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FLORIDA PROFIT/NON PROFIT CORPORATION THE RAY AND SARA BADEN FAMILY FUND, INC.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
THE RAY AND SARA BADEN FAMILY FUND, INC.**

I, the undersigned, do hereby subscribe my name to these Articles of Incorporation for the purpose of creating a Corporation, not for profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended.

**ARTICLE I
NAME, ADDRESS AND INITIAL REGISTERED AGENT AND OFFICE**

The name of this Corporation shall be **THE RAY AND SARA BADEN FAMILY FUND, INC.** (the "**Corporation**"). The address of the Corporation's principal place of business, and its mailing address is 802 11th Street West, Bradenton, Florida 34205. The street address of the initial registered agent is 802 11th Street West, Bradenton, Florida 34205, and the name of the initial registered agent is Blalock, Walters, Held & Johnson, P.A.

**ARTICLE II
OBJECTIVES AND PURPOSES**

The general objectives and purposes of this Corporation shall be:

1. The Corporation is organized exclusively for religious, charitable, scientific, literary and educational 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 provision of any future federal tax code.
2. To primarily make distributions and grants to support, and for the benefit of, the people and charitable programs of Manatee County, Florida.
3. To establish and publish rules and regulations governing:
 - a) The adoption and publication of Bylaws; and
 - b) The adoption of the corporate seal.
4. To enter into contractual agreements, including but not limited to the lease, purchase and sale, of any and all kinds of real and personal property which may be necessary or appropriate for any of the foregoing objectives and purposes and enter into agreements with persons or agents for the provision of professional services relating to the foregoing objectives and purposes.
5. To borrow money and mortgage, pledge, encumber, or otherwise hypothecate assets of the Corporation as security therefore.

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6. To employ the foregoing general purposes and objectives as guidelines, which are not to be construed as limitations. Said purposes may from time to time be changed through lawful procedures as directed by a vote of the Corporation's Trustees in accordance with its published or adopted Bylaws. This Corporation shall also have all other common law and statutory powers as are provided by the laws of the State of Florida under which this Corporation is organized.

7. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization 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).

ARTICLE III

TERM OF EXISTENCE

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence, or as determined earlier by the laws of the State of Florida, or by the vote of its Trustees, as provided in the Bylaws of this Corporation.

ARTICLE IV

NAME AND ADDRESS OF INCORPORATORS

Melanie Luten, Esq.

802 11th Street West, Bradenton, Florida 34205

ARTICLE V

BOARD OF TRUSTEES

The affairs of the Corporation shall be managed by its Board of Trustees.

The Board of Trustees shall consist of not less than three (3) nor more than five (5) Trustees who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws of this Corporation.

At any meeting of the Trustees, a majority of the then-elected Board of Trustees shall constitute a quorum.

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ARTICLE VI
NAMES OF INITIAL TRUSTEES AND OFFICERS

A. Trustees:

H. Ray Baden	P.O. Box 257, Bradenton, Florida 34206
Sara Baden	P.O. Box 257, Bradenton, Florida 34206
James W. Knowles	2812 Manatee Avenue West, Bradenton, Florida 34205

B. Officers:

H. Ray Baden	President, Treasurer
Sara Baden	Vice President, Secretary

ARTICLE VII
AMENDMENT OF THE ARTICLES OF INCORPORATION

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the affirmative vote of two-thirds (2/3) of the members of the Board of Trustees of the Corporation present at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees shall become and be taken as part of, these Articles of Incorporation.

B. Notwithstanding the foregoing Section A, the Board of Trustees of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles VIII and IX of these Articles of Incorporation.

ARTICLE VIII
RESTRICTIONS

Notwithstanding any other Article of these Articles of Incorporation:

A. The Trustees shall distribute the Corporation's income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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B. The Trustees will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor make any investments in a manner as to incur tax liability under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, 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 Section 501(c)(3) purposes. 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 publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IX DISSOLUTION

In the event the Corporation is dissolved by either voluntary or involuntary means, all assets of the Corporation shall be distributed to United Way of Manatee, Inc. to continue the purposes of the Corporation, or, in the event that United Way of Manatee, Inc. is no longer in existence or is disqualified from accepting the Corporation's assets, to such other broadly-based charitable organization(s) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code), i.e., charitable, educational, religious or scientific, or shall be distributed to the Federal Government, or to a state or local government for a public purpose. The determination required hereby shall be made by the Corporation's Board of Trustees in its sole discretion, applying the guidelines set forth herein. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



Melanie Luten, Esq., Incorporator

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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.

BLALOCK, WALTERS, HELD & JOHNSON,
P.A., a Florida professional service corporation

By: 

Melanie Luten, Vice President

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