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FLORIDA PROFIT/NON PROFIT CORPORATION

EULIANO/CARUSONE FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
EULIANO/CARUSONE FOUNDATION, INC.**

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not-for-profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and do hereby agree and certify as follows:

**ARTICLE I
Name and Place of Business**

The name of the corporation (the "Corporation") shall be **EULIANO/CARUSONE FOUNDATION, INC.**, and its principal place of business shall be 4976 Courtland Loop, Winter Springs, Florida 32708.

**ARTICLE II
Term**

This Corporation shall commence corporate existence upon the date of signing of these Articles of Incorporation by the Incorporator and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III
Purpose and Powers**

This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), not for pecuniary profit, including the performance of the following activities exclusively for such purpose, except as restricted by Article IX herein:

A. Solicit contributions and distribute such contributions to other not-for-profit corporations.

B. To carry on any and all lawful activities permitted to, and to exercise any and all powers conferred on, a corporation-not-for-profit under the laws of the State of Florida as may be helpful or appropriate for the achievement of the goals and purposes; provided, however, that the Corporation shall not engage in any activity which would be inconsistent with its classification as an organization described in Section 501(c)(3) of the Code or any equivalent section of the Code in effect at any time.

**ARTICLE IV
Shareholders**

The sole shareholder shall be Dr. Neil R. Euliano.

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ARTICLE V**Registered Office and Registered Agent**

The street address of the initial registered office of this Corporation is 4976 Courtland Loop, Winter Springs, Florida 32708, and the name of the initial registered agent of this Corporation at that address is **DR. NEIL R. EULIANO**.

ARTICLE VI**Manner of Election of Board of Directors**

Management of this Corporation shall be vested in a Board of Directors of not less than 3 members who shall be natural persons and who need not be shareholders of the Corporation; provided, however, the initial Board of Directors who shall serve until the first election of directors or until their earlier, resignation, removal from office or death shall consist of five (5) members. The number, term of office, powers, authority and duties of directors, the time and place of meetings and other regulations concerning directors of the Corporation shall be prescribed in the Bylaws of the Corporation; provided, however, that the number of directors (after the first election of directors) shall never be less than 3 members and shall always be an odd number. Additional requirements for the Board of Directors may be implied under the Bylaws of the Corporation. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Street address</u>
Elizabeth Angley	4976 Courtland Loop Winter Springs, Florida 32708
Anne Padron	4976 Courtland Loop Winter Springs, Florida 32708
Dr. Neil Euliano II	4976 Courtland Loop Winter Springs, Florida 32708
John Euliano	4976 Courtland Loop Winter Springs, Florida 32708
James Euliano	4976 Courtland Loop Winter Springs, Florida 32708

ARTICLE VII**Officers**

The officers shall be elected or appointed in accordance with the Bylaws of the Corporation.

ARTICLE VIII**Bylaws**

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The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE IX
Amendment

The right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, is reserved to the shareholder. Other than under this Article IX, the shareholder shall have no voting rights.

ARTICLE X
Incorporator

The name and street address of the incorporator of the Corporation is as follows:

Dr. Neil R. Euliano
4976 Courtland Loop
Winter Springs, Florida 32708

ARTICLE XI
Restrictions and Interpretations

Section 1. No part of the earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, 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 in Article III hereof. The net earnings and assets of the Corporation may be distributed to its shareholders provided such shareholder is at that time a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

Section 2. Notwithstanding any other provision of these Articles of Incorporation to the contrary, the Corporation shall not carry on any activities not permitted to be carried on by a corporation, contributions which are deductible under Section 170(c)(2) of the Code.

Section 3. Notwithstanding any other provision of these Articles of Incorporation to the contrary, if at any time the Corporation shall be deemed to be a private foundation as defined by Section 509 of the Code, then so long as the Corporation is a private foundation, it shall not (a) as provided in Section 508(e) of the Code, fail to require its income for each taxable year to be distributed at such time and in such manner as to not subject the Corporation to tax under Section 4942 of the Code, (b) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (c) retain any excessive business holdings as defined in Section 4943(c) of the Code, (d) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, and (e) make any taxable expenditures as defined in Section 4945(d) of the Code.

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Section 4. No substantial part of the activities of the Corporation shall be the carrying on a propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) any political campaign on behalf of any political candidate for public office.

Section 5. All references herein to the provisions of the Internal Revenue Code of 1986 shall include amendments thereto and the corresponding provisions of any future federal tax code.

ARTICLE XII

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the residual assets of the Corporation to its shareholder, provided such shareholder is an organization described in Section 501(c)(3). If not, the Board of Directors shall dispose of such residual assets exclusively for one or more of the purposes of the Corporation which may include a distribution to an organization or organizations organized and operated exclusively for one or more of such exempt purposes within the meaning of 501(c)(3) of the Code

ARTICLE XIII

Headings and Captions

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

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereto set his hand and seal this 22 day of May, 2007, for the purposes of forming this Corporation not for profit under the laws of the State of Florida.


Dr. Neil R. Euliano

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