

Charter Number Only

198000005836

VALIDATION ONLY

Janie E. Maurer

Requestor's Name

500 N.E. Spanish River Blvd #27

Address

Boca Raton FL 33431

City

State

ZIP

Phone

561)392-4142

900002660019-8

-10/09/98-01006-013

*****78.75 *****78.75

CORPORATION(S) NAME

Gentile Foundation, Inc

98 OCT 3 AM 10:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED



Empire Toll Free: 1-800-432-3028

RECEIVED

98 OCT -9 AM 9:25

DIVISION OF CORPORATION

CERTIFIED COPY

3D
2/2/99

() Amendment

() Merger

() Foreign

() Dissolution

() Mark

() Limited Partnership

() Annual Report

() Other

() Reinstatement

() Reservation

() Change of Registered Agent

() Certified Copy

() Photo Copies

() Certificate Under Seal

() Call When Ready

() Call If Problem

() After 4:30

() Walk In

() Will Wait

() Pick Up

() Mail Out

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1998

EMPIRE

MIAMI, FL

SUBJECT: GENTILE FOUNDATION, INC.
Ref. Number: W98000023013

We have received your document for GENTILE FOUNDATION, INC.. However, the document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 398A00050268

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FL
98 OCT 13 AM 9:15

ARTICLES OF INCORPORATION
OF
GENTILE FOUNDATION, INC.
UNDER CHAPTER 617 OF THE FLORIDA NOT-FOR-PROFIT
CORPORATION LAW

FILED
98 OCT 13 AM 10:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being over the age of eighteen (18) years, citizens of the United States of America, and competent to contract, for the purpose of forming a corporation under Chapter 617 of the Florida Not-For-Profit Corporation Law, hereby certify:

1. Name. The name of the Corporation is GENTILE FOUNDATION, INC.
2. Exempt Status. The Corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Florida Not-For-Profit Corporation Law. 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).
3. Purposes. The purposes for which this Corporation is to be formed are exclusively charitable, to wit:
 - (a) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes, or for prevention of cruelty to children or animals, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.
 - (b) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer or director of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer or director of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the

Jani E. Maurer, Esq. FEN. 396478
500 N.E. Spanish River Boulevard, Suite 27
Boca Raton, Florida 33431
(561) 392-4142

Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(f) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(i) Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary or educational organizations, or organizations for prevention of cruelty to children or animals, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

4. Classification. The Corporation is a corporation as defined in Chapter 617 of the Florida Not-For-Profit Corporation Law.

5. Principal Office. The Corporation's office is to be located at 5751 Rose Terrace, Plantation, Florida 33317, or such other place within Florida as may be designated by the Board of Directors.

6. Names And Addresses Of Directors. The names and residences of the directors until the first annual meeting are:

Names	Addresses
Joseph Gentile	5751 Rose Terrace Plantation, Florida 33317
Cheryl Gentile	5751 Rose Terrace Plantation, Florida 33317
Sharon Doyle	3749 Grandview Avenue Bensalem, Pennsylvania 19020

7. Distributions; No Self-Dealing. The Corporation shall distribute its income for each taxable year at such time and in such manner as will not subject it to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, and the Corporation shall not:

- (a) Engage in an act of self-dealing as defined in Section 4941(d) of the Code;
- (b) Retain any excess business holdings as defined in Section 4943(c) of the Code;
- (c) Make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or
- (d) Make any taxable expenditures as defined in Section 4945(d) of the Code.

8. Distribution On Dissolution. In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall then qualify under Section 501(c) of the Internal Revenue Code of 1986, as amended, subject to an order of a Judge of the Circuit Court of the State of Florida.

9. Declaration of Assets. The property of this Corporation is irrevocably dedicated to charitable purposes.

10. Income and Distribution. No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer or director of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

11. Prohibited Activities. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on

behalf of any candidate for public office.

12. Subscribers. The names and addresses of the subscribers to this Corporation and the shares of no par stock which each agrees to take are as follows:

Name	Address	Shares
Joseph Gentile	5751 Rose Terrace Plantation, Florida 33317	50
Cheryl Gentile	5751 Rose Terrace Plantation, Florida 33317	50

13. Corporation Existence. The Corporation shall have perpetual existence, and shall commence business upon issuance of a Certificate by the Secretary of State of Florida.

14. Registered Agent And Registered Office. The registered agent and office for the corporation are as follows:

Jani E. Maurer
500 N.E. Spanish River Boulevard
Suite 27
Boca Raton, Florida 33431

15. Number of Directors. The number of directors shall not be less than (3) nor more than five (5), the presence of a majority of whom, in person or by proxy, shall be required in order to constitute any meeting of the Board of Directors. The number of directors shall initially be (3), which number may be changed by a by-law duly adopted by the Board of Directors.

16. Officers. The names and post office addresses of the initial officers of the Corporation are as follows:

Cheryl Gentile 5751 Rose Terrace Plantation, Florida 33317	President
Sharon Doyle 3749 Grandview Avenue Bensalem, Pennsylvania 19020	Vice President
Joseph Gentile 5751 Rose Terrace Plantation, Florida 33317	Treasurer and Secretary

17. By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

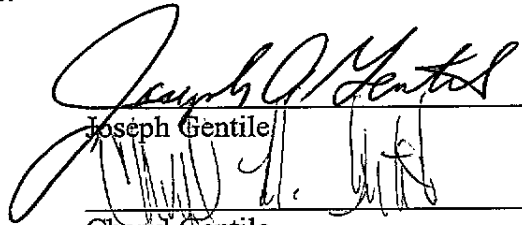
18. Indemnification. (a) The Corporation shall indemnify any person made a party to any action by or in the right of the Corporation to procure a judgment in its favor by reason of being or having been a director or officer of the Corporation, or any other corporation which they served as such at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by them in connection with the defense or settlement of such action, or in connection with any appeal therein, except in relation to matters as to which such director or officer is adjudged to have been guilty of gross negligence or misconduct in the performance of their duty to the Corporation.

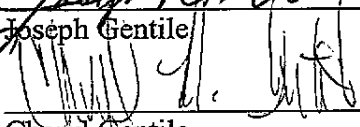
(b) The Corporation shall indemnify any person made a party to an action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of the Corporation, or of any other corporation which they served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that they had reasonable grounds for belief that such action was unlawful.

(c) Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of stockholders or otherwise.

19. Qualification Of Members. The qualification of members in manner of admission are regulated by the By-Laws.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Boca Raton, Florida, for the uses and purposes aforesaid on this 29 day of September, 1998.



Joseph Gentile


Cheryl Gentile

STATE OF FLORIDA

COUNTY OF ~~PALM BEACH~~ BROWARD

BEFORE ME, the undersigned authority, personally appeared Joseph Gentile and Cheryl Gentile, to me well known to be the persons described in and who subscribed the above and foregoing Articles of Incorporation or who produced _____ as identification. They freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid this 29th day of SEPTEMBER, 1998.

Carol Suzanne Grillo
Notary Public, State of Florida

Print name: CAROL SUZANNE GRILLO

(seal)

My Commission Expires:

2/17/2000



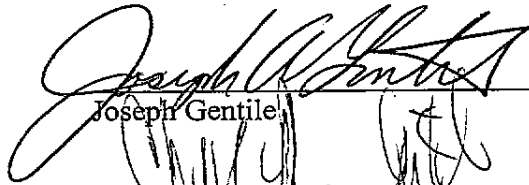
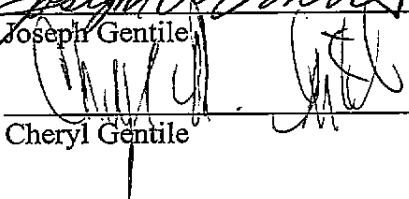
CAROL SUZANNE GRILLO
My Commission CC509450
Expires Feb. 17, 2000

STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING THE AGENT
UPON WHOM PROCESS MAY BE SERVED


The Incorporation of Gentile Foundation, Inc., in accordance with Chapter 617, Florida Statutes, hereby designates its place of business for the service of process and agent upon whom the process may be served as follows:

THAT, GENTILE FOUNDATION, INC., desiring to organize under the laws of the State of Florida, herein designates and names Jani E. Maurer, whose address is 500 N.E. Spanish River Boulevard, Boca Raton, Florida 33431, as its Agent to accept service of process within the State.


Joseph Gentile

Cheryl Gentile

ACCEPTANCE

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


Jani E. Maurer

FILED
98 OCT 13 AM 10:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA