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SECRETARY OF STATE
TALLAHASSEE FLORIDA

MRD
9/18

COVER LETTER

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

SUBJECT: Arlecchino U.S.A., Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Pauline Markey % Fox Rothschild LLP
Name (Printed or typed)

222 Lakeview Ave, #700
Address

West Palm Beach, FL 33401
City, State & Zip

561-835-9600
Daytime Telephone number

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
ARLECCHINO U.S.A., INC.
A Florida Non-Profit Corporation**

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09 SEP 17 PM 3:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, Sandra Sicolo, who is a citizen of the United States, desiring to form a non-profit corporation under the Florida Not for Profit Corporation Act, does hereby certify:

**ARTICLE I:
NAME**

The name of this Florida non-profit corporation shall be Arlecchino U.S.A., Inc. (the "Corporation").

**ARTICLE II:
PRINCIPAL PLACE OF BUSINESS**

The street and mailing address of the Corporation's principal place of business shall be 3450 N.E. 4th Avenue, Boca Raton, Florida 33431.

**ARTICLE III:
REGISTERED OFFICE AND AGENT**

The Registered Office of the Corporation shall be 411 N.E. 38th Street, Boca Raton, Florida 33431, and the name of the Registered Agent of the Corporation at said address shall be Gemma Daly (Sicolo).

**ARTICLE IV:
CORPORATE PURPOSE**

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal revenue code. To this end, the Corporation shall:

- (1) Promote appreciation for and raise awareness of Italian culture by providing social and cultural events to the general public;
- (2) Provide educational programs and classes that advance the Italian language, cuisine, art and music;
- (3) Organize lectures, seminars, and keynote speakers that focus on Italian culture; and
- (4) Such other acts consistent with the Corporation's general charitable and educational purposes.

**ARTICLE V:
INITIAL BOARD OF DIRECTORS**

The names and addresses of the initial directors of the Corporation's Board of Directors are as follows:

Sandra Sicolo
3450 NE 4th Avenue
Boca Raton, FL 33431

Emanuel L. Paparella
2541 N. Nob Hill Road
Apt. #402
Sunrise, FL 33322

Nino Lepore
Via Bruno Buozzi n. 68
Bitonto (Bari) 70032
Italy

Jenifer Vogt
5280 NW 2nd Avenue
Apt. #515
Boca Raton, FL 33487

Mindy Bisignano
2167 Cromwell Circle
Boca Raton, FL 33486

The manner in which the Directors are appointed shall be stated in the Bylaws

ARTICLE VI:
EARNINGS OF THE 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 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 IV hereof.

ARTICLE VII:
LIMITATIONS ON POLITICAL ACTIVITIES

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal revenue code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal revenue code.

ARTICLE VIII:
DISSOLUTION OF THE CORPORATION

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 the corresponding section of any future federal revenue code, or shall be distributed to the federal government, or to a 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 Corporation's principle place of business 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 exempt purposes.

ARTICLE IX:
ADOPTION OF BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors by a two-third (2/3) majority vote at the first Board of Directors meeting. The written notice for the Board of Directors meeting of the Corporation shall be mailed to each Director, by regular U.S. mail, electronic mail, or any other proper means of communication, at least five (5) days before the date of the meeting. Such written notice for the Board of Directors meeting shall include the proposed Bylaws of the Corporation.

ARTICLE X:
AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors by a two-third majority vote at an annual or special meeting. The written notice for the meeting shall be provided to each Director, by regular U.S. mail, electronic mail, or any other proper means of communication, at least five (5) days before the date of the meeting. Such written shall include the proposed amendments to the Articles of Incorporation of the Corporation.

ARTICLE XI:
COMMENCEMENT


This Corporation shall commence its existence effective September 17, 2009, pursuant to Florida Statutes Title XXXVI Chapter 607.0203, providing that corporate existence may begin up to five days prior to the date of filing with the Secretary of State.

ARTICLE XII:
INCORPORATOR

The name and address of the incorporator is:

Sandra Sicolo
3450 NE 4th Avenue
Boca Raton, FL 33431

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles
of Incorporation this 16 day of September 2009.


Sandra Siculo, Incorporator

FILED
09 SEP 17 PM 3:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

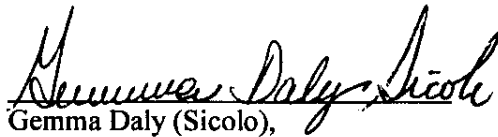
**CERTIFICATION DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.**

Pursuant to Florida Statutes Title VI Chapter 48.091, the following is submitted
compliance with said Act:

Arlecchino U.S.A., Inc., desiring to organize under the laws of Florida, as indicated in
the Articles of Incorporation at Article III, has named Gemma Daly (Sicolo), as its Registered
Agent to accept service of process within the state of Florida at its Registered Office at 411 N.E.
38th Street, Boca Raton, Florida 33431.

ACKNOWLEDGEMENT:

Having been named as a Registered Agent for Arlecchino U.S.A., Inc. to accept service
of process at its Registered Office, I hereby agree to act in this capacity, and further agree to
comply with the provisions of all statutes related to the proper and complete performance of my
duties.


Gemma Daly (Sicolo),
Registered Agent

Date: 9/16/09