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TALLAHASSEE, FLORIDA

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AND
FILED

The Gentile Family Foundation, Inc. 11 MAR 31
a Florida not for profit corporation

PM 12:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

We, the undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I.
NAME AND ADDRESS**

The name of this corporation is **THE GENTILE FAMILY FOUNDATION, INC.** and its mailing address is 28059 US Hwy. 19 North, Suite 302, Clearwater, Florida 33761

**ARTICLE II.
PURPOSES**

Section 1. This corporation is organized exclusively for charitable, religious, educational and scientific purposes including for such purposes, the making and distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

Section 2. The further purpose of this corporation is to support other charitable, religious, educational and scientific organization which support victims of child abuse.

Section 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purpose set forth in the purpose clause hereof. The corporation shall not be used for the carrying on the 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 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 (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any further future federal tax code, or (b) by an organization, contributions to which are deducted under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 5. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 6. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 7. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 8. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 9. Notwithstanding any other provision of these Articles of Incorporation, 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 thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(d)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 10. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute assets of the corporation exclusively to one or more exempt organizations with purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the circuit court of the county in which the principal offices of the corporation is then located exclusively for such purposes or to such organization, or organizations, as said court shall determined, which are organized and operated exclusively for such purposes.

**ARTICLE III.
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE IV.
MEMBERS**

The corporation shall have Members. The membership of this corporation shall initially constitute all persons hereinafter named as Subscribers, as Directors, and such other persons who, from time to time hereafter, express a desire to support the charitable purposes of this corporation as described in Section 2 of Article II and who apply and are accepted by the Directors as a member.

**ARTICLE V.
BOARD OF DIRECTORS**

Section 1. The business affairs of this corporation shall be managed by the Board of Directors.

Section 2. This corporation shall have five (5) members of the Board initially. The number of Directors may be changed from time to time as provided by the Bylaws, but their number may never be less than three (3).

Section 3. Only persons who are Members of the corporation shall be eligible to serve on the Board of Directors.

Section 4. The names and addresses of the initial Board of Directors who are to serve as Directors until the first meeting of the membership is as follows:

Name	Address
Michael L. Gentile	28059 US Hwy. 19 North, Suite 302 Clearwater, Florida 33761
Sharla Gentile	28059 US Hwy. 19 North, Suite 302 Clearwater, Florida 33761

Michael B. Gentile	28059 US Hwy. 19 North, Suite 302 Clearwater, Florida 33761
Jennifer A. Guardini ^{Guardiani}	28059 US Hwy. 19 North, Suite 302 Clearwater, Florida 33761
Justin A. Guardini ^{Guardiani}	28059 US Hwy. 19 North, Suite 302 Clearwater, Florida 33761

Section 5. Members of the Board of Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI. OFFICERS

Section 1. The officers of the corporation shall be a President, Vice President, a Secretary, a Treasurer, and such number of additional Vice Presidents or other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

Name	Address
Michael L. Gentile	28059 US Hwy. 19 North, Suite 302 Clearwater, Florida 33761
Sharla Gentile	28059 US Hwy. 19 North, Suite 302 Clearwater, Florida 33761
Michael B. Gentile	28059 US Hwy. 19 North, Suite 302 Clearwater, Florida 33761
Jennifer A. Guardini ^{Guardiani}	28059 US Hwy. 19 North, Suite 302 Clearwater, Florida 33761
Justin A. Guardini ^{Guardiani}	28059 US Hwy. 19 North, Suite 302 Clearwater, Florida 33761

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

Section 4. The officers shall have such duties, responsibilities and powers as provided by the Bylaws.

ARTICLE VII. BYLAWS

The membership shall adopt Bylaws for the corporation at the first meeting of the membership of the corporation after the approval of these Articles of Incorporation by the Secretary of State. Additional Bylaws or alterations or rescission of the first Bylaws shall be enacted by the Members or Directors.

ARTICLE VIII.
CONDUCT OF AFFAIRS

The conduct of the affairs of the corporation shall be limited by the various provisions of the Bylaws including but not limited to the following matters: provisions establishing classes of membership and limiting voting rights to one or more of such classes; and provisions creating, dividing, limiting and regulating the powers of the corporation, the Directors and the Members.

ARTICLE IX.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 28059 US Hwy. 19 North, Suite 302, Clearwater, Florida 33761, and the name of the initial registered agent of this corporation located at that address is MICHAEL L. GENTILE.

ARTICLE X.
SUBSCRIBERS

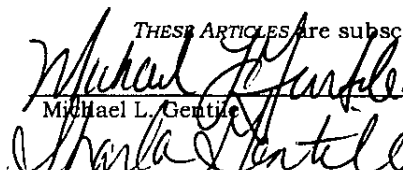
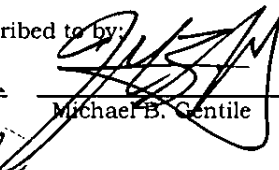
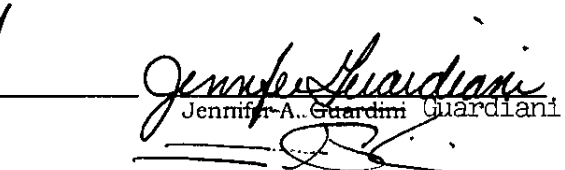

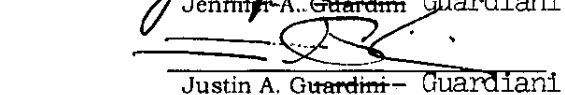
The subscribers to these Articles of Incorporation are:

Name	Address
Michael L. Gentile	28059 US Hwy. 19 North, Suite 302 Clearwater, Florida 33761
Sharla Gentile	28059 US Hwy. 19 North, Suite 302 Clearwater, Florida 33761
Michael B. Gentile	28059 US Hwy. 19 North, Suite 302 Clearwater, Florida 33761
Jennifer A. Guardini ^{Guardiani}	28059 US Hwy. 19 North, Suite 302 Clearwater, Florida 33761
Justin A. Guardini ^{Guardiani}	28059 US Hwy. 19 North, Suite 302 Clearwater, Florida 33761

ARTICLE XI.
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Members and the Directors. Such amendment shall be proposed and adopted by a vote of the Directors and Members of the corporation.

THESE ARTICLES are subscribed to by:

 Michael L. Gentile	 Michael B. Gentile	 Jennifer A. Guardini ^{Guardiani}
 Sharla Gentile		 Justin A. Guardini ^{Guardiani}

STATE OF FLORIDA
COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 23rd day of March, 2011,
by **MICHAEL L. GENTILE**, who ☒ is personally known to me, or ☐ produced a valid Florida driver's license, or
☐ _____ as identification.

My Commission Expires:

May 2, 2014

Evelyn M. Hale
Notary Public

(SEAL)



STATE OF FLORIDA
COUNTY OF Hillsborough

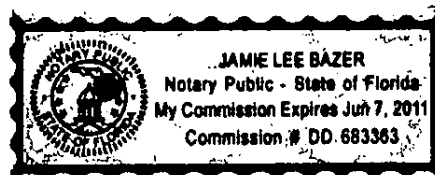
The foregoing instrument was acknowledged before me this 22 day of March, 2011,
by **SHARLA GENTILE**, who ☐ is personally known to me, or ☒ produced a valid Florida driver's license, or
☐ Driver's license as identification.

My Commission Expires:

June 7, 2011

Jamie Lee Bazer
Notary Public

(SEAL)



STATE OF FLORIDA
COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 16th day of March, 2011,
by **MICHAEL B. GENTILE**, who ☒ is personally known to me, or ☐ produced a valid Florida driver's license,
or ☐ _____ as identification.

My Commission Expires:

05/02/2014

Evelyn M. Hale
Notary Public



APPROVED
AND
FILED

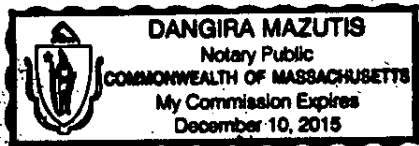
11 MAR 31 PM 12:42

STATE OF ~~FLORIDA~~ Massachusetts
COUNTY OF Worcester

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 11th day of March, 2011,
by JENNIFER A. GUARDINI, who ☒ is personally known to me, or ☐ produced a valid Florida driver's license,
or ☒ MA Driver's license as identification.

My Commission Expires: 12/10/2015 Dangira Mazutis
Notary Public (SEAL)



STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this 10th day of MARCH, 2011,
by JUSTIN A. GUARDINI, who ☒ is personally known to me, or ☐ produced a valid Florida driver's license, or
☐ _____ as identification.

My Commission Expires: 8/30/13 Amanda E. Toms
Notary Public (SEAL)

ACCEPTANCE

I hereby accept to act as Initial Registered Agent for **THE GENTILE FAMILY FOUNDATION, INC.**, as stated in these Articles of Incorporation.

Michael L. Gentile
Michael L. Gentile