

**NO7000005545**

Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**The Michael Buonauro Foundation, Inc.**

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June 4, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

MORAN & SHAMS, P.A.

SUBJECT: THE MICHAEL BUONAURO FOUNDATION, INC.  
REF: W07000026454

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Karen Saly  
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**ARTICLES OF INCORPORATION  
of  
THE MICHAEL BUONAURO FOUNDATION, INC.**

**ARTICLE I. - NAME**

The name of this corporation is "The Michael Buonauro Foundation, Inc."

**ARTICLE II. - DURATION**

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

**ARTICLE III. - PURPOSE**

This corporation is organized for the following purposes:

1. To operate as a private foundation to improve the mental and social welfare of children and young adults who are in mental distress with competent medical and psychological treatment. To provide families affected by the self-inflicted death of a child with mental support and treatment and provide financial aid for burial services. To educate society and families about suicide and preventative measures to prevent suicide.

**ARTICLE IV. - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Not For Profit Corporation Act under Chapter 617, Florida Statutes.

**ARTICLE V. - PRINCIPAL OFFICE AND REGISTERED AGENT AND OFFICE**

The street address of the principal office of this corporation is 24 Pine St., Windermere, FL 34786 and the name of the initial registered agent of this corporation is Maurice Shams, Esquire, 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801, which office shall serve as the registered office of the corporation.

**ARTICLE VI. - INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1) or more than eleven (11). The names and addresses of the initial directors of this corporation are:

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Judith V. Buonauro  
P.O. Box 1369  
Windermere, Florida 34786

Frank A. Buonauro, Jr.  
P.O. Box 1369  
Windermere, Florida 34786

Felicia C. Weingartner  
9224 Guadalupe Trail NW  
Albuquerque, NM 87114

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:

Frank A. Buonauro, Jr.  
P.O. Box 1369  
Windermere, Florida 34786

ARTICLE VIII - MANNER OF ELECTION

The directors shall be elected in accordance with the By-laws of the Corporation.

ARTICLE IX. - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors in accordance with the Corporation's ByLaws.

ARTICLE X. - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the By-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

ARTICLE XI. - MEETINGS

Meetings of directors and officers, including the time, place, and manner of calling such meetings, shall be fixed by the ByLaws of the corporation.

ARTICLE XII- ORGANIZATION AND DISSOLUTION

This corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt

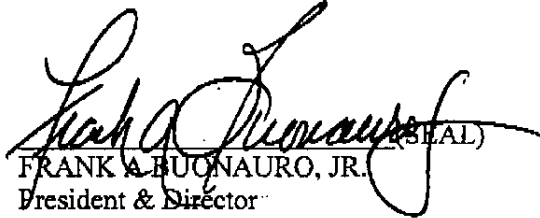
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organizations under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal income tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31<sup>st</sup> day of MAY, 2007.

  
FRANK A. BUONAURO, JR.  
President & Director

The Michael Buonauro Foundation, Inc.

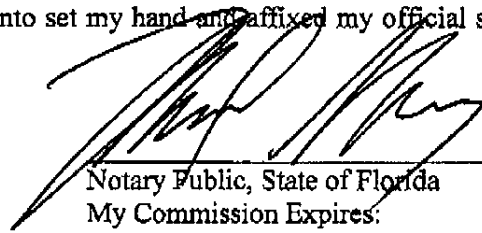
STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Frank A. Buonauro, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 31<sup>st</sup> day of MAY, 2007.



Maurice Shams  
MY COMMISSION # DD221856 EXPIRES  
October 10, 2007  
BONDED THRU TROY FAIN INSURANCE, INC.

  
Notary Public, State of Florida  
My Commission Expires:

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

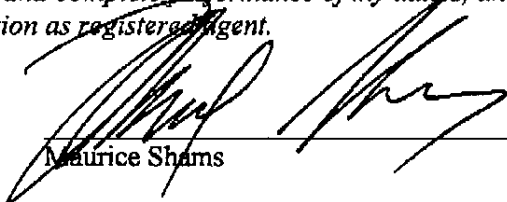
PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED SUBMITS THE FOLLOWING STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT IN THE STATE OF FLORIDA:

- I. The name of the Florida not-for-profit corporation is: "The Michael Buonauro Foundation, Inc."
- II. As designated in the Articles of Incorporation filed with this certificate, the name and the Florida street address of the registered agent is:

MAURICE SHAMS  
111 North Orange Avenue, Suite 1200  
Orlando, Florida 32801

- III. The street address of the registered office and the street address of the business office of the registered agent are identical.

*Having been named as registered agent and to accept service of process for the above stated Florida not-for-profit 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.*

  
Maurice Shams

May 31, 2007

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