

LAW OFFICES OF  
**Lorenzo Ramunno, P.A.**  
ATTORNEY & COUNSELOR AT LAW

Loren Ramunno, Esq.  
Member Bar N.Y. & FLA.

JASMINE SQUARE  
6144 S.R. 200  
P.O. Box 771313  
Ocala, FL 34477-1313  
(352)854-5570

N9800000 6366

November 3, 1998

000002681050--7  
-11/05/98--01041--015  
\*\*\*\*122.50 \*\*\*\*\*78.75

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
TALLAHASSEE, FL. 32314

Re: D'Ella Foundation, Inc.  
Nonprofit Corp.

Greetings:

Enclosed are an original and a copy of the Articles Of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

- ☒ A. Articles Of Incorporation filing fee, \$122.50.  
☐ B. Certified copy of Articles Of Incorporation, \$XX.XX.  
☐ C. Registered Agent Designation Filing Fee, \$XX.XX.  
☐ D.

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Mr. Ramunno returned my calls  
and stated this is Mr. Ella's legal  
name period.

Sincerely,

*Lorenzo Ramunno*  
LORENZO RAMUNNO, ESQ.

lr/jc

Enclosures

*Lorenzo Ramunno* ESQ.  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT RA. MS. Ella?  
DATE 11-9-98  
DOC. EXAM CD

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOV -5 AM 10:02

FILED

COAIFL

CB  
11-9-98  
8

**ARTICLES OF INCORPORATION  
OF  
D'ELLA FOUNDATION, INC.**

(A FLORIDA Nonprofit Corporation)

**FILED**  
98 NOV -5 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation shall be D'ELLA FOUNDATION, INC.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the DEPARTMENT OF STATE. This corporation's duration shall be perpetual, unless it is hereafter dissolved according to law.

**ARTICLE III. PURPOSE**

This corporation is being formed for the purpose of to assist economically disadvantaged, educationally impoverished, mentally disabled persons and conditions of the incarcerated in the Dominican Republic, and engaging in the transaction of any and all activities permitted under the laws of FLORIDA and the United States Of America.

This corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

**ARTICLE IV. POWERS**

This corporation may do and perform all such acts and things, including those generally allowed by the laws of FLORIDA relative to nonprofit corporations, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

However, this corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in the applicable sections of the Internal Revenue Code.

Articles Of Incorporation Of D'ELLA FOUNDATION, INC.

#### **ARTICLE V. MEMBERSHIP**

Any person who agrees to be bound by these Articles Of Incorporation, the corporate Bylaws, and any rules and regulations which the Board Of Directors may from time to time adopt, who completes a membership application form and submits it to the Board Of Directors, and who pays the applicable dues, if any, is eligible and qualified for membership in this corporation.

The corporate Bylaws may provide the Board Of Directors further discretionary powers relating to the admission of members.

#### **ARTICLE VI. MANAGEMENT**

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board Of Directors.

Any action required or permitted to be taken by the Board Of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board Of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board Of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board Of Directors without a meeting, and that these Articles Of Incorporation authorize the Board Of Directors to so act. Such a statement shall be prima facie evidence of such authority.

#### **ARTICLE VII. BOARD OF DIRECTORS**

This corporation's initial Board Of Directors shall have three directors. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than THREE.

The directors of this corporation must, at all times, be members of this corporation. Only a member of this corporation may serve as a director of this corporation.

The directors shall be elected annually by this corporation's members. The manner of the election of the directors shall be specified in the corporate Bylaws.

Articles Of Incorporation Of D'ELLA FOUNDATION, INC.

The directors named herein, comprising the initial Board Of Directors, shall hold office until their successors are duly qualified.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: MS. ELLA, 1201 SW 141 AVENUE, PEMBROKE PINES, FL. 33027 ; KATHY COUGHLIN GLANZ, 29 DUNBAR RD. HILTON, N.Y. 14468; STEVEN CHARLES CHABOTTE, 4960 NW 72 TERRACE FT. LAUDERDALE, FL. 33319

#### **ARTICLE VIII. OFFICERS**

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board Of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board Of Directors' meeting, or until their successors are elected and qualified.

The names of the initial officers are:

<b><u>Office</u></b>	<b><u>Name</u></b>
President	MS. ELLA
Vice President	KATHY GLANZ
Secretary	
Treasurer	MS. ELLA

#### **ARTICLE IX. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 1201 SW 141st Avenue, Pembroke Pines, Fl. 33027

The name of the individual who shall serve as this corporation's initial registered agent at that address is: MS. ELLA.

Articles Of Incorporation Of D'ELLA FOUNDATION, INC.

#### **ARTICLE XI. INCORPORATORS**

The name and residence address of each of the subscribers to these Articles Of Incorporation are: MS. ELLA 1201 SW 141ST AVENUE PEMBROKE PINES, FL. 33027; KATHY COUGHLIN GLANZ 29 DUNBAR RD. HILTON, N.Y. 14468; STEVEN CHARLES CHABOTTE, 4960 NW 72 TERRACE FT. LAUDERDALE, FL. 33319

#### **ARTICLE XII. BYLAWS**

Corporate Bylaws will be hereinafter adopted by the Board Of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board Of Directors in the manner provided therein, provided that they are not inconsistent with the provisions of these Articles Of Incorporation. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

#### **ARTICLE XIII. AMENDMENTS**

Amendments to these Articles Of Incorporation may be proposed by a resolution adopted by the Board Of Directors and presented to a quorum of this corporation's members for their vote. Such amendments may be adopted by a vote of 2/3 of the quorum of this corporation's members.

This corporation's subscribers, for the purpose of forming this nonprofit corporation under the laws of FLORIDA, have executed these Articles Of Incorporation, on the dates indicated next to their signatures.

Articles Of Incorporation Of D'ELLA FOUNDATION, INC.

Ms Ella  
MS. ELLA; Subscriber

10/19/98  
Date

I hereby accept my designation as resident agent and agree to serve as the resident agent of D'ELLA FOUNDATION, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for D'ELLA FOUNDATION, INC.

Ms Ella  
MS. ELLA - Registered Agent

State Of FLORIDA  
County Of BROWARD

On MS. ELLA, , designated above as the individual who shall serve as the corporation's initial registered agent, and as the subscriber to these Articles Of Incorporation, all of whom are personally known to me or produced driver's licenses as identification, Ms Ella and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of D'ELLA FOUNDATION, INC.

Richard L. Ferrarelli  
Notary Public



Richard L. Ferrarelli  
MY COMMISSION # 00586689 EXPIRES  
September 18, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

Articles Of Incorporation Of D'ELLA FOUNDATION, INC.

St C Chabotte 10/16/98  
STEVEN C. CHABOTTE Subscriber Date

Steven C Chabotte as the subscriber to these Articles Of Incorporation, all of whom are personally known to me, or produced driver's licenses as identification, and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of D'ELLA FOUNDATION, INC.

Raymond Hartman 10/16/98  
Notary Public

RAYMOND HARTMAN  
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

12/16/2000

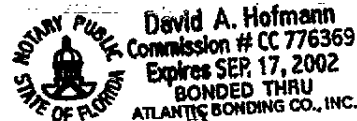


Articles Of Incorporation Of D'ELLA FOUNDATION, INC.

Kathy C. Glanz      10/17/98  
KATHY C. GLANZ Subscriber      Date

KATHY C GLANZ as the subscriber to these Articles Of Incorporation, all of whom are personally known to me, or produced driver's licenses as identification, KATHY C GLANZ and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of D'ELLA FOUNDATION, INC.

David A. Hofmann  
Notary Public



DAVID A HOFMANN  
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:      (SEAL)  
9/17/02 CC 776369

Articles Of Incorporation Of D'ELLA FOUNDATION, INC.