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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2/18/05  
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## TRANSMITTAL LETTER

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

**SUBJECT:** The BenRay Children's Fund, 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 of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Tracy Tunney Ward

Name (Printed or typed)

425 Walnut Street, Suite 1800

Address

Cincinnati, OH 45202

City, State & Zip

(513) 381-2838

Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
**OF**  
**THE BENRAY CHILDREN'S FUND, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a nonprofit corporation pursuant to the provisions of the Florida Not For Profit Corporation Act, does hereby certify as follows:

FIRST. The name of the corporation shall be THE BENRAY CHILDREN'S FUND, INC. (the "Corporation").

SECOND. The principal place of business and mailing address of the Corporation is at 4905 Belfort Road, Suite 110, Jacksonville, Florida 32256.

THIRD. The Corporation is organized exclusively for charitable and educational purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law (the "Code"). The specific purposes for which the Corporation is formed are to promote adoption primarily by providing assistance with adoption expenses and to conduct activities consistent with such purposes the nonprofit corporation laws of the State of Florida and Section 501(c)(3) of the Code including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

FOURTH. The directors of the Corporation shall be elected as stated in the Corporation's Bylaws.

FIFTH. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or any other private individual or entity, 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 in Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, except as provided in Section 501(h) of the Code. The Corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of 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 Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

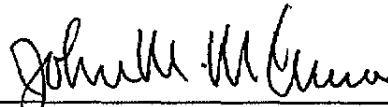
SIXTH. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to an organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH. The name and Florida street address of the initial registered agent is John M. McGuire, 14176 Pine Island Drive, Jacksonville, Florida 32224.

EIGHTH. The name and address of the Incorporator of these Articles of  
Incorporation is:

John M. McGuire  
14176 Pine Island Drive  
Jacksonville, FL 32224

IN WITNESS WHEREOF, I have signed these Articles this 1 day of  
February, 2005.

  
\_\_\_\_\_  
John M. McGuire, Incorporator

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 sign this acceptance of  
acceptance of appointment this 1 day of February, 2005.

  
\_\_\_\_\_  
John M. McGuire, Registered Agent

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