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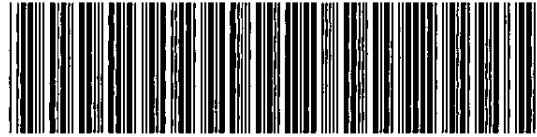
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EP 4/1/08

## COVER LETTER

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

**SUBJECT:** LARRY BRAY MEMORIAL FOUNDATION, 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: William B. McMenamy  
Name (Printed or typed)

50 N. Laura Street, Suite 2925  
Address

Jacksonville, Florida 32202  
City, State & Zip

(904)354-8080  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
**OF**  
**LARRY BRAY MEMORIAL FOUNDATION, INC.**

The undersigned incorporator to these Articles of Incorporation hereby executes said Articles of Incorporation for the purpose of forming a Not For Profit Corporation under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes.

**ARTICLE 1. NAME AND ADDRESS**

The name of the corporation and the street address of the initial principal office are LARRY BRAY MEMORIAL FOUNDATION, INC., 3711 Inverness Way, Martinez, Georgia 30907. The mailing address of the corporation shall be 3711 Inverness Way, Martinez, Georgia 30907.

**ARTICLE 2. DURATION**

This corporation is to exist perpetually.

**ARTICLE 3. PURPOSE**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE 4. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent of this corporation is 50 North Laura Street, Suite 2925, Jacksonville, FL 32202, and the name of the initial registered agent is William B. McMenamy.

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**ARTICLE 5. INITIAL BOARD OF DIRECTORS**

This corporation shall have four (4) directors initially. The manner in which the directors are elected or appointed is set forth in the Bylaws of the corporation. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Donald C. Bray	3711 Inverness Way Martinez, Georgia 30907
Christopher Donald Bray	1013 Bankton Circle Charleston, South Carolina 29406
Joel Scott Bray	549 Prince Avenue Swainsboro, Georgia 30401
Marshall Thomas Bray	776 Millstream Road Ponte Vedra Beach, Florida 32082

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**ARTICLE 6. INCORPORATOR**

The name and post office address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
William B. McMenamy	50 N. Laura Street, Suite 2925 Jacksonville, FL 32202

**ARTICLE 7. DISSOLUTION AND DISTRIBUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

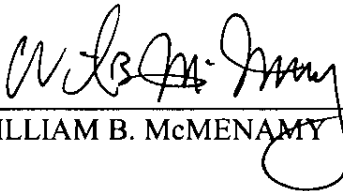
**ARTICLE 8. MISCELLANEOUS PROVISIONS**

(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 directors, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3.

(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 or in opposition to any candidate for public office.

(3) 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 28<sup>th</sup> day of March, 2008, for the purpose of forming this not for profit corporation under the Not for Profit Corporation Act of the Florida Statutes, and I hereby make and file in the office of the Secretary of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

  
\_\_\_\_\_  
WILLIAM B. McMENAMY

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE CORPORATION NAMED HEREIN SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is:  
LARRY BRAY MEMORIAL FOUNDATION, INC.
2. The name and the Florida street address of the registered agent are:

William B. McMenamy

Name

50 N. Laura Street, Suite 2925

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Jacksonville, Florida 32202

CITY, STATE AND ZIP

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 further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
SIGNATURE

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