

12/15/2020

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**FLORIDA PROFIT/NON PROFIT CORPORATION
THE COOPER VOCCOLA FAMILY FOUNDATION, INC**

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**ARTICLES OF INCORPORATION
OF
THE COOPER VOCCOLA FAMILY FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

**TO: THE DEPARTMENT OF STATE
STATE OF FLORIDA**

The undersigned, of the age of Eighteen (18) years or older, for the purpose of forming a Corporation pursuant to the provisions of Chapter 617, Corporations, Not For Profit, of the Florida Statutes, does hereby execute these Articles of Incorporation:

FIRST: The name of the Corporation shall be **THE COOPER VOCCOLA FAMILY FAMILY FOUNDATION, INC.** (the "Corporation").

SECOND: The principal street address of the Corporation is 200 Biscayne Boulevard Way, Apt. 5304, Miami, Florida 33131, and the principal mailing address of the Corporation is the same.

THIRD: The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

FOURTH: The Corporation shall not have members.

FIFTH: The number of Directors constituting the first Board of Directors shall be three (3), and the names and addresses of the initial Directors are as follows:

FREDERICK J. VOCCOLA
200 BISCAYNE BOULEVARD WAY, APT. 5304
MIAMI, FLORIDA 33131

HARRY VOCCOLA
78A WEST FRONT STREET
RED BANK, NEW JERSEY 07701

KATHERINE DEGREGORIO
171 BAMM HOLLOW ROAD
MIDDLETOWN, NEW JERSEY 07748

SIXTH: Prior to the expiration of their term in office, each Board of Directors shall elect a new Board of Directors in a manner set forth in the By-laws and whose term shall be set forth in the By-laws.

SEVENTH: The name and address of the Corporation's initial registered agent is FREDERICK J. VOCCOLA, 200 BISCAYNE BOULEVARD WAY, APT. 5304, MIAMI, FLORIDA 33131.

EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of 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 by the Code or the laws of the State of Florida.

NINTH: During any period that the Corporation shall be, or shall be deemed to be, a Private Foundation, as defined in Section 509 of the Code, the following provisions shall apply:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

TENTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying all of the liabilities of the Corporation, or making provisions for such payment, dispose of all the assets of the Corporation. This disposition shall be done exclusively in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

ELEVENTH: No Trustee or Officer of the Corporation shall be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, except any breach of duty based upon an act or omission:

- (1) In breach of such person's duty of loyalty to the Corporation; or
- (2) Not in good faith or involving a knowing violation of law; or
- (3) Resulting in receipt by such person of an improper personal benefit.

TWELFTH: The name and address of the incorporator of the Corporation is as follows:

ANTHONY F. VITIELLO, ESQ.
CONNELL FOLEY LLP
56 LIVINGSTON AVENUE
ROSELAND, NJ 07068

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment and the obligations of a registered agent this 14th day of December, 2020.


FREDERICK J. VOCCOLA, Registered Agent

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal this 15th day of December, 2020.


ANTHONY F. VITIELLO, ESQ., Incorporator