

N 1-60000003106

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200283255932

03/18/16--01009--004 \*\*87.50

16 MAR 18 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

MAR 18 2016  
S. PRATHER

## COVER LETTER

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

**SUBJECT:** The Wesley Michael Spano Charitable Organization, 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:** Michael F. Spano  
\_\_\_\_\_  
Name (Printed or typed)

4050 W. Broward Blvd  
\_\_\_\_\_  
Address

Plantation, FL 33317  
\_\_\_\_\_  
City, State & Zip

954-494-3161  
\_\_\_\_\_  
Daytime Telephone number

mspano@baumanandrossman.com

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**

### **THE WESLEY MICHAEL SPANO CHARITABLE ORGANIZATION, INC.**

In Compliance with Chapter 617, F.S., (Not for Profit)

#### **ARTICLE I: NAME**

### **THE WESLEY MICHAEL SPANO CHARITABLE ORGANIZATION, INC.**

#### **ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:  
4050 West Broward Blvd, Suite #3, Plantation Florida 33317

#### **ARTICLE III: PURPOSE**

##### **3.01 Purpose**

**The specific purpose for which this corporation is organized:**

To raise awareness about the terrible and tragic effects of mental illness and depression that often leads to suicide. Promote and sponsor educational programs for the detection and prevention of depression, mental illness and suicide. A primary objective is to raise awareness of the growing threat of teen and young adult suicide in a time where increased expectation and growing pressure is further exacerbated by the instant dissemination of such information on all forms of social media and the internet. To achieve our objective, the corporation will provide education and training programs for Schools, Parents, Peers and Sporting teams and any other groups with the hope of preventing tragedies from this terrible but growing threat.

This corporation is organized and operated exclusively for educational and charitable purposes within the meaning of 501(c)(3) of the Internal Revenue Code

##### **3.02 Public Benefit**

**THE WESLEY MICHAEL SPANO CHARITABLE ORGANIZATION, INC.** is designed as a public benefit corporation.

16 MAR 18 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

#### **ARTICLE IV: MANNER OF ELECTION**

The manner in which the directors are elected or appointed:

SECTION 1: BOARD AND NUMBER: The management, property and affairs of **THE WESLEY MICHAEL SPANO CHARITABLE ORGANIZATION, INC.**, shall be vested in the Board of Directors. The number of directors shall be not less than three (3) or more than eleven (11). Directors shall be elected at annual meetings of the Members. Each elected director shall take office upon election and shall hold office until: (i) a successor has been elected and qualified; or (ii) removal by the members.

SECTION 2: ANNUAL ELECTION AND TERM OF OFFICE: The prior year's Board Members shall determine the number and elect the directors for the ensuing year. All elections of directors shall be by majority vote of all Board Members. One-half of the elected Board of Directors shall be elected each year and shall serve a two-year term.

SECTION 3: VACANCIES: If a board member does not complete a term, the Board of Directors, by MAJORITY vote, may fill the position with a qualified Regular Member. This new director will serve the remainder of the current fiscal year. Re-election will be for a one or two-year term as determined by the status of the resigning Board member. Directors wishing to resign must do so to the President or Vice President (verbal or written).

SECTION 4: BOARD MEETINGS, NOTICE AND QUORUM: Regular meetings of the Board of Directors shall be held following the annual election and on such days thereafter as shall be determined by a MAJORITY vote of the Board. The President shall, at the request in writing of two (2) Directors, issue a call for a special meeting of the Board.

#### **ARTICLE V: Limitations and additional provisions**

The period of duration of this corporation is perpetual.

The property of this corporation is irrevocably dedicated to the furtherance of awareness and education in regard to mental illness, depression and suicide and no part of the net income or assets of this corporation shall inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for the awareness and education in regard to mental illness, depression and suicide and which has established its tax exempt status under section 501 (c)(3) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, otherwise attempting to influence legislation (except as otherwise provided by section 501 (h) of the Internal revenue Code), and this 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation to such members, directors, officers, or other private persons, for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal revenue Code or (2) by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

#### **ARTICLE VI: INITIAL DIRECTORS AND/OR OFFICERS**

The number of Initial Directors of this Corporation shall be Nine.

List name(s), address(es) and specific title(s): Addresses for all are as follows:

**4050 W. Broward Blvd., Suite #3, Plantation, FL 33317**

Michael F. Spano, Director/President

Liliam Brito, Director

Gregg Rossman, Director/Vice President

Larry Grillo, Director/Treasurer

Gregg Hirsch, Director/Secretary

Mike Murazzi, Director

John McSoley, Director

Ari Lima, Director

Alec Spano, Director

**ARTICLE VII: INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

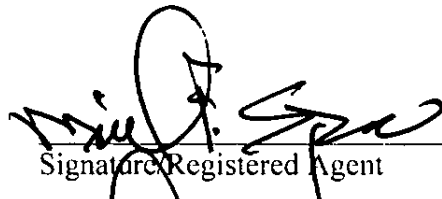
Michael F. Spano, 4050 W. Broward Blvd., Suite #3, Plantation, Florida 33317


**ARTICLE VIII INCORPORATOR**

The name and address of the Incorporator is: Michael F. Spano, 4050 W. Broward Blvd., Suite #3, Plantation, FL 33317.

\*\*\*\*\*

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Signature Registered Agent      3-14-2016  
Date

  
Signature/Incorporator      3-14-2016  
Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

16 MAR 18 AM 10:10

APPROVED  
AND  
FILED