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FLORIDA PROFIT/NON PROFIT CORPORATION

The Calandrino Foundation, Inc.

Certificate of Status	1
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## ARTICLES OF INCORPORATION

The undersigned, pursuant to the provisions of Chapter 617 of the Florida Statutes, Florida's Not for Profit Corporation Act (the "Act"), for the purpose of forming a not-for-profit Corporation named The Calandrino Foundation, Inc. (the "Corporation"), under the laws of Florida, sets forth the following articles of organization:

### ARTICLE I NAME

The name of the Corporation shall be:

The Calandrino Foundation, Inc.

### ARTICLE II DURATION

Unless earlier terminated under the Act or the Corporation's bylaws, the duration of the Corporation is perpetual.

### ARTICLE III CORPORATION NOT FOR PROFIT AND CHARITABLE PURPOSE

The Corporation shall be a Corporation not for profit under the provisions of Florida law. It shall be organized, and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code and for any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to Corporations under other laws of this state.

In furtherance of such purposes, the Corporation shall have full power and authority to:

- Acquire or receive from any individual, firm, association, Corporation, trust, foundation, or any government or governmental subdivision, unit or agency, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income thereof sole for the charitable purposes hereof;
- Distribute property and to extend financial aid and support through grants, gifts, contributions, or other aid or assistance to qualified charitable organizations or for charitable purposes;

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- Distribute property for such charitable purposes in accordance with the terms of gifts, bequests, or devices to the Corporation not inconsistent with its purposes, as set forth in these Articles of Incorporation, or in accordance with determinations made by the Board of Directors pursuant to these Articles of Incorporation;
- Modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the sole judgment of the Board of Directors (without the necessity of the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the world and other areas served by the Corporation;
- Engage in charitable functions and activities, not inconsistent with its purposes, as set forth in these Articles of Incorporation, to develop and coordinate the philanthropic resources for the world, and to promote and improve philanthropy in communities served by the Corporation by exercising philanthropic leadership and by engaging in activities aimed at civic betterment and meeting the needs of those communities; and
- Perform all other acts necessary or incident to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by Corporations generally by virtue of applicable provisions of Florida law (within and subject to the limitation of Section 501(c)(3) of the Internal Revenue Code).

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article III and as are exclusively charitable and are entitled to charitable status under Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE IV PUBLICLY SUPPORTED TAX-EXEMPT COMMUNITY FOUNDATION**

The Corporation shall be a Corporation not for profit and shall be neither organized nor operated for pecuniary gain or profit.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, any director, officer, or trustee of the Corporation, or any other private person; but the Corporation shall be authorized and empowered to pay directors, officers, trustees or others reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article III hereof.

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The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that it would disqualify it for tax exemption to influence legislation. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities prohibited to be carried on:

By the Corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than private foundation within the meaning of Section 509(a) of the Internal Revenue Code; or

By a Corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(1) or (2) of the Internal Revenue Code, for federal estate tax purposes under Section 2055(a)(1) or (2) of the Internal Revenue Code, and for federal gift tax purposes under Section 2522(a)(1) or (2) of the Internal Revenue Code.

It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. It is further intended that the Corporation shall have the status of a community foundation which is publicly supported within the meaning of Section 170(b)(1)(A)(vi) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied, and carried out in the accordance with such intent.

## ARTICLE V BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of no less than three directors at any one time.

The directors shall be elected in accordance with the Bylaws of the Corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the Corporation as a community foundation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code.

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The Board of Directors shall have general charge of the affairs and any property and assets of the Corporation. It shall be the duty of the directors to carry out the purposes and functions of the Corporation.

#### **ARTICLE VI MEMBERS**

The Corporation shall have no members.

#### **ARTICLE VII INITIAL BOARD OF DIRECTORS**

The names and addresses of those who will serve as a director on the initial Board of Directors are set forth below. Each director of the Board of Directors listed below will serve in perpetuity until replaced in accordance with these Articles of Incorporation or the Bylaws.

<u>Director's Name</u>	<u>Director's Address</u>
Philip K. Calandrino	1615 Woodward St., Orlando, FL 32803
Amy G. Calandrino	1615 Woodward St., Orlando, FL 32803
Rebekka L. Thomas	1015 Marion Oaks Court, Altamonte Springs, FL 32701

#### **ARTICLE VIII DISSOLUTION OF CORPORATION**

Upon dissolution of the Corporation, the Board of Directors, shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets to a charitable organization exclusively organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under Section 501(c)(3) of the Internal Revenue 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 for 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.

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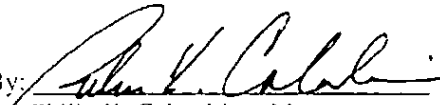
**ARTICLE IX  
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered agent and registered office in Florida for the Corporation is:

Assured Compliance Services, LLC  
1615 Woodward St.  
Orlando, FL 32803

The undersigned is familiar with and accepts the duties and responsibilities as registered agent for the Corporation stated under Chapter 617, Florida Statutes.

ASSURED COMPLIANCE SERVICES, LLC

By:   
Philip K. Calandrino, Manager

**ARTICLE X  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business of this Corporation shall be 1615 Woodward St., Orlando, FL 32803. The mailing address of this Corporation shall be 1615 Woodward St., Orlando, FL 32803.

**ARTICLE XI  
DEFINITIONS**

For purposes of these Articles of Incorporation, "charitable purposes" include charitable, educational, literary, scientific, or medical purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under Section 170(c)(1) or (2), Section 2055(a)(1) or (2), and Section 2522(a)(1) or (2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United State Internal Revenue Law, and to all regulations issued under such sections and provisions.

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## **ARTICLE XII LIMITATION OF DIRECTOR LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or to any other person for monetary damages for breach of duty of care or other duty as a director, or for any statement, vote, decision, or failure to act, regarding corporate management or policy, regardless of when such breach, statement, vote, decision or failure to act may have occurred, except for liability under the provisions of Section 607.0831 of the Florida Statutes.

Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

If Florida law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation of personal liability provided herein, shall be limited to the full extent permitted by the amended Florida law.

In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdictions to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

## **ARTICLE XIII INDEMNIFICATION**

The Corporation shall indemnify any member of the Board of Directors or officer or former member of the Board of Directors or former officer and shall advance and bear expenses and costs (including attorney's fees) actually and necessarily incurred by him or her in connection with any claim asserted, by reason of such person being or having been a member of the Board of Directors or officer of the Corporation, to the fullest extent permitted by the Florida Not for Profit Corporation Act. By resolution of the Board of Directors or in the Bylaws of the Corporation, the Corporation may similarly indemnify and advance and bear expenses and costs of employees and agents of the Corporation with respect to activities within the scope of their services to the Corporation. The Corporation may purchase insurance on such terms as the Board of Directors may approve insuring directors and officers against such claims.

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**ARTICLE XIV  
INCORPORATOR**

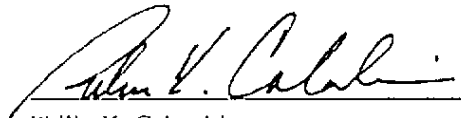
The name and address of the Incorporator of the Corporation is:

Philip K. Calandrino, Esq.  
Forward Law Firm, P.A.  
1615 Woodward St.  
Orlando, FL 32803

**ARTICLE XV  
AMENDMENTS**

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of no less than a majority of all the directors then in office.

These Articles of Incorporation are made effective as of the date filed with the state. I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in §817.155, Florida Statutes.



Philip K. Calandrino  
Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FL

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