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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Florida Italian American Council, Inc.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA ITALIAN AMERICAN COUNCIL, INC.**

The undersigned subscriber, for purposes of forming a corporation not for profit under Chapter 617, as amended, of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

**ARTICLE I**

**Name and Address**

The name of the Corporation shall be FLORIDA ITALIAN AMERICAN COUNCIL, INC.  
The principal office and mailing address of the Corporation shall be 7762 S.E. Heritage Blvd., Hobe Sound, Florida 33455.

**ARTICLE II**

**Duration**

This Corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This Corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE III**

The principal objectives and purposes for which this Corporation is formed are as follows:

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A. The Corporation is being formed for the purpose of enriching the lives of the citizens of Italian American descent by establishing a culturally relevant community anchored in Judeo Christian values. In furtherance thereof, the following purposes are set forth:

- i. To educate and preserve the history and heritage of the Italian American community;
- ii. To encourage the study of Italian language and culture in American schools and universities;
- iii. To promote young Italian American education;
- iv. To recognize Italian American leaders in business and in the community;
- v. To be a complete resource for issues surrounding the Italian American community; and
- vi. To celebrate the Italian American culture.

B. The purpose for which the Corporation is organized are exclusively religious, charitable, scientific, literary and education within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

C. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Code.

#### ARTICLE IV

##### Incorporators

The name and residence of each of the incorporators of these Articles of Incorporation is as follows:

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Vincent Cuomo  
7762 S.E. Heritage Blvd.  
Hobe Sound, FL 33455

ARTICLE V

Membership

This Corporation shall be organized on a non-stock basis and shall not issue shares of stock unless otherwise provided in the Bylaws. The Corporation shall have no members, unless one or more classes of membership are created in the Bylaws.

ARTICLE VI

Management of Corporate Affairs

Unless the Bylaws provide otherwise, management of this Corporation shall be as follows:

A. Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Corporation shall have at least three (3) directors or such lesser member as may be allowed by applicable law. The number of directors herein provided for may be changed pursuant to Florida Statutes by a bylaw duly adopted by the Board of Directors. Directors shall be elected annually by a majority vote in accordance with the Bylaws of the Corporation.

B. Elective Officers. The officers of this Corporation shall be a president, secretary and treasurer. Other offices and officers may be established or appointed by the Board of Directors of the Corporation at any regular annual meeting or as otherwise provided by law. The qualifications, the time and manner of electing or appointing, the duties of, the term of office, and the manner of

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removing officers shall be as set forth in the Bylaws.

The officers who are to serve until the first election of officers under the Articles of Incorporation are: Vincent Cuomo, President/Secretary/Treasurer.

C. Committees. The Corporation shall have such standing and other committee as may be set forth in the Corporation's Bylaws or as may be appointed from time to time by the Board of Directors or officers of the Corporation.

#### ARTICLE VII

##### Location of Registered Agent

The name and address of the Corporation's initial registered agent in the State of Florida is:

Jerald S. Bocr, Esq.  
Ciklin Lubitz Martens & O'Connell  
515 N. Flagler Drive, 20<sup>th</sup> Floor  
West Palm Beach, FL 33401

#### ARTICLE VIII

##### Bylaws

Bylaws are anticipated to be hereinafter adopted at the first meeting of the Board of Directors. Such Bylaws may be amended, altered, rescinded or replaced, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the Bylaws shall be binding on all members of the Corporation.

#### ARTICLE IX

##### Amendment of Articles

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Amendments to these Articles of Incorporation may be adopted at a meeting of the Board of Directors by a majority vote of the Directors then in office, provided, however, there shall be an affirmative vote of not less than two (2) Directors.

#### ARTICLE X

##### Indemnification and Limitation of Liability

The Corporation may indemnify any officer or directors, or any former officer or director of the Corporation, to the fullest extent permitted by law. The private property of any members shall not, unless otherwise provided by the law, be subject to the payment of the corporate debts to any extent whatsoever.

#### ARTICLE IX

##### Dissolution

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any Federal tax code, or shall be distributed to the Federal, state or local government for a public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned, being the original incorporator(s) of the Corporation hereinbefore named, for the purposes of forming a Corporation not for profit for the purposes of operating within and without the State of Florida, under the laws of the State of Florida

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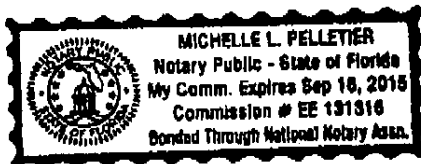
(specifically Part I of Chapter 617), makes and files these Articles of Incorporation, herby declaring and certifying that the facts herein stated are true the 15<sup>th</sup> day of June, 2013.

  
VINCENT CUOMO, Incorporator

STATE OF FLORIDA

COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of June, 2013, by VINCENT CUOMO, who is personally known to me or who has produced \_\_\_\_\_ (type of identification) as identification and who did (not) take an oath.



  
NOTARY PUBLIC  
State of Florida

My commission expires:

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

  
GERALD S. BEER, Registered Agent

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