

# N24XXXX)b281

## Florida Department of State

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## FLORIDA PROFIT/NON PROFIT CORPORATION

Ciceri Family Foundation, Inc.

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**ARTICLES OF INCORPORATION**  
**OF**  
**CICERI FAMILY FOUNDATION, INC.**  
**(A Corporation Not-for-Profit)**

The undersigned natural persons of legal age, acting as incorporators for the purpose of creating a Corporation not-for-profit under the laws of the State of Florida as provided in Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

Name and Address

This Corporation shall be referred to as the **CICERI FAMILY FOUNDATION, INC.** ("Corporation"), which is located at 8010 U.S. Highway 441, Leesburg, Florida 34788. The mailing address of the Corporation is PO Box 895789, Leesburg, Florida 34789.

**ARTICLE II**

Duration

The Corporation shall have perpetual existence.

**ARTICLE III**

Purposes

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and not for pecuniary profit.

**ARTICLE IV**

Powers

This Corporation shall have all powers granted by law to not-for-profit Corporations subject to the following limitations and restrictions:

(a) 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 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 III 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

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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 (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

(b) No trustee, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation. Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization 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.

(c) The Corporation shall not engage in any prohibited activity as defined in Florida Statute Section 617.0835, or as subsequently amended.

#### **ARTICLE V** **Membership**

The Corporation shall have no members.

#### **ARTICLE VI** **Incorporators**

The name and address of the original incorporators are:

Joseph B. Ciceri  
P.O. Box 895789  
Leesburg, Florida 34789

Sabrina J. Ciceri  
P.O. Box 895789  
Leesburg, Florida 34789

Tristan Ciceri  
P.O. Box 895789  
Leesburg, Florida 34789

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**ARTICLE VII****Officers**

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer and such other officers and assistant officers as the Board of Trustees shall provide for in the Bylaws of the Corporation. The officers may be elected by the Board of Trustees at the annual meeting of the Board of Trustees. Vacancies shall be filled by the Board of Trustees at any regular or specially called meeting. The names and addresses of the first officers who shall manage the affairs of the Corporation until their successors are elected or appointed and are duly qualified are:

<b>President:</b>	Joseph B. Ciceri
<b>Vice President:</b>	Tristan Ciceri
<b>Secretary:</b>	Tristan Ciceri
<b>Treasurer:</b>	Sabrina J. Ciceri

**ARTICLE VIII****Board of Trustees**

Control of the affairs of the Corporation shall be vested in the Board, consisting of no less than three (3) Trustees, who shall be elected on an annual basis. The number of Trustees may be increased or decreased, by a two-thirds (2/3) vote of the Board but shall never be less than three (3) Trustees. The initial Board shall serve until the respective Trustee's death, resignation, replacement, or removal, and, as applicable, a successor is duly elected and seated. The Board may be elected or removed by a two-thirds (2/3) vote of the Board at any annual or special meeting. Vacancies on the Board shall be filled by a majority vote of the remaining Board Trustees. The names and addresses of the first members of the Board who shall serve until their successors are duly elected and qualified are:

<b>Name:</b>	<b>Address:</b>
Joseph B. Ciceri	P.O. Box 895789 Leesburg, Florida 34789
Sabrina J. Ciceri	P.O. Box 895789 Leesburg, Florida 34789
Tristan Ciceri	P.O. Box 895789 Leesburg, Florida 34789

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**ARTICLE IX****Informal Action**

To the extent permitted by law, any action required to be taken at any annual or special Board meeting, or any action which may be taken at any annual or special Board, may be taken without a meeting, without prior notice, and without a vote, if consent in writing sets forth the action to be taken and is signed by all of the then serving Trustees.

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**ARTICLE X****Amendment of Bylaws and Articles of Incorporation**

The Bylaws and Articles of Incorporation may be amended or repealed by the Board by a two-thirds (2/3) vote at any regular or special Board meeting. All proposed Amendments shall be submitted to each Trustee of the Board at least ten (10) days prior to the meeting date.

**ARTICLE XI****Registered Office and Agent**


The name of this Corporation's initial registered agent is **JOSEPH B. CICERI** and the street address of this Corporation's initial registered office is 8010 U.S. Highway 441, Leesburg, Florida 34788. The registered agent and registered office address may be changed from time to time in the manner provided by law.

**IN WITNESS WHEREOF**, the undersigned, being the incorporators certify to the truth of the facts herein stated, this 15th day of May 2024.

  
\_\_\_\_\_  
JOSEPH B. CICERI  
\_\_\_\_\_  
SABRINA J. CICERI  
\_\_\_\_\_  
TRISTAN CICERI**REGISTERED AGENT ACCEPTANCE**

I hereby accept the appointment as registered agent of **CICERI FAMILY FOUNDATION, INC.**

Dated: May 15, 2024.

  
\_\_\_\_\_  
JOSEPH B. CICERI

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