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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The V. ZIOL Foundation Inc

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DIVISION OF CORPORATION

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

R. Purinton OCT 20 1998

ARTICLES OF INCORPORATION
OF
THE VIZIOLI FOUNDATION, INC.

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KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, each natural person competent to contract, do hereby associate ourselves together for the purpose of forming and creating a corporation not for profit under and by virtue of the laws of the State of Florida, and to that end we agree to subscribe to the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be THE VIZIOLI FOUNDATION, INC.

ARTICLE II

ADDRESS OF CORPORATION

The street address and city of the initial registered office of the corporation is 7500 San Moritz Drive, Port Richey, Florida 34668, and the name of its initial registered agent at such address is Nicola Vizioli.

ARTICLE III

PURPOSE

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of Corporation property or common areas for the promotion of the health, safety and welfare of the residents within the above-described property and any additions hereto as may hereafter be brought within the jurisdiction of this Corporation, and in furtherance of these purposes, to:

- A. Exercise all the powers and privileges and to perform all of the duties and obligations of the Corporation applicable to the Corporation property.
- B. To make, establish and enforce rules and regulations governing the use of the Corporation property or common areas.
- C. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms hereof to pay all expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against any Corporation property or common areas, and, to use and

expend the proceeds of assessments in the exercise of its powers and duties hereunder;

D. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

E. Borrow money, and with the assent of fifty-one percent (51%) of all of the members in good standing, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

F. Dedicate, sell or transfer all or any part of the common areas to any public agency, authority or utility for such purposes;

G. Participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes and any such merger or consolidation shall have the assent of fifty-one percent (51%) of all members in good standing.

H. To maintain, repair, replace and operate the Corporation property.

I. To enforce by legal means the obligations of the members of the Corporation.

J. Have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Corporations Not for Profit, laws of the State of Florida, by law now or hereafter have or exercise;

K. The Corporation is organized and shall be operated exclusively for the purposes set forth above. The activities of the Corporation will be financed by assessments against members as provided herein and no part of any net earnings of the Corporation will inure to the benefit of any member.

ARTICLE IV

MEMBERS

The original members of the corporation shall consist of the three directors named herein. Future membership shall be in accordance with the terms and conditions of the by-laws.

ARTICLE V

DURATION

The period of duration of this Corporation shall be perpetual.

ARTICLE VI

INCORPORATOR

The name and residence of the incorporator to these Articles of Incorporation are as follows:

Nicola Vizioli
7500 San Moritz Drive
Port Richey, FL 34668

ARTICLE VII

DIRECTORS

The affairs and property of the corporation shall be managed and governed by a Board of Directors composed of a minimum of three (3) persons who must be a members of the Corporation and in good standing. The Board of Directors shall be composed of the officers of the Corporation and three (3) directors elected in accordance with the by-laws. The initial Board of Directors is as follows:

Nicola Vizioli
7500 San Moritz Drive
Port Richey, FL 34668

Filomena Vizioli
7500 San Moritz Drive
Port Richey, FL 34668

John Vizioli
3341 Honeysuckle Lane
Orlando, FL 32813

ARTICLE VIII

OFFICERS

The officers of this Corporation shall be a President, a Vice-President and a Secretary, who shall at all times be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create. The election of officers shall take place annually in October of each year.

The names of the officers who are to serve until the next installation of officers in October, 1999 are:

President: Nicola Vizioli
7500 San Moritz Drive
Port Richey, FL 34668

Vice-President: John Vizioli
3341 Honeysuckle Lane
Orlando, FL 32813

Secretary/
Treasurer: Filomena Vizioli
7500 San Moritz Drive
Port Richey, FL 34668

ARTICLE IX

INDEMNIFICATION

Every Director and Officer of the Corporation, and every member of the Corporation serving the Corporation at its request, shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement or any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a Director or Officer of the Corporation or by reason of his/her serving or having served the Corporation at its request, whether or not he/she is a Director or Officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which that person may be entitled.

ARTICLE X

BY-LAWS

The By-Laws of the Corporation may be made, altered or rescinded at any regular or special membership meeting after notification of the membership of said changes, on the affirmation vote of fifty-one percent (51%) of the voting membership present at that meeting.

ARTICLE XI

VOTING RIGHTS

Each member of the Corporation shall be entitled to vote in the election of the directors. Each member shall cast one vote for each director position being filled. Elections shall be in accordance with the by-laws.

ARTICLE XII

TERMINATION

The Corporation may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the total number of votes. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Corporation was created. In the event such dedication is refused acceptance, such assets shall be granted, conveyed and

assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, or distributed to the members as appurtenances (if real property or any interest therein) to the members' lots subject to any and all applicable loans. This article is subject to provisions of Florida Statute 617.05.

ARTICLE XIII

AMENDMENT

Proposals for the alteration, amendment or rescission of these articles of Incorporation may be made by any of the following methods:

A. The following process:

(1) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members, which may be either a general or special meeting.

(2) Written notice setting forth the proposed amendment or a summary of the changes to be effect thereby shall be given to each member thirty (30) days prior to the scheduled meeting.

(3) At such meeting, a vote of the members shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all members present at such meeting. Any number of amendments may be submitted to the members and voted upon by then at one meeting; or

B. The members may amend these Articles at a meeting for which the required notice of the meeting and the proposed amendment has been given without action by the board; or

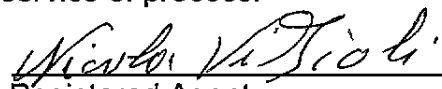
C. An amendment may be adopted by a written statement signed by all directors and all members setting forth their intention that an amendment to the Articles be adopted.

A copy of each amendment shall be certified by the Secretary of State of the State of Florida and no amendment to these Articles shall be effective until it has been so recorded.


NICOLA VIZIOLI

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in the capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.


Registered Agent

State of Florida
County of Pasco

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida-at-large, duly commissioned and qualified, personally appeared NICOLA VIZIOLI, and known by me to be the person described in, or proposed identification in the form of FL Driver's license and who executed the foregoing Articles of Incorporation, and he did severally acknowledge to and before me that he subscribed these Articles as aforesaid.

WITNESS my hand and official seal at the City of New Port Richey, in the County of Pasco and the State of Florida on this 13 day of October, 1998.

Deborah M. Ryon
Notary Public

MY COMMISSION EXPIRES:

DEBORAH M. RYON



DEBORAH M. RYON
COMMISSION # CC 646623
EXPIRES MAY 12, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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