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FLORIDA PROFIT/NON PROFIT CORPORATION

The John and Melissa Ceriale Foundation, Inc.

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ARTICLES OF INCORPORATION
OF

THE JOHN AND MELISSA CERIALE FOUNDATION, INC.

The undersigned, a natural person, for the purpose of organizing a corporation not-for-profit and without authority to issue capital stock under the provisions and subject to the requirements of the laws of the State of Florida (particularly the Florida Not For Profit Corporation Act), hereby certifies that:

ARTICLE I

NAME

The name of the corporation is The John and Melissa Ceriale Foundation, Inc.
(the "Corporation").

ARTICLE II

ADDRESS

The street and mailing address of the initial principal office of the Corporation is
230 South Ocean Boulevard, Palm Beach, Florida 33480.

ARTICLE III

REGISTERED OFFICE AND AGENT

The address, including street, number, and city, of the registered office of the Corporation in the State of Florida is 230 South Ocean Boulevard, Palm Beach, Florida 33480. The name of the registered agent of the Corporation in the State of Florida at that address is John Ceriale.

ARTICLE IV

PURPOSES

The purposes for which the Corporation is formed are exclusively charitable, educational, scientific, religious and literary within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and will include but will not be limited to:

- (a) making grants to support charitable, educational, scientific, religious and literary organizations described in Code Section 501(c)(3), whether local, national or international;
- (b) cooperating with other charitable organizations whether local, national, or international, for any of the foregoing purposes; and
- (c) conducting any other activities that may be necessary, useful, or desirable for the furtherance or accomplishment of the foregoing purposes, provided that those activities would not endanger the Corporation's not-for-profit or tax-exempt status.

ARTICLE V

POWERS

The Corporation will have the authority to exercise all of the powers conferred upon corporations organized not-for-profit and without authority to issue capital stock under the provisions of the Florida Not For Profit Corporation Act, together with the power to solicit grants and contributions for any corporate purpose. Notwithstanding any other provision of these articles, the Corporation will not carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE VI

DURATION

The duration of the Corporation is to be perpetual.

ARTICLE VII

NO CAPITAL STOCK

The Corporation will not have authority to issue capital stock.

ARTICLE VIII**DIRECTORS**

The method of election of directors of the Corporation will be set forth in the By-Laws of the Corporation.

ARTICLE IX**NO MEMBERS**

The Corporation will have no members.

ARTICLE X**MANAGEMENT**

Except as otherwise provided by law, or in any By-Laws of the Corporation, the activities and affairs of the Corporation will be managed and all the powers of the Corporation will be exercised by the Board of Directors.

ARTICLE XI**DIRECTORS' LIABILITY**

The personal liability of the directors and of any persons performing any of the duties of directors of the Corporation is hereby eliminated to the fullest extent permitted by Florida Statutes Section 617.0834, as the same may be amended or supplemented.

ARTICLE XII**NO PRIVATE INUREMENT**

The Corporation is not formed for pecuniary profit or financial gain, and no part of its assets, income, or profit will be distributed to, or inure to the benefit of, any private individual. However, reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.

ARTICLE XIII

LOBBYING AND PARTICIPATION IN POLITICAL CAMPAIGNS

No part of the activities of the Corporation will be devoted to carrying on propaganda or otherwise attempting to influence legislation. The Corporation will not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE XIV

FEDERAL EXCISE TAXES

If the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, then for the period in which the Corporation is so deemed, it will distribute its income for each taxable year in the manner and at those times as not to be subject to tax under Section 4942 of the Code. In addition, if the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, the Corporation will not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in a manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE XV


DISSOLUTION

In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities will be distributed as determined by the Board of Directors to charitable organizations then described in Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any assets of the Corporation not so disposed of will be disposed of by the Court of Common Pleas (or a Court of equivalent or comparable jurisdiction) of the county in which the principal office of the Corporation is then located, exclusively for charitable purposes or to an organization or organizations, as said court will determine, which are organized and operated exclusively for charitable purposes.


ARTICLE XVI**AMENDMENTS**

From time to time, and in furtherance of the exempt purposes for which the Corporation is being organized, any of the provisions of these Articles of Incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner and at the time prescribed by those laws.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation and affirmed as true the statements made herein this 3rd day of November, 2009.


Jennifer I. Reynoso, Incorporator
c/o Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017

Having been named as registered agent to accept service of process for the Corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



John Ceriale, Registered Agent
230 South Ocean Boulevard
Palm Beach, Florida 33480

Date: November 3, 2009

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