

10/20/2021

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION
THE BRUNETTI FOUNDATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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TALLAHASSEE, FL

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ARTICLES OF INCORPORATION
OF
THE BRUNETTI FOUNDATION, INC.

This is to certify that the undersigned, a natural person, for the purpose of organizing a not for profit corporation and without authority to issue capital stock under the provisions and subject to the requirements of the laws of the State of Florida (particularly Chapter 617 of the Florida Statutes and the acts amendatory thereof and supplemental thereof, and known, identified, and referred to as the "Florida Not For Profit Corporation Act"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "Corporation") is THE BRUNETTI FOUNDATION, INC.

SECOND: The principal place of business and mailing address of the Corporation in the State of Florida is c/o The Brunetti Organization, 2200 E 4th Avenue, Hialeah, Florida 33013.

THIRD: The purposes for which the Corporation is formed are exclusively for charitable, scientific, literary and educational and other purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of subsequent federal tax laws, including support of education and the arts consistent with the philanthropic beliefs of the members of the Brunetti family and to that end to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the Trustees, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Articles of Incorporation, the By-Laws of the Corporation (the "Bylaws"), or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Trustees or officers except as permitted under the Florida Not For Profit Corporation Act.

The Corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the Florida Not For Profit Corporation Act, provided, that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the Corporation.

FOURTH: For the management of the business and for the conduct of the affairs of the corporation, and for the creation, definition, limitation, and regulation of the powers of the corporation and of its governing body and the member or members thereof, as the case may be, it is hereby provided:

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1. After the original or other Bylaws of the Corporation have been adopted, amended or repealed, as the case may be, by the incorporator, the power to adopt, amend or repeal the Bylaws of the corporation may be exercised by the Board of Trustees of the corporation.

2. The activities and affairs of the Corporation shall be managed by or under the direction of its governing body, which in this Articles of Incorporation is referred to as a Board of Trustees, although said Board must consist of at least three (3) members under the Bylaws, and although the member or members of said governing body may be designated as a trustee or trustees, a manager or managers, a governor or governors, or otherwise under any provision of the Bylaws.

3. The number of trustees constituting the initial whole Board of Trustees shall be the number fixed in the original or initial Bylaws. Thereafter, the number of trustees constituting the Whole Board shall be fixed from time to time in the manner prescribed in the Bylaws. The phrase "Whole Board" shall be deemed to mean the total number of trustees, which the Corporation would have if there were no vacancy or vacancies.

4. A trustee shall have such qualifications as may be prescribed in the Bylaws. The initial Board of Trustees shall be elected by the incorporator. Thereafter, each successive Board of Trustees shall be elected by the members of the Corporation; provided, that, in the interim between annual or special elections by such members, the trustees in office, though less than a quorum, may fill any newly created trusteeship and any vacancy, including a vacancy which results from the removal of any trustee or trustees by such members, but which is unfilled by such members, subject to the restrictions set out under the Bylaws.

5. Except as may otherwise be provided under the provisions of the Florida Not For Profit Corporation Act, any or all of the trustees may be removed for or without cause by action of a majority of the members.

6. Any person who is or was a trustee, officer, agent or employee of the corporation or is or was serving, as the request of the corporation, as a trustee, officer, agent, or employee of another corporation, trust, or enterprise shall be entitled to be indemnified by the corporation upon the same terms, under the same conditions, and to the same extent as though he were a present or past trustee, officer, agent or employee of the corporation of any type or kind organized under the Florida Not For Profit Corporation Act; provided that his

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conduct or action was in furtherance of, or in connection with, the exempt purposes of the corporation.

7. The corporation shall have one class of members. Each member shall be entitled to vote in the election of trustees of the corporation, to vote for the adoption, amendment or repeal of the Bylaws pursuant to the provisions of this Articles of Incorporation and the provisions of the Florida Not For Profit Corporation Act, and to vote in such other proceedings as the Florida Not For Profit Corporation Act shall confer voting power on members entitled to vote in the election of trustees of the corporation. A member shall be entitled to one vote in all proceedings in which a member is entitled as of right to vote under any of the provisions of the Florida Not For Profit Corporation Act and in all proceedings in which a member is entitled to vote under any provisions of this Articles of Incorporation and of the Bylaws. Except as may be otherwise provided by the Florida Not For Profit Corporation Act, a majority of the members, or the sole member if there be only one, shall constitute a quorum at any meeting of members, and, except in the election of the trustees, a majority of the votes cast, a quorum being present, shall be the act of said member or members. In the election of directors, at which voting need not be by ballot, a plurality of the votes cast shall elect. The Bylaws shall provide for the conditions of membership in the corporation.

8. Meetings of the members shall be held at such place within or without the State of Florida as may be designated by or in the manner provided in the Bylaws. Except as the Florida Not For Profit Corporation Act or as this Articles of Incorporation may otherwise provide, the Bylaws of the corporation shall or may provide, as the case may be, for the record date, time, call, lapse or period of time after notice, actual or constructive notice of meetings of said members or of actual or constructive waiver of notice thereof, the authority to vote, consent, or dissent in person or by proxy representation and the duration of any proxy, and the conduct of meetings, including provisions for the adjournment thereof.

FIFTH: The name and address of the initial registered agent of the Corporation in the State of Florida is John J. Brunetti, Jr., having an address at 2200 E 4th Avenue, Hialeah, Florida 33013.

SIXTH: The name and mailing address of the sole incorporator is Kevin M. Kilcullen, Esq., 214 Brazilian Avenue, Suite 200, Palm Beach, Florida, 33480.

SEVENTH: The duration of the Corporation is to be perpetual.

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EIGHTH: The personal liability of the trustees of the Corporation is hereby eliminated to the fullest extent permitted by the Florida Not For Profit Corporation Act, as the same may be amended and supplemented.

NINTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Trustees, officers, or other private persons, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes or any of them. 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 this Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws.

TENTH: 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 Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws.

ELEVENTH: The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws.

TWELFTH: The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws.

THIRTEENTH: 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 1986, or the corresponding provisions of any subsequent federal tax laws.

FOURTEENTH: The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws.

FIFTEENTH: Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the

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Internal Revenue Code of 1986, or the corresponding provision of any subsequent federal tax law, as the Board of Trustees shall determine or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

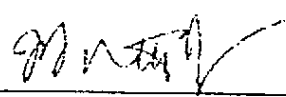
SIXTEENTH: The private property of the Incorporator, Trustees, and officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

SEVENTEENTH: All trustees, officers, employees and agents of the Corporation shall be indemnified to the full extent permitted by law. Such indemnification may be funded through insurance or otherwise as authorized by the Board of Trustees.

EIGHTEENTH: From time to time, and in furtherance of the purposes for which the corporation is being organized, any of the provisions of this Articles of Incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the members of the corporation by this Articles of Incorporation are granted subject to the provisions of Article EIGHTEENTH.

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.

Date: October 19, 2021


JOHN J. BRUNETTI, JR., Registered Agent

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Date: October 19, 2021


KEVIN M. KILCULLEN, Sole Incorporator

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ORGANIZATION ACTION IN WRITING OF INCORPORATOROFTHE BRUNETTI FOUNDATION, INC.

(Organized October 19, 2021)

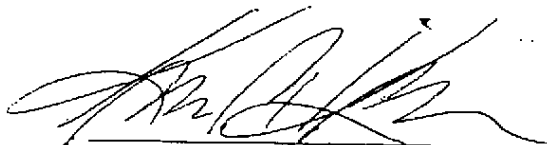
The following action is taken this day through this instrument by the incorporator of the above named corporation:

1. The adoption of the original and initial Bylaws of the corporation.
2. The election of the following persons to serve as the trustees of the corporation until the first annual meeting of members and until their successors are elected and qualified or until their earlier resignation or removal:

Mr. John J. Brunetti, Jr.
c/o Hialeah Race Track
2200 E 4th Avenue
Hialeah, FL 33013

Mr. Stephen P. Brunetti
9510 Bent Grass Court
Delray Beach, FL 33446

Mr. F. Richard Brunetti
12314 Isaabella Drive
Bonita Springs, FL 34135


Kevin M. Kilcullen, Incorporator

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