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October 31, 1996

REPLY TO

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Italia Italia Foundation, Inc.
Our File No. 96-1321

700001934457--1
-11/01/96--01050--007
****122.50 ****122.50

Dear Sir or Madam:

Enclosed is an original and one copy of Articles of Incorporation of *Italia Italia* Foundation, Inc., a Florida nonprofit corporation. Also enclosed is a check in the amount of \$122.50 for payment of the filing and certified copy fee.

Please file the Articles as per the regular procedures and return the copy, certified, in the self-addressed stamped envelope provided herewith for your convenience.

Your cooperation in this matter is greatly appreciated.

Sincerely,

HOLTZMAN, KRINZMAN,
EQUELS & FURIA, P.A.

Judy Wikel Baxter

Judy Wikel Baxter
Legal Assistant

/jwb
Enclosures

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DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ITALIA ITALIA FOUNDATION, INC.

The undersigned hereby associate themselves to form a corporation for charitable purposes under the provision of Part I of Chapter 617 of the Florida Statutes and for these purposes they adopt the following Articles of Incorporation.

ARTICLE I
Name

The name of this corporation and principal mailing address shall be:

ITALIA ITALIA FOUNDATION, INC.

407 Lincoln Road
Suite 10F
Miami Beach, FL 33139

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TALLAHASSEE FLORIDA

ARTICLE II
Purposes, Limitations and Dissolution

Purposes: The corporation is for such purposes as are permissible under Chapter 617 of the Florida Statutes and applicable Federal laws. Within the scope of the foregoing, the purposes for which this corporation is organized are:

A. Exclusively charitable, scientific, literary and educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code"), and notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Code §501(c)(3), contributions to which are deductible for federal and state income, gift and estate tax purposes.

B. This corporation's purposes shall include without limitation:

- i) perpetuation and celebration of Italian cinema, art, music, history and culture;

- ii) encouragement, creation and direction of community-wide activities, events and scholarships which perpetuate and celebrate Italian cinema, art, music, history and culture;
- iii) raising funds to support the aforementioned activities by obtaining government grants and aid; and soliciting charitable contributions of money, property and in-kind services from corporations, partnerships, limited liability companies and other businesses, private individuals, charitable organizations and private foundations, and other persons; and
- iv) doing all such acts as are necessary or convenient to carry out the purposes set forth in these Articles of Incorporation and as are permitted by law and the Code or its corresponding Treasury Regulations for an entity which qualifies under Code §501(c)(3).

C. This corporation is a not for profit corporation organized pursuant to the Florida Not For Profit Act, and is created, organized, and shall be operated exclusively for educational, charitable, scientific and literary purposes.

D. This corporation does not contemplate any pecuniary gain or profit to directors or officers thereof and no part of any earnings of this corporation shall inure to the benefit of, or be distributable to, any director or officer of this corporation or any other private individual (except that reasonable compensation may be paid, in cash or in kind, for services rendered to or for this corporation and this corporation may reimburse its directors and officers for all expenses reasonably incurred in performing services rendered to this corporation), and no director or officer of this corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of this corporation. However, this corporation may confer benefits in the form of distributions, upon dissolution or otherwise, upon any not for profit corporation described in Code §501(c)(3) and 170(c)(2) as specified below.

E. No substantial part of the activity of this corporation shall include or consist of the carrying on of propaganda or of otherwise attempting to influence legislation. This corporation shall not participate in or intervene in or do any other act in connection with any political campaign on behalf of any candidate for public office (including without limitation the publication or distribution of statements for or against any candidate).

F. All the property of this corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this corporation, the assets shall, after paying or making provisions for all liabilities of this corporation, be distributed to one or more organizations which are organized and exist exclusively for educational, scientific, charitable or literary purposes, which at the time of such

dissolution, qualify as an exempt organization under Code §§ 501(c)(3), 170(c)(2), and 509(a)(1) or (2), or any corresponding section of any prior or future Internal Revenue Code, or to the United States, the State of Florida, the County of Dade, or other local governments for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE III

Powers

Subject to the restrictions and limitations set forth in Article II, the corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell, or otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees, and agents within or without the State of Florida, and to make donations for the public welfare and for charitable purposes.

ARTICLE IV

Existence

The existence of the corporation will exist perpetually unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE V

Subscribers

The name and address of each subscriber to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Giulio R. Santoro	407 Lincoln Road Suite 10F Miami Beach, FL 33139

Pamela W. Cole 407 Lincoln Road
Suite 10F
Miami Beach, FL 33139

Joseph L. Raia, Esq. 2601 S. Bayshore Drive
Suite 600
Miami, FL 33133

ARTICLE VI **Officers**

Section 1. Number. The officers of the corporation shall be the members of the Board of Directors and shall consist of a Chairman, one or more Vice Chairmen, a Secretary, a Treasurer and such other officers as may be provided in the By-Laws. The offices of Secretary and Treasurer may be consolidated and held by one person.

Section 2. Manner of Election. The officers of the corporation shall be elected at the annual meeting of the Board of Directors by a majority vote and shall serve for one (1) year terms as provided in the Bylaws.

Section 3. Names of First Officers. The names of the persons who are to serve as officers of the corporation initially and until their successors are duly elected or appointed are:

Chairman: Giulio R. Santoro
Vice Chairman: Pamela W. Cole
Secretary and Treasurer: Joseph L. Raia, Esq.

ARTICLE VII **Membership in the Organization**

The manner of admission of members and the rights and duties of the members shall be provided for in the corporation's by-laws.

ARTICLE VIII **Registered Office and Agent; Principal Office; Mailing Address**

The initial registered office of this corporation shall be at 407 Lincoln Road, Suite 10F, Miami Beach, Florida 33139, and the name of its initial registered agent is Giulio R. Santoro.

ARTICLE IX
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of at least three (3) members. The Board of Directors may be increased in size in accordance with the corporation's by-laws. A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida.

ARTICLE X
Initial Directors

The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Giulio R. Santoro	407 Lincoln Road Suite 10F Miami Beach, FL 33139
Pamela W. Cole	407 Lincoln Road Suite 10F Miami Beach, FL 33139
Joseph L. Raia, Esq.	2601 S. Bayshore Drive Suite 600 Miami, FL 33133

ARTICLE XI
Stocks and Dividends Prohibited

The corporation shall have no capital stock, pay no dividends, and distribute no part of the net income to its officers or trustees.

ARTICLE XII
By-Laws

The power to adopt, alter, amend, or repeal the by-laws of this corporation, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation. The by-laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this State or of the United States.

ARTICLE XIII
Amendment of Articles of Incorporation

Amendments to these Articles of Incorporation may be proposed by a vote of a majority of all members of the Board of Directors, providing that two (2) weeks written notice shall be given of any meeting to vote on an amendment to the Articles and such notice shall contain the full text of any proposed amendment.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation on OCTOBER 31, 1996 for the purposes therein set forth, all as of the 31st day of October, 1996.

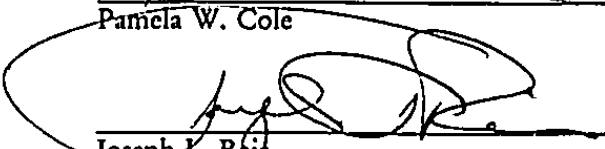
SUBSCRIBERS



Giulio R. Santoro



Pamela W. Cole



Joseph L. Raimo

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That *ITALIA ITALIA* FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, has named Giulio R. Santoro as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.



Giulio R. Santoro

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SECRETARY OF STATE
TALLAHASSEE FLORIDA