



THE UNITED STATES
CORPORATION
COMPANY

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ACCOUNT NO. : 072100000032

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 78.75

ORDER DATE : April 29, 1999

ORDER TIME : 10:55 AM

ORDER NO. : 222645-005

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CUSTOMER NO: 11654A

CUSTOMER: Judy Baxter, Legal Asst
HOLTZMAN KRINZMAN EQUELS &
HOLTZMAN KRINZMAN EQUELS &
2601 South Bayshore Drive
Suite 600
Miami, FL 33133

DOMESTIC FILING

NAME: THE PRIMO CARNERA FOUNDATION,
INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

PH 4/29/99 ✓

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99 APR 29 PM 12:21

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE PRIMO CARNERA FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of The Primo Carnera Foundation, Inc. under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME AND LOCATION

The name of the Corporation is The Primo Carnera Foundation, Inc., a Florida not for profit corporation (the "Corporation"), and the initial mailing address of the Corporation is P.O. Box 1574, Palm Harbor, Florida 34682.

ARTICLE II - TERM AND COMMENCEMENT

The Corporation shall exist perpetually unless terminated sooner in accordance with the laws of the State of Florida. Corporate existence shall commence with the filing of these Articles of Incorporation.

ARTICLE III - PURPOSES

The purposes for which this Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code"), not for pecuniary profit, including the performance of the following activities exclusively for any or all such purposes:

- A. To serve as a depository for charitable contributions which are deductible under Section 170(c)(2) of the Code; and
- B. To the extent as is permitted under Section 501(c)(3) of the Code, the Corporation may, but is not obligated to, distribute to qualified tax exempt organizations, foreign or domestic, all or part of such charitable contribution funds it collects; and
- C. To have and exercise all powers conferred on a corporation organized under the Florida Not For Profit Corporation Act as currently in effect and as it may be amended, including, with limitation, all powers necessary or convenient to effect any or all

purposes for which the Corporation is organized, except as restricted by Article IV herein.

ARTICLE IV - RESTRICTIONS AND INTERPRETATION

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth under Article III hereof.

Section 2. 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 any candidate for public office.

Section 3. Notwithstanding any provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

Section 4. All references herein to the provisions of the Internal Revenue Code of 1986 shall include both amendments thereto and the corresponding provisions of any future federal tax code.

ARTICLE V - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for one or more of the purposes of the Corporation, which may include distribution to an organization or organizations organized and operated exclusively for one or more such purposes, or shall distribute all of the assets of the Corporation to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for one or more of the purposes of the Corporation.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator is:

Name

Address

Giovanna M. Carnera

2655 St. Joseph Drive West
Dunedin, Florida 34682

ARTICLE VII - INITIAL DIRECTORS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors may be increased or decreased from time to time as authorized by a majority vote of the members, but shall never be less than three (3) persons. Directors shall be elected and hold office in accordance with the method prescribed in the Bylaws. The names and addresses of the first members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Giovanna M. Carnera	2655 St. Joseph Drive West Dunedin, Florida 34682
Arthur J. Furia	2601 S. Bayshore Drive Suite 600 Miami, Florida 33133
Gianluca Tartaglia	2601 S. Bayshore Drive Suite 600 Miami, Florida 33133

ARTICLE VIII - MEMBERSHIP

The membership of this Corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the Corporation. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and Members may be admitted by the Board of Directors only. The authorized number of the Members of the Corporation, the different classes of membership (if any), the property, voting and other rights and privileges of Members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE IX - BYLAWS

The Board of Directors of this Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Florida Not for Profit Corporation Act concerning corporate action that must be authorized or approved by Members of the Corporation.

ARTICLE X - AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be proposed by any Director of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Members.

ARTICLE XI - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the Corporation is HKE&F Registered Agent Corp., and the initial registered agent is located at 2601 S. Bayshore Drive, Suite 600, Miami, Florida 33133.

ARTICLE XII - INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified to the fullest extent permitted by law by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he or she is or shall be made a party by reason of his or her being or having been a Director or Officer of the Corporation (whether or not he or she is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him or her). The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 20 day of January, 1999, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

Giovanna M. Carnera
Giovanna M. Carnera, Incorporator

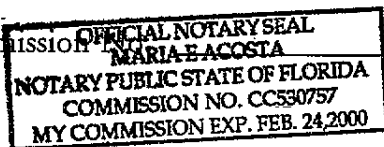
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20th day of January, 1999 by Giovanna M. Carnera as Incorporator of The Primo Carnera Foundation, a Florida not for profit corporation on behalf of said entity. She is personally known to me or has produced _____, as identification and did take an oath.

Maria E. Acosta
Notary Public State of Florida at Large

MARIA E. Acosta
Print Name of Notary

My Commission Expires: _____

Commission 

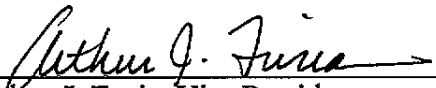
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That THE PRIMO CARNERA 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 HKE&F Registered Agent Corp. 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 Not-for-Profit Corporation Act, and am familiar with, and accept, the obligations of that position.



Arthur J. Furia, Vice President
HKE&F Registered Agent Corp.

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TALLAHASSEE, FLORIDA