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February 25, 2009

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SUBJECT: ASSOCIAZIONE APULIA USA, INC.  
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**ARTICLES OF INCORPORATION**  
of  
**ASSOCIAZIONE APULIA USA, INC.**  
(A Florida Corporation Not-for-Profit)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles constitute the Articles of Incorporation of ASSOCIAZIONE APULIA USA, INC., a corporation not-for-profit organized under the laws of the State of Florida.

**Article I**  
**Name**

The name of the Corporation is Associazione Apulia USA, Inc.

**Article II**  
**Purpose**

The purposes for which the Corporation is formed are:

1. The general nature of the business to be transacted by the Corporation will be the promotion, preservations and dissemination of the Puglia Region and Italian culture as well as social heritage involving persons of Puglia and Italian heritage in the United States, as well as other persons, therefore establishing educational, recreational as well as cultural and social interaction among people from Puglia, Italian Americans and persons from different cultures.

2. Generally to have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property; provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 its purposes as set forth in and limited by these Articles.

3. This Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these Articles, 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 Internal Revenue Code and Regulations issued pursuant

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thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as the Board of Directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the appropriate 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 said Court shall determine, which are organized and operated exclusively for such purposes.

### **Article III**

#### **Duration**

The term of existence of the Corporation is perpetual.

### **Article IV**

#### **Membership**

Membership in the Corporation shall be as regulated by the Bylaws.

### **Article V**

#### **Address**

The principal office address and mailing address of the Corporation is 801 N Venetian Drive, Suite 1101, Miami Beach, Florida 33139.

### **Article VI**

#### **Registered Office and Agent**

The street address of the initial registered office of the Company is: 150 SE 2<sup>nd</sup> Avenue, Suite 1010, Miami, Florida 33131, and the name of its initial registered agent at such address is Stefania Bologna, Esq.

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**Article VII**  
**Directors and Officers**

The Corporation shall be operated and managed by three 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 three. The names and addresses of the initial directors and officers until the first election are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Luciana Saliati	801 N Venetian Drive Suite # 1101 Miami, Florida 33139	Director/President/Treasurer
Maria Rosaria Balzano	5650 Pinecrest Drive Miami Beach, Florida 33140	Director/Vice President
Luciano Sportiello	1800 Purdy Avenue Suite # 1503 Miami Beach, Florida 33139	Director/Secretary

**Article VIII**  
**Incorporator**

The name and address of the incorporator hereof is:

Luciana Saliati  
801 N Venetian Drive, #1101  
Miami Beach Florida 33139

**Article IX**  
**Commencement of Existence**

The Corporation shall be deemed to commence its existence on the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, I have subscribed my name this 24 day of February, 2009

  
Luciana Saliati, Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of s607.0501, Florida Statutes, the undersigned corporation, organized pursuant under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: ASSOCIAZIONE APULIA USA, INC.
2. The name and address of the registered agent and office is:

Stefania Bologna, Esq.  
150 S.E. 2<sup>nd</sup> Avenue  
Suite 1010  
Miami, FL 33131

The undersigned, Stefania Bologna, Registered Agent, hereby accepts the designation of themselves as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

Date: February <sup>24</sup> 24, 2009

  
Stefania Bologna, Registered Agent

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