STATE  
TAMPA, FLORIDA

FILED

H07000140153 3