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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**The Oscar Norberto Perretta Foundation**

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION**  
**OF**  
**THE OSCAR NORBERTO PERRETTA FOUNDATION, INC.**

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Not For Profit Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**  
**Name**

The name of the corporation is the **Oscar Norberto Perretta Foundation, Inc.** (the "Corporation").

**ARTICLE II**  
**Principal and Mailing Address**

The street address of the initial principal office and mailing address of the Corporation is **1124 Kane Concourse, Bay Harbor, FL 33154.**

**ARTICLE III**  
**Purpose, Limitations, and Powers**

The Corporation is a not-for-profit corporation organized exclusively for charitable, religious, educational, and/or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance thereof, but without limitation thereon, the Corporation shall hold, invest and administer assets received as charitable gifts, bequests and contributions and use such assets or the income therefrom to make grants and other distributions to support activities and projects of organizations operated exclusively for religious, charitable, scientific, literary and/or educational purposes within the meaning of section 501(c)(3) of Code.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, other private individuals and/or organizations organized and operated for a profit 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 described in this **Article III**. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under section 501(c)(3) of the Code. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision herein, the Corporation shall not carry on any activities not permitted to be carried on: (i) by an organization exempt from federal income taxation under section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code; or (ii) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code.

The Corporation is intended to be a private foundation described in Section 509(a) of the Code. For any period the Corporation is so described, the Corporation: (x) will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on un-distributed income imposed by section 4942 of the Internal Revenue Code; (y) will not engage in any act of self-dealing as defined in section 4941(d) of the Code; (z) will not retain any excess business holdings as defined in section 4943(c) of the Code; (xx) will not make any investments in a manner as to subject it to tax under section 4944 of the Code; and (yy) will not make any taxable expenditures as defined in section Code.

The Corporation shall have all the general powers enumerated in the Florida Not For Profit Corporation Act, as now in effect or as hereafter amended, that are consistent with and subject to the restrictions, limitations, and provisions above in this **Article III**. Without limiting the generality of the foregoing, the Corporation shall have the power to receive grants, gifts, contributions and other sums of a like nature, outright, in trust, or in any other form, and the power to maintain a fund or funds of real or personal property for any corporate purpose to the extent consistent with and subject to the above provisions in this **Article III**. The Corporation is not organized for profit and shall not have authority to issue capital stock. The Corporation shall have perpetual existence.

#### ARTICLE IV Dissolution

Upon dissolution or final liquidation of the Corporation, the Board of Directors, after paying or making provision for the payment of all lawful debts and liabilities of the Corporation, shall distribute the assets of the Corporation to such organization or organizations as the Board of Directors shall select, provided such organization or organizations are organized and operated exclusively for purposes consistent with the purposes of the Corporation and are exempt from federal income taxation under section 501(a) of the Code, as an organization or as organizations described in sections 170(c)(2) and 501(c)(3) of the Code. Any assets not so distributed 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 one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or to a state or local government for a public purpose, or to such organization or organizations, which are organized and operated exclusively for such exempt purposes, as such court shall determine.

#### ARTICLE V Board of Directors Govern, No Members, Initial Directors, and Manner of Appointment

The Corporation shall be governed by its Board of Directors, which shall have (subject to the limitations set forth in this Articles of Incorporation) all powers conferred by applicable law to manage the Corporation and its activities subject to or except as otherwise provided by applicable law, the Bylaws of the Corporation and/or this Articles of Incorporation. The qualifications and

rights, including voting rights, of the Board of Directors shall be as set forth in the Bylaws of the Corporation. The Corporation shall have no members.

The initial directors and their addresses are as follows:

(1) Director Name: OSCAR N. PERRETTA:

Address: 17050 N BAY RD APT 409  
SUNNY ISLES, FL 33160

(2) Director Name: CARLOS CASTILLO:

Address: 9630 6<sup>TH</sup> AVE  
ORLANDO, FLORIDA, USA. 32824

(3) Director Name: LEONARDO MATTINA:

Address: 28 WELCH LANE  
HAMILTON, ONTARIO, CANADA. L9C0G1

(4) Director Name: JUAN CARLOS PATURZO

Address: 2141 FRANGIPANI CIRCLE, UNIT 101  
NAPLES, FLORIDA, USA. 34120

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The manner in which directors shall be appointed and removed shall be set forth in the Bylaws of the corporation.

#### ARTICLE VI Indemnity and Code Definitions

The Corporation shall indemnify its directors and officers for the defense of civil or criminal actions or proceedings as set forth in the Bylaws of the Corporation. The personal liability of the directors and officers of the Corporation is hereby eliminated to the fullest extent permitted by the Florida Not For Profit Corporation Act.

The term "Code" means the Internal Revenue Code of 1986, as amended from time to time, or to the corresponding provisions of any future United States internal revenue law..

#### ARTICLE VII Registered Agent and Office

The street address of the initial registered office of the Corporation is: 1124 Kane Concourse, Bay Harbor Islands, FL 33154, and the registered agent at that address is: Waserstein & Nunez PLLC, a Florida limited liability company.

ARTICLE VIII  
Incorporator

The name and address of the incorporator of the Corporation is: Steve L. Waserstein whose office and mailing address are 1124 Kane Concourse, Bay Harbor Islands, FL 33154.

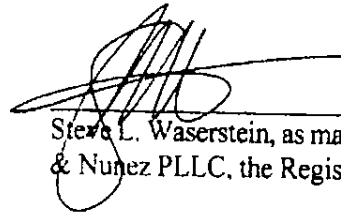
The undersigned incorporator has executed these Articles of Incorporation this 2nd day of January 2025.

  
\_\_\_\_\_  
Steve L. Waserstein, Incorporator

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**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Steve L. Waserstein, as manager of Waserstein  
& Nunez PLLC, the Registered Agent

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