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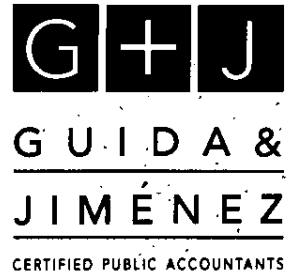


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APPROVED
AND
FILED
09 JAN -6 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/17



December 30, 2008

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

SUBJECT: ROSINA CHARITABLE FOUNDATION, INC.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

- ☒ \$35.00 – Filing Fee
- ☒ \$35.00 – Registered Agent Designation

ADDITIONAL COPY REQUIRED

FROM:

Guida & Jimenez
1302 W. Sligh Ave.
Suite A
Tampa, FL 33604

(813) 933-2336

APPROVED
AND
FILED

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**ARTICLE OF INCORPORATION
OF
ROSINA CHARITABLE FOUNDATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, John Scolaro, hereby organizes a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes and all acts amendatory thereto, and to that end, certify as follows:

ARTICLE I

NAME

The name of the Corporation is: Rosina Charitable Foundation, Inc. (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 9972 Stockbridge Drive, Tampa, FL 33626

ARTICLE III

PURPOSES

1. Permitted Activities - The general nature and the object and purpose of this corporation shall be to function as a private foundation; subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively for charitable, benevolent, eleemosynary, educational, historical, civic, patriotic, political, religious, social, fraternal, literary, cultural, athletic, scientific, agricultural, horticultural, animal husbandry, and professional, commercial, industrial, or trade association purposes either directly or by contributions to organizations that

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qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as they may now exist or as they may hereafter be amended. The Corporation shall have any and all lawful powers provided in Florida Statutes that are not in conflict with these Articles. This Corporation shall further be empowered to purchase, improve, rent, lease, own, mortgage, hold, enjoy, maintain, sell and develop real estate and deal in real property of every description; to borrow money and contract debts, and to issue bonds, promissory notes or other obligations and evidences of indebtedness; and to do all and everything necessary and proper for the accomplishment of the objects enumerated herein or necessary or incidental to the specific powers and privileges which are, can be, or may be granted to corporations under the laws of the State of Florida.

2. Prohibited Activities - This Corporation is not organized for a pecuniary profit. There shall be no power to issue certificates of stock or declare dividends and no part of the Corporation's earnings, assets or accumulations shall inure to the benefit of any member, director, or individual. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by:
 - i. a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (hereinafter referred to as the "Code") or the corresponding provision of any future United States Internal Revenue Law, or

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- ii. a corporation, contributions to which are deductible **under Section 501(c)(2)** of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Law.

In particular, the Board of Directors shall not, nor shall it allow members, subscribers, officers or employees of the Corporation to on behalf of the corporation:

- a) Allow any part of the net earnings to inure to the benefit of a private individual including any member, director, officer or subscriber of this Corporation.
- b) Carry on propaganda or to attempt to lobby on influence legislation.
- c) Intervene in any political campaign or to endorse any candidate for public office.
- d) Do any of the following:
 - i. Lend any part of the Corporation's income or corpus without adequate security and a reasonable rate of interest to;
 - ii. Pay excessive salaries or other compensation over a reasonable allowance to;
 - iii. Make any part of the Corporation's services available on a preferential basis to;
 - iv. Make substantial purchase of securities or other property for less than adequate consideration from;
 - v. Sell any substantial part of the property of the Corporation for less than an adequate consideration; or
 - vi. Engage in any other transaction which results in substantial diversion of the Corporation's income, assets or corpus to:

The subscribers, officers or directors of the corporation or to any person who has made a substantial contribution to the corporation, or to any brother or sister

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OF
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(whether by the half or whole blood), spouse, ancestor or lineal descendant of the foregoing or to any corporation controlled by any of the foregoing either directly or indirectly of Fifty-One percent of the total combined voting power of such corporation.

- vii. Engage in any act of "self-dealing", as defined in Section 4941(d) of the Code, which would give rise to any liability for the tax imposed by Section 4941(a) of the Code.
- viii. Retain any "excess business holdings", as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.
- ix. Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code.
- x. Make any "taxable expenditures", as defined in Section 4945 (d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.
- xi. Issue loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, may not be made by a Corporation to its directors or officers, or to any other corporation, firm, association, or other entity in which one or more of its directors or officers is a director or officer or holds a substantial financial interest, except a loan by one corporation which is exempt from federal income taxation under Section 501 (c)(3) of the Code, to another corporation which is exempt from federal income taxation under Section 501 (c)(3) of the Code.

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3. Required Income Distributions - During the period it is a "private foundation" as defined in Section 509, this Corporation shall distribute, for the purposes specified in its articles of incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a).
4. Dissolution - In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future law, or to the Federal, State or local governments for exclusive public purposes as provided in Florida Statutes, Section 617.1406.

**ARTICLE IV
DIRECTORS**

The Corporation shall have a maximum of seven (7) members of the Board of Directors of the Corporation until the number of Directors is changed by the affirmative vote of the members as provided in the By-Laws. The Directors shall serve for staggered three (3) year terms with no more than one-third (1/3) of the Directors' terms expiring each year after the initial Board, which shall serve as set forth herein. The names and addresses of the persons who are to serve as Directors until the first election thereof and their initial terms of office are as follows:

<u>Name</u>	<u>Address</u>	<u>Term</u>
ADINA SCOLARO	9972 Stockbridge Drive	1 Year

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JOHN SCOLARO	Tampa, FL 33626 9972 Stockbridge Drive	1 Year
JACQUELINE L. WILLIAMS	Tampa, FL 33626 2116 Ramblewood Lane Brandon, FL 33510	1 Year

**ARTICLE V
OFFICERS**

The affairs of the Corporation are to be managed by a President, Secretary and a Treasurer. The Board of Directors may create other offices. All officers will be appointed by the Board of Directors annually at the regular annual meeting of the Board of Directors. The names of the persons who are to serve as officers until the first appointment of officers under these Articles of Incorporation and their respective offices are:

<u>Name</u>	<u>Office</u>
Adina Scolaro	President
John Scolaro	Treasurer
Jacqueline Williams	Secretary

**ARTICLE VI
MEMBERS**

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The Corporation shall have no members.

**ARTICLE VII
BYLAWS**

The By-Laws of the Corporation are to be made, altered, or rescinded by the Directors of the Corporation.

**ARTICLE VIII
AMENDMENT TO ARTICLES**

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors as specified under the laws of Florida.

**ARTICLE IX
REGISTERED AGENT'S OFFICE**

The name and street address of the initial registered agent of the corporation in the State of Florida is: James A. Jimenez, 1302 West Sligh Avenue, Tampa, FL 33604. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

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**ARTICLE X
INCORPORATOR**

The name and residence of the subscriber of the Articles of Incorporation is:

Name

John Scolaro

Address

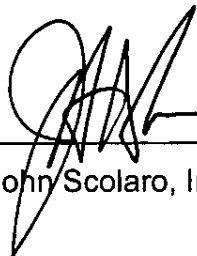
9972 Stockbridge Drive
Tampa, FL 33626

**ARTICLE XI
Dissolution**

Upon a dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

**ARTICLE OF INCORPORATION
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IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 26 day of December, 2008.



John Scolaro, Incorporator

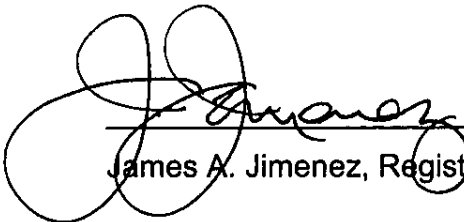
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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 26 day of DECEMBER, 2008.


James A. Jimenez, Registered Agent