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4/25/12

LAW OFFICE OF
JONATHAN W. SHIRLEY, P.A.
ATTORNEY AND COUNSELOR AT LAW
171 CIRCLE DRIVE
MAITLAND, FLORIDA 32751

JONATHAN W. SHIRLEY

BOARD CERTIFIED TAX LAWYER

ADMITTED IN FLORIDA,
WEST VIRGINIA & VIRGINIA

TELEPHONE (407) 629-8333
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April 20, 2012

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

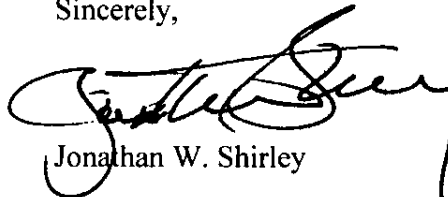
Re: BeneCore, Inc.

Dear Sirs:

Enclosed for filing are duplicate originals of the Articles of Incorporation for BeneCore, Inc., together with our firm's check in the amount of \$78.75 in payment of the filing fee, registered agent designation fee and certified copy fee. Once the Articles of Incorporation have been file, please return the certified copy to this office.

If you have any questions, please contact us.

Sincerely,



Jonathan W. Shirley

JWS/g
Enclosure
cc: Janice L. Theriault

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EFFECTIVE DATE 04/18/12

**ARTICLES OF INCORPORATION
OF
BENECORE, INC.**

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The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation shall be BeneCore, Inc.

ARTICLE II - BUSINESS AND ACTIVITIES

This Corporation may, and is authorized to, engage in any activity or business permitted and under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital stock of this corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at anyone time is 10,000 share of common stock having a par value of \$1.00 per share, 5,000 shares of which shall be voting common stock and 5,000 shares of which shall be nonvoting common stock. Nonvoting common stock shall have no voting rights except as expressly required by Florida law. Voting common stock and nonvoting common stock shall otherwise be equal in all rights and features other than the right to vote.

ARTICLE IV - TERM OF EXISTENCE

The effective date upon which this Corporation shall come into existence shall be April 18, 2012, and it shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE V - INITIAL CORPORATE OFFICE;
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial corporate office is 4621 South Atlantic Avenue, Unit 7307, Ponce Inlet, Florida 32127. The initial registered office of this Corporation is 171 Circle Drive, Maitland, Florida 32751, and the name of the initial registered agent of this Corporation at that address is Jonathan W. Shirley.

ARTICLE VI - DIRECTORS

A. The initial number of Directors of this Corporation shall be one (1).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation. In no event, however, shall the number of Directors be less than one (1).

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorized and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until her successor(s) are elected or appointed and have qualified, are:

Name

Address

Janice L. Theriault

4621 South Atlantic Avenue
Unit 7307
Ponce Inlet, Florida 32127

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the propose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator signing these Articles is:

Jonathan W. Shirley
171 Circle Drive
Maitland, FL 32751

ARTICLE VIII - INDEMNIFICATION

The Corporation may indemnify each of its officers and directors to the maximum extent allowed by Florida law.

ARTICLE IX - LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

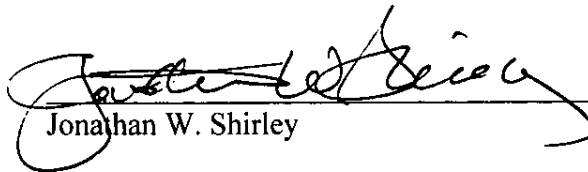
ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by Florida law.

ARTICLE XI - NO PREEMPTIVE RIGHTS

No Shareholder of this Corporation shall have any preemptive or preferential right, as there are defined by law, to subscribe for or purchase shares or securities which the Corporation may from time to time issue or sell.

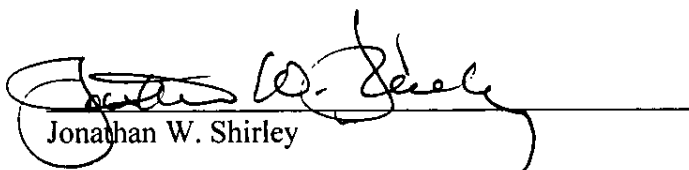
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of April, 2012.


Jonathan W. Shirley

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Statutes.

Dated: April 20, 2012


Jonathan W. Shirley

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