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FLORIDA PROFIT/NON PROFIT CORPORATION
Valention Family Foundation, Inc.

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**ARTICLES OF INCORPORATION OF
VALENTINO FAMILY FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION**

ARTICLE I.

The name of this corporation is Valentino Family Foundation, Inc.

ARTICLE II.

The duration of this Corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida.

ARTICLE III.

The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as now or hereafter amended. In furtherance of such purpose, the Corporation may take any action necessary or desirable to further its general purpose, including without limiting the generality of the foregoing.

(a) To distribute money and/or make grants to charitable organizations, establish scholarships, develop educational programs and materials, and otherwise support organizations sharing goals consistent with the general purpose expressed herein; provided however, during Gene Michael Valentino's lifetime he must approve any such grant, scholarship, program or other support prior to the Corporation taking such action.

(b) Borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and secure the same by mortgage, pledge or other lien on the Corporation's property.

(c) Do and perform all acts reasonably necessary to accomplish the purpose of the Corporation.

(d) Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

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(e) Contract with other organizations, for profit and not for profit, with individuals, and with governmental agencies in furtherance of these provisions.

(f) Otherwise operate exclusively for religious, charitable, scientific, literary, educational, or testing for public safety purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, during which operation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its, directors, or other 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 herein.

(ii) 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 except as authorized under the Code.

(iii) Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an entity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by an entity, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IV.

No power or authority shall be exercised by the directors, officers or employees of the Corporation in any manner or for any purpose whatsoever which may jeopardize the status of the Corporation as an exempt organization under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE V.

The Corporation shall have no members.

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ARTICLE VI.

The street address of the initial registered office of the Corporation is 15026 Innerarity Point Road, Pensacola, Florida 32507, or such other place as may from time to time be designated by the Board of Directors.

The street address of the principal office of the Corporation is 921 North Palafox Street, Pensacola, Florida 32501.

The name of the initial registered agent as such address is Gary B. Leuchtman.

ARTICLE VII.

The Board of Directors of the Corporation shall consist of not less than three (3) nor more than seven (7) persons.

The name and address of each person who is to serve as an initial director is as follows:

<u>Name</u>	<u>Address</u>
Gene Michael Valentino	15026 Innerarity Point Road, Pensacola, Florida 32507
Maureen Buscemi Valentino	15026 Innerarity Point Road, Pensacola, Florida 32507
Ryan Campbell	25 W. Government Street, Pensacola, Florida 32502

At such time that Gene Michael Valentino and Maureen Buscemi Valentino ceases to serve as a Director, Alexander Robert Terrill if living and not disabled, shall succeed such person as a Director.

ARTICLE VIII.

The name and address of the incorporator of this Corporation is Gary B. Leuchtman, 921 North Palafox Street, Pensacola, Florida 32501.

ARTICLE IX.

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the

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Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of

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conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0834, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

ARTICLE X.

(a) The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by Board of Directors. The initial Board of Directors shall consist of the persons named herein above. Thereafter, the Board of Directors shall consist of such persons as may be chosen from time to time in accordance with the Corporation's Bylaws.

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(b) The Board of Directors shall elect such officers as the bylaws of this Corporation may authorize the directors to elect from time to time.

The name of each person who is to serve as an initial officer is as follows:

<u>Name</u>	<u>Title</u>
Gene Michael Valentino	President
Maureen Buscemi Valentino	Secretary
Ryan Campbell	Treasurer

ARTICLE XI.

The bylaws of the Corporation may be made, altered or rescinded as provided in the bylaws of the Corporation.

ARTICLE XII

Amendments to these Articles of Incorporation may be altered, amended, or rescinded in whole or in part by the Board in accordance with the bylaws of the Corporation.

ARTICLE XII.

In the event of dissolution of the corporation, the Board of Directors of the Corporation, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary, educational, or testing for public safety purposes, as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors of the Corporation shall determine. In making such determination the Board of Directors shall take into account and be guided by any letter(s) of directors executed by Gene Michael Valentino and Maureen Buscemi Valentino relating to such occurrence or, if none exists, preference shall be given to prior recipients of grants, support or other distributions from the Corporation in such amounts as the Board of Directors shall determine to the exclusion of one or more of such recipients if the

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same is desirable in the Board of Directors' unfettered judgment. 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 or organizations, as said court shall determine, which are organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The undersigned, being the incorporator of this Corporation, for the purpose of forming this nonprofit corporation under the Laws of the State of Florida has executed these articles of incorporation on November 1st, 2023.


GARY B. LEUCHTMAN

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me by means of ☒ physical presence or _____ online notarization, this 1st day of November, 2023, by Gary B. Leuchtman, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath


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CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

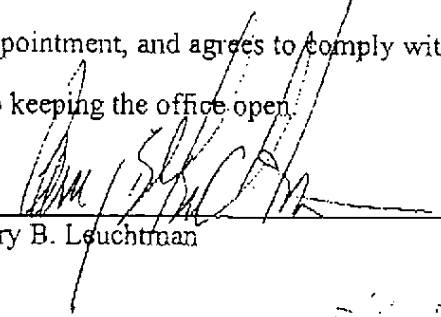
In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

The Valentino Family Foundation, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated Gary B. Leuchtmann as its initial Registered Agent and Office.

By: 

Incorporator

Having been named Registered Agent for the above stated Corporation, at the designated Registered Office, the undersigned, being familiar with the obligations associated with being designated as Registered Agent, hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.


Gary B. Leuchtmann

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