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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Mailed: 6/29/10

COVER LETTER

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

SUBJECT: The Virginia Zeani and Nicola Rossi-Lemeni Foundation, 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: Mario G. de Mendoza, III, P.A.
Name (Printed or typed)

12765 Forest Hill Boulevard, Suite 1302
Address

Wellington, FL 33414
City, State & Zip

561-784-2930
Daytime Telephone number

mgm@pblaw.us
E-mail address: (to be used for future annual report notification)

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF**

**THE VIRGINIA ZEANI AND NICOLA ROSSI-LEMENI FOUNDATION, INC.
a Florida Not-for-Profit Corporation**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE: NAME

The name of the Corporation is **THE VIRGINIA ZEANI AND NICOLA ROSSI-LEMENI FOUNDATION, INC.** ("Corporation").

ARTICLE TWO: PRINCIPAL OFFICE

The address of the principal office of the Corporation is 12765 Forest Hill Blvd., Suite 1302, Wellington, Florida 33414-4781.

ARTICLE THREE: PURPOSE

- A. The Corporation is organized for the primary purpose of (1) the fostering of appreciation for the art opera, (2) opera vocal training and education; and (3) the preservation, conservation, and display of mementos, costumes, props, books, etc., associated with opera and the lives of Virginia Zeani and Nicola Rossi-Lemeni, collected individually and collectively over the careers (performing and teaching) of Virginia Zeani and Nicola Rossi-Lemeni. The Corporation is also organized for other not-for-profit purposes, substantially all of the activities of which are for the

aforementioned purposes. No part of the net earnings of the Corporation shall inure to the benefit of any officer or member of the Board of Directors.

- B. In the event of a dissolution of the Corporation, the net assets thereof, after payment or other provision is made for any and all indebtedness and other liabilities of the Corporation, shall be delivered and paid over to an organization selected by the then Board of Directors which qualifies as an Exempt Organization under Section 501(c), or similar provision, of the Internal Revenue Code then in effect.

ARTICLE FOUR: DIRECTORS

At all times there shall be not less than three (3) Directors of the Corporation. The number of Directors in excess of three (3) and the method of their election are set forth in the Bylaws.

ARTICLE FIVE: MEMBERS

The Corporation shall have three (3) initial Members, Virginia Zeani (also known as Virginia Zeani Rossi-Lemeni); Virginia Zeani's son, Dr. Alessandro Rossi-Lemeni Makedon; and Virginia Zeani's trusted friend, Leslie M. Ritch. The initial Members of the Corporation shall serve in that capacity until their resignation, disability or death. Upon the resignation, disability or death of an initial Member, a successor may be appointed as provided in the Bylaws. Additional Members may be admitted from time to time as set forth in the Bylaws. The Members of the Corporation shall serve on the Board of Directors at all times. The Bylaws of the Corporation contain provisions relating to the qualifications for membership, the rights of members, and other such matters.

ARTICLE SIX: INITIAL REGISTERED AGENT AND ADDRESS

As set forth in the Registered Agent's written acceptance of his appointment, which is delivered to the Department of State together with these Articles of Incorporation, the name and address of the initial registered agent for the Corporation is:

**Mario G. de Mendoza III, PA.
12765 Forest Hill Boulevard
Suite 1302
Wellington, FL 33414**

ARTICLE SEVEN: INCORPORATOR

The name and street address of the incorporator is as follows:

**VIRGINIA ZEANI ROSSI-LEMENI
8188 Lakeview Drive
West Palm Beach, Florida 33412-2448**

ARTICLE EIGHT: INITIAL BOARD OF DIRECTORS

The Members of the Corporation will serve as the initial Board of Directors of the Corporation. Their names and addresses are as follows:

**VIRGINIA ZEANI ROSSI-LEMENI
8188 Lakeview Drive
West Palm Beach, Florida 33412-2448**

**DR. ALESSANDRO ROSSI-LEMENI MAKEDON
7797 Preserve Drive
West Palm Beach, FL 33412**

**LESLIE M. RITCH, ESQ.
7932 Flagler Court South
West Palm Beach, FL 33405**

The undersigned has executed these Articles of Incorporation this 18 day of June, 2010.

Virginia Zeani Rossi-Lemeni
VIRGINIA ZEANI ROSSI-LEMENI

FILED
10 JUL -1 PM 3:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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


10 JUL -1 PM 3:16

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

Pursuant to the provisions of Section 617.0501 of the Florida Not-For-Profit Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is THE VIRGINIA ZEANI AND NICOLA ROSSI-LEMENI FOUNDATION, INC.
2. The name and address of the Registered Agent and registered office of the Corporation is:


**Mario G. de Mendoza III, PA.
12765 Forest Hill Boulevard
Suite 1302
Wellington, FL 33414**



VIRGINIA ZEANI/ROSSI-LEMENI DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

MARIO G. DE MENDOZA, III, P.A.



MARIO G. DE MENDOZA III, 6/22/10
President DATE