

Division of Corporations

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No7000009159

Florida Department of State
Division of Corporations
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From:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

The Insetta Family Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
THE INSETTA FAMILY FOUNDATION, INC.
(A Florida Not-For-Profit Corporation)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE 1
NAME**

The name of this corporation shall be the **THE INSETTA FAMILY FOUNDATION, INC.**

**ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 8444 Darnell Place, Jacksonville, FL 32217.

**ARTICLE 3
PURPOSES**

The Corporation is a not-for-profit corporation, organized and to be operated exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

The Corporation shall distribute not less than an amount equal to one-third of its qualifying distributions (as that term is used in Section 4942 of the Internal Revenue Code) during each fiscal year to organizations described in Section 501(c)(3) of the Internal Revenue Code which are not private foundations (as that term is used in Section 501(a) of the Internal Revenue Code), the exempt purpose of which is the furtherance of charities, as determined by the Corporation's board of directors. The preceding sentence shall be broadly interpreted.

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ARTICLE 4

POWERS

The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any corresponding provisions of future Florida laws, but shall exercise such powers only in fulfillment of its above-stated purposes.

The corporation shall not engage in any of the following activities:

- (1) The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
- (2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.
- (3) No part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

During the period that the corporation is a "private foundation", as that term is defined in section 509(a) of the Internal Revenue Code:

- (1) The following additional limitations on the Corporation's activities shall apply:
 - (a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
 - (b) The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.
 - (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
 - (d) The Corporation shall not make any investments in such manner as subject it to the tax under Section 4944 of the Internal Revenue Code.
 - (e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.
- (2) The provisions of section 617.0835 of the Florida Statutes, or the corresponding provisions of future Florida law, shall apply so as to limit the activities of the Corporation.

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ARTICLE 5
MEMBERSHIP

The Corporation shall not have members.

ARTICLE 6
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 8444 Darnell Place Jacksonville, FL 32217, and the name of the Corporation's initial registered agent at that address is Victor Insetta.

ARTICLE 7
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall initially be three. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:

Victor Insetta
8444 Darnell Place
Jacksonville, FL 32217

Diane Insetta
8444 Darnell Place
Jacksonville, FL 32217

Kathy Kelly
60 Ruth Street
Smythtown, NY 11787

ARTICLE 8
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Victor Insetta
8444 Darnell Place
Jacksonville, FL 32217

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ARTICLE 9
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as selected by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 17th day of September, 2007.



Victor Insetta, Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

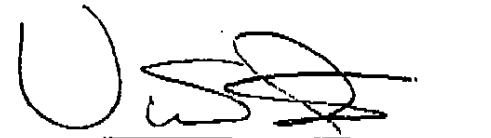
WITNESSETH:

That, THE INSETTA FAMILY FOUNDATION, INC., desiring to organize under the laws of the State of Florida, has named 8444 Darnell Place, Jacksonville, FL 32217, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 17th day of September, 2007.



Victor Insetta

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CERTIFICATE OF INCORPORATOR

The undersigned, being the sole incorporator of the Corporation, hereby certifies that these Articles of Incorporation of the Corporation were adopted by Unanimous Written Consent of the Board of Directors of the Corporation effective as of the 17th date of September, 2007.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 17th day of September, 2007.

A handwritten signature in black ink, appearing to read 'Victor Insetta', is written over a horizontal line.

Victor Insetta, Incorporator

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