

N970000006292

TRANSMITTAL LETTER

Department Of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

700002339767--5  
-11/06/97--01023--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: THE VISTA FOUNDATION INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: LAW OFFICES OF KEITH A. MARTIN P.A.  
Name (printed or typed)

2331 NORTH STATE RD 7 #208  
Address

LAUDERHILL FL 33313  
City, State, Zip

(954) 730-8983  
Daytime Telephone Number

FILED  
97 NOV -6 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

11/7/97

ARTICLES OF INCORPORATION  
OF  
THE VISTA FOUNDATION INC.  
A FLORIDA NOT FOR PROFIT CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1.**

The name of the Corporation is:

**THE VISTA FOUNDATION INC.**

**ARTICLE II.**

The duration of the Corporation is perpetual.

**ARTICLE III.**

The purpose of the Corporation is as follows:

A. This Corporation is a not for profit Corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this Corporation are, Charitable and Educational: to provide an equal educational opportunity for children of all races and socio-economic background, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 c (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the corporation shall not engage in any action which is not permitted to be

carried on by nonprofit corporations under the Internal Revenue Code, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes. 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 or in opposition to 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 (a) by a corporation exempt from Federal income tax under Section 501 c(3) of the Internal Revenue code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 c (2) of the

Internal revenue Code, or the corresponding section of any future federal tax code.

- D. The corporation shall not be permitted to carry on any activities, except insubstantial activities, that are not in furtherance of the exempt purposes. The Corporation shall be prohibited to engage in acts of self dealing as described by Internal Revenue Code Section 4941 or any similar provision of any future tax code. The minimum charitable distributions as required by Internal Revenue Code Section 4942 or any similar provision of any future tax code must be made. Excess business interests may not be held in contravention of Internal Revenue Code Section 4943 or any similar provision of any future tax code. Jeopardy investments, as prohibited by Internal Revenue Code Section 4944 or any similar provision of any future tax code must not be made. Lobbying expenditures, as prohibited by Internal Revenue Code Section 4945 or any similar provision of any future tax code must not be made.

#### **ARTICLE IV.**

The Corporation shall have Voting Members, who shall be elected and or appointed, (and may be removed) by the Voting Members and who shall have the rights and privileges of members of the Corporation. The bylaws may provide for Non-

voting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The names and addresses of each initial Voting Member is as follows:

<u>NAME</u>	<u>ADDRESS</u>
ELAINE PREZZEMOLO	5470 PINE CIRCLE, CORAL SPRINGS, FLORIDA 33067
DAVID REECE	3851 NW 104 <sup>TH</sup> AVENUE CORAL SPRINGS, FLORIDA 33065
MILAN VRENJAK	12158 NW 24 <sup>TH</sup> STREET CORAL SPRINGS, FLORIDA 33065
CAROLE ZANGARI	6399 NW 47 <sup>TH</sup> COURT CORAL SPRINGS, FLORIDA 33067
THOMAS RYAN	5022 NW 82 <sup>ND</sup> TERRACE CORAL SPRINGS, FLORIDA 33067

#### **ARTICLE V.**

The initial registered agent is THOMAS RYAN, and the initial registered office is 5022 NW 82<sup>ND</sup> TERRACE, CORAL SPRINGS, FLORIDA, 33066.

#### **ARTICLE VI.**

The initial Board of Directors shall have five members, whose names and addresses are:

ELAINE PREZZEMOLO	5470 PINE CIRCLE,
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CORAL SPRINGS, FLORIDA 33067  
DAVID REECE 3851 NW 104<sup>TH</sup> AVENUE  
CORAL SPRINGS, FLORIDA 33065  
MILAN VRENJAK 12158 NW 24<sup>TH</sup> STREET  
CORAL SPRINGS, FLORIDA 33065  
CAROLE ZANGARI 6399 NW 47<sup>TH</sup> COURT  
CORAL SPRINGS, FLORIDA 33067  
THOMAS RYAN 5022 NW 82<sup>ND</sup> TERRACE  
CORAL SPRINGS, FLORIDA 33067

The number of directors may be raised or lowered by amendment of the Bylaws, but shall in no case be less than five.

#### **ARTICLE VII.**

The method of election of the Board of Directors shall be by the method as provided for in the Bylaws.

#### **ARTICLE VIII.**

The Officers of the Corporation shall consist of a President, Secretary and Treasurer. Other Officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
President- THOMAS RYAN	5022 NW 82 <sup>ND</sup> TERRACE CORAL SPRINGS, FLORIDA 33067
Secretary - CAROLE ZANGARI	6399 NW 47 <sup>TH</sup> COURT CORAL SPRINGS, FLORIDA 33067
Treasurer- DAVID REECE	3851 NW 104 <sup>TH</sup> AVENUE CORAL SPRINGS, FLORIDA 33067

#### **ARTICLE IX.**

The name and address of the Incorporator of this corporation IS:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS RYAN	5022 NW 82 <sup>ND</sup> TERRACE CORAL SPRINGS, FLORIDA 33067

#### **ARTICLE X.**

The Corporation is organized (and shall be operated) on a non-stock basis within the meaning of the Florida Not for Profit Corporation Act, and shall not have the power to issue shares of any type, or class of stock, but may issue membership certificates if so provided in the Bylaws.

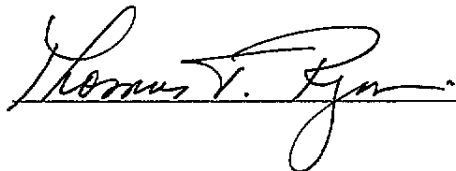
#### **ARTICLE XI.**

The location of the principal office shall be:  
10193 NW 31<sup>ST</sup> STREET, CORAL SPRINGS, FLORIDA 33065

**ARTICLE XII**

Upon the dissolution of the 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 the 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 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 such purposes.

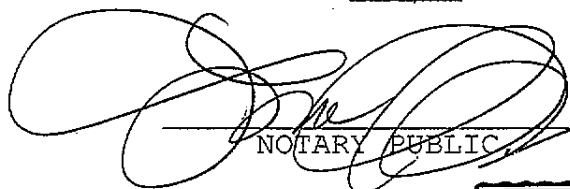
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 27 day of Oct, 1997.

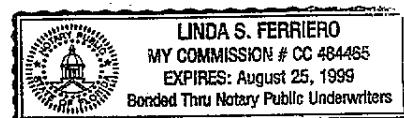
  
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STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

Before me personally appeared THOMAS RYAN, known to me personally, or produced identification, and who executed the foregoing Articles of Incorporation, and acknowledged to, and before me that he executed this instrument for the purposes therein expressed.

WITNESS my hand and seal this 27 day of OCTOBER, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC





**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **THE VISTA FOUNDATION INC.**
2. The name and address of the registered agent and office is:

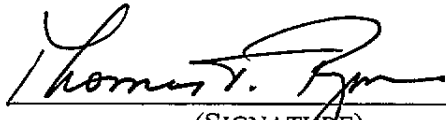
**THOMAS RYAN**  
(NAME)

**5022 NW 82<sup>ND</sup> TERRACE**  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

**CORAL SPRINGS, FLORIDA** 33067  
(CITY/STATE/ZIP)

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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.*

  
(SIGNATURE)

10/24/97.  
(DATE)