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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6380

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Account Number : 110432003053
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
C.I.A.M. CASA ITALIA A MIAMI CORP.**

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: C.I.A.M. CASA ITALIA A MIAMI CORP.

DOCUMENT NUMBER: N22000011091

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

FABIO GALLANZA

(Name of Contact Person)

(Firm/ Company)

17200 SW 83RD

(Address)

PALMETTO BAY, FL 33157

(City/ State and Zip Code)

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

FABIO GALLANZA

754

2450346

Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed) |
|---|---|--|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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FILED

**Articles of Amendment
to
Articles of Incorporation
of**

C.I.A.M. CASA ITALIA A MIAMI CORP.

(Name of Corporation as currently filed with the Florida Dept. of State)

N22000011091

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

7211 SW 149 CT

MIAMI, FL 33193

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

7211 SW 149 CT

MIAMI, FL 33193

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>FABIO GIALLANZA</u>	<u>17200 SW 83RD CT</u> <u>PALMETTO BAY, FL 33157</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u>

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

ADDITIONAL TERMS ARE ATTACHED.

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The date of each amendment(s) adoption: NOVEMBER 19, 2022, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

ated 12/12/2022

Signature



(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

SARA SCIBILIA

Typed or printed name of person signing)

SECRETARY

Title of person signing)

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EXHIBIT A
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF C.I.A.M. CASA ITALIA A MIAMI CORP.

C.I.A.M. CASA ITALIA A MIAMI CORP., a not-for-profit corporation organized and existing under the laws of the State of Florida, with its head office located at 7211 SW 149 Ct. Miami, FL 33193, hereby adopt the following amended and restated articles of incorporation for such corporation.

1. Name of the Corporation

The name of the corporation, hereinafter referred to as the "Foundation" is **C.I.A.M. CASA ITALIA A MIAMI CORP.**

2. Period of Duration.

The period of duration of the Foundation is perpetual.

3. Purposes of the Foundation

The Foundation is a corporation incorporated and organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (or foreign equivalent organizations) and under the generally referred to Chapter 617 of the Florida Statutes.

The Foundation is organized to (1) strengthen ties between Italy and the Italian community residing in the Southeast of the United States; (2) to promote Italian culture programs and "Made in Italy" products; (3) to be a point of reference and assistance for the Italian community residing in the Southeast of the United States. In addition, this Foundation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Foundation shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Foundation may receive and administer funds for scientific, medical and charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code and to that end the Foundation is empowered 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 manners, in the judgment of the directors, will best promote the purposes of the Foundation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Foundation, 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

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pecuniary profit or financial gain of its directors or officers except as permitted under Not-for-Profit Corporation Law.

4. Earnings

No part of the net earnings of the Foundation shall inure to the benefit of any member, trustee, officer of the Foundation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Foundation affecting one or more of its purposes, and no member, trustee, officer of the Foundation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation. No substantial part of the activities of the Foundation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. Dissolution

Upon the dissolution of the Foundation or the winding up of its affairs, the assets of the Foundation shall be distributed exclusively to one or more charitable, religious, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of applicable jurisdiction in the county in which the principal office of the Foundation 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.

6. Qualifications for members

The qualifications for members and the manner of their admissions shall be regulated by the Foundation's Bylaws.

7. Territory

The territory in which the operations of the Foundation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Foundation shall not be limited to such territory.

8. Directors

The Foundation shall be managed by a Board of Directors. The qualifications for members of the Board of Directors and the manner of their admissions shall be regulated by the Bylaws

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9. Registered Agent

GRE.CO Consulting Inc., with an address of 11397 SW 66th St. Miami, FL 33173 is designated as registered agent of the Foundation.

10. Indemnification

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Foundation shall be indemnified by the Foundation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

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