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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Rays A Village, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
RAYS A VILLAGE, INC.**

The undersigned, for the purpose of forming a not-for-profit corporation under the Florida Not For Profit Corporation Act, hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME AND ADDRESS**

The name of this corporation is Rays a Village, Inc. (the "Corporation").

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The street and mailing address of the principal office of the Corporation is 1225 11th Street North, Jacksonville Beach, Florida 32250.

**ARTICLE III**

**PURPOSE**

The Corporation is organized and shall be operated exclusively as a not for profit corporation and for religious, charitable, scientific, literary, and educational purposes, consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States internal revenue law (the "Code"). Specifically, and without limiting the generality of the preceding sentence, this Corporation primarily is organized to provide essential services and supplies to children and families in the foster care system.

**ARTICLE IV**

**DURATION**

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed.

**ARTICLE V**

**POWERS**

The Corporation shall have the general power to do all lawful acts, as conferred upon not for profit corporations by the Florida Not For Profit Corporation Act that are necessary and desirable to carry out the

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purposes and responsibilities of the Corporation. Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;

(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its [members,] directors, officers, or other private persons; provided, however, 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 contained in these Articles of Incorporation; and

(c) The Corporation shall not carry out propaganda, or otherwise attempt to influence legislation, in a manner inconsistent with or forbidden by Section 501(c)(3) of the Code, 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.

## ARTICLE VI

### ELECTION OF DIRECTORS

All corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these Articles of Incorporation or the Bylaws of the Corporation. The Directors shall be elected and shall serve terms as provided in the Bylaws. The Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time according to the Bylaws but shall never be less than three.

## ARTICLE VII

### INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of the Corporation is 200 E. Forsyth Street, Jacksonville, FL 32202, and the name of the initial registered agent at that address is Peck & Miska.

## ARTICLE VIII

### INCORPORATOR

The name and address of the Incorporator are as follows:

Name

Address

Jamie Ray

1225 11th Street North  
Jacksonville Beach, Florida 32250

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## ARTICLE IX

### MEMBERS

The Corporation shall have no members.

## ARTICLE X

### AMENDMENTS

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by a majority vote of the members of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Articles of Incorporation.

## ARTICLE XI

### CORPORATE LIQUIDATION AND DISSOLUTION


Upon dissolution, the assets of this Corporation, after all debts and liabilities are paid, shall be distributed in furtherance of the Corporation's purposes contained in these Articles, including a distribution to a government entity or an organization exempt from federal income tax under Section 501(c)(3) of the Code. In no event shall any liquidating distribution inure to the benefit of a private individual or for-profit corporation. If for any reason the liquidating distributions cannot be made in accordance with the preceding sentence, upon order of a court of competent jurisdiction, distributions shall be made to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of the Corporation.

## ARTICLE XII

### INDEMNIFICATION

The Corporation shall indemnify officers and directors to the full extent permitted by the Florida Not For Profit Corporation Act; provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

The undersigned incorporator, for the purpose of forming a not for profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation.

  
Jamie Ray, Incorporator

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### ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not For Profit Corporation Act, and hereby acknowledges that it is familiar with, and accepts the obligations of such position.

Peek & Miska

Dated: April 13, 2021

  
Charlee Miska, Vice President

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