

DEC 10 2012

FEB 25 2013

FILE NO. 18090885

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DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**ARTICLES OF INCORPORATION
NONPROFIT CORPORATION**

Read the Instructions C011i

1. ENTITY NAME - see Instructions C011i for naming requirements - give the exact name of the corporation:
Billy's Place, Inc.

2. CHARACTER OF AFFAIRS - briefly describe the character of affairs the corporation initially intends to conduct in Arizona. **NOTE** that the character of affairs that the corporation ultimately conducts is not limited by the description provided.

Grief Support for Children and Families

3. MEMBERS - check one: The corporation WILL have members.
 The corporation WILL NOT have members.

4. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

4.1 Is the Arizona known place of business address the same as the **street address** of the statutory agent?

- Yes - go to number 5 and continue
 No - go to number 4.2 and continue

4.2 If you answered "No" to number 4.1, give the **physical or street address** (not a P.O. Box) of the known place of business of the corporation in Arizona:

Attention (optional)		
Address 1		
Address 2 (optional)		
City	State or Province	Zip
Country		

5. DIRECTORS - list the name and business address of each and every Director of the corporation. If more space is needed, check this box and complete and attach the Director Attachment form C082.

Juli Schragel <small>Name</small> 26197 N. 85th Lane <small>Address 1</small>			Ray Schragel <small>Name</small> 26197 N. 85th Lane <small>Address 1</small>		
<small>Address 2 (optional)</small> Peoria <small>City</small>		AZ <small>State or Province</small>	85383 <small>Zip</small>	<small>Address 2 (optional)</small> Peoria <small>City</small>	
UNITED STATES <small>Country</small>				UNITED STATES <small>Country</small>	
Norbert Friedman <small>Name</small> 441 Prarie Ridge Drive <small>Address 1</small>			Todd Nejbauer <small>Name</small> 34000 N. 27th Drive, Unit 3138 <small>Address 1</small>		
<small>Address 2 (optional)</small> Wintrop Harbor <small>City</small>		IL <small>State or Province</small>	60096 <small>Zip</small>	<small>Address 2 (optional)</small> Phoenix <small>City</small>	
UNITED STATES <small>Country</small>				UNITED STATES <small>Country</small>	
<small>Name</small> Address 1 <small>Address 2 (optional)</small> City <small>Country</small>			<small>Name</small> Address 1 <small>Address 2 (optional)</small> City <small>Country</small>		

6. STATUTORY AGENT - see Instructions C011i

6.1 REQUIRED - give the name (can be an individual or an entity) and *physical* or street address (not a P.O. Box) in Arizona of the statutory agent:

6.2 OPTIONAL - mailing address in Arizona of statutory agent (can be a P.O. Box):

Juli Schragel <small>Statutory Agent Name (required)</small>					
<small>Attention (optional)</small> 26197 N. 85th Lane <small>Address 1</small>			<small>Attention (optional)</small> Address 1		
<small>Address 2 (optional)</small> Peoria <small>City</small>		AZ <small>State</small>	85383 <small>Zip</small>	<small>Address 2 (optional)</small> City <small>State</small>	
				Zip	

6.3 REQUIRED - the *Statutory Agent Acceptance* form M002 must be submitted along with these Articles of Incorporation.

7. **INCORPORATORS** - list the name and address, and the signature, of each and every incorporator - minimum of one is required. If more space is needed, check this box and complete and attach the Incorporator Attachment form C084.

Juli Schragel

Name
26197 N. 85th Lane
Address 1

Address 2 (optional)
Peoria AZ 85383
City State Zip

Country
UNITED STATES

SIGNATURE - see Instructions C011i:

By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature: *Juli Schragel*
Printed Name: Juli Schragel Date: 12/7/12

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

Corporation as Incorporator - I am signing as an officer or authorized agent of a corporation and its name is:

LLC as Incorporator - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is:

Name
Address 1

Address 2 (optional)
City State Zip

Country

SIGNATURE - see Instructions C011i:

By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature
Printed Name Date

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

Corporation as Incorporator - I am signing as an officer or authorized agent of a corporation and its name is:

LLC as Incorporator - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is:

Filing Fee: \$40.00 (regular processing)
Expedited processing - add \$35.00 to filing fee.
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission
Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-3819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002i

1. **ENTITY NAME** – give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent:

Billy's Place, Inc.

2. **A.C.C. FILE NUMBER** (if entity is already incorporated or registered in AZ):

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity):

Juli Schragel

- 3.1 **Check one box:** The statutory agent is an **Individual** (natural person).
 The statutory agent is an **Entity**.

STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 3 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Juli Schragel
Signature

Juli Schragel
Printed Name

12/7/12
Date

REQUIRED – check only one:

Individual as statutory agent: I am signing on behalf of myself as the individual

Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing)
Expedited processing – add \$35.00 to filing fee.
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
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CERTIFICATE OF DISCLOSURE*Read the Instructions C003i***1. ENTITY NAME** – give the exact name of the corporation in Arizona:

Billy's Place, Inc.

2. A.C.C. FILE NUMBER (if already incorporated or registered in AZ): _____Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>**3. Check only one of the following to indicate the type of Certificate:**

- Initial (accompanies formation or registration documents)
- Annual (credit unions and loan companies only)
- Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.2	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES, you MUST complete and attach a <u>Certificate of Disclosure Felony/Judgment Attachment</u> form C004.		

**ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION COVER SHEET**

RECEIVED

DEC 10 2012

USE A SEPARATE COVER SHEET FOR EACH DOCUMENT

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

ARE YOU FILING: New Entity Change to existing entity Re-submission/Correction

PLEASE COMPLETE ALL APPROPRIATE SECTIONS

Type in Corp/LLC Name: Billy's Place, Inc.

FILING TYPE	REGULAR SERVICE FEE	EXPEDITED SERVICE FEE
<input type="checkbox"/> Articles of Domestication	\$100.00	\$135.00
<input type="checkbox"/> Articles of Incorporation (Profit)	\$ 60.00	\$ 95.00
<input checked="" type="checkbox"/> Articles of Incorporation (Non Profit)	\$ 40.00	\$ 75.00
<input type="checkbox"/> Articles of Organization (Limited Liability Company)	\$ 50.00	\$ 85.00
<input type="checkbox"/> Application For Authority (Business)	\$175.00	\$210.00
<input type="checkbox"/> Application to Conduct Affairs (Non Profit)	\$175.00	\$210.00
<input type="checkbox"/> Application for New Authority	\$175.00	\$210.00
<input type="checkbox"/> Application for Registration	\$150.00	\$185.00
<input type="checkbox"/> Articles of Amendment	\$ 25.00	\$ 60.00
<input type="checkbox"/> Articles of Amendment & Restatement	\$ 25.00	\$ 60.00
<input type="checkbox"/> Articles of Correction	\$ 25.00	\$ 60.00
<input type="checkbox"/> Articles of Merger/Share Exchange	\$100.00	\$135.00
<input type="checkbox"/> Articles of Merger (Limited Liability Company)	\$ 50.00	\$ 85.00
<input type="checkbox"/> Affidavit of Publication	\$ 0.00	\$ 35.00
<input type="checkbox"/> CORPORATIONS -Certified Copies* <small>*If copies are for different entities the Expedite fee applies to each entity</small>	<input type="checkbox"/> \$6.00 Each () (Enter Quantity)	<input type="checkbox"/> \$40.00 () (Enter Quantity)
<input type="checkbox"/> LLCs - Certified Copies* <small>*If copies are for different entities the Expedite fee applies to each entity</small>	<input type="checkbox"/> \$10.00 Each () (Enter Quantity)	<input type="checkbox"/> \$45.00 () (Enter Quantity)
<input type="checkbox"/> Good Standing Certificate* <small>*If Good Standing Certificates are for different entities the Expedite fee applies to each entity</small>	<input type="checkbox"/> \$10.00 Each () (Enter Quantity)	<input type="checkbox"/> \$45.00 () (Enter Quantity)
<input type="checkbox"/> Other: _____	<input type="checkbox"/> Regular Fee	<input type="checkbox"/> Expedite Fee

SELECT PAYMENT TYPE:

DO NOT WRITE YOUR CREDIT CARD NUMBER ON THIS FORM!

- Check Check # 1152
- M.O.D. Account MOD Acct # _____
- Cash -- for in-person filings only (Do not send cash in the mail.)
- Credit Card -- for in-person filings only
- No fee required

Check Amount \$ 40.00 RECEIVED
 Mod Amount \$ FEB 25 2013
 Cash Amount \$ ARIZONA CORP. COMMISSION
 CC Amount \$ CORPORATIONS DIVISION

SELECT ONE RETURN DELIVERY OPTION: Mail Pick Up Fax # ()

REQUIRED: Please list the person or company who will be picking up the completed documents.
 DOCUMENTS WILL BE MAILED IF THEY ARE NOT PICKED UP IN A TIMELY MANNER (APPROXIMATELY TWO WEEKS).

Person or Company Name: _____ Phone Number: _____

Address: _____

City: _____ State: _____ Zip: _____

FOR ARIZONA CORPORATION COMMISSION USE ONLY

PICK-UP BY: _____ DATE: _____

5. BANKRUPTCY QUESTION:

<p>5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation?</p>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<p>5.2 If the answer to number 5.1 is YES, you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.</p>		

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:	
Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an <u>Incorporator Attachment form C084</u> .
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Name: Juli Schragel

Address 1: 26197 N 85 Lane

Address 2: Peoria State: AZ Zip: 85383

City: USA

Name: _____

Address 1: _____

Address 2: _____ State: _____ Zip: _____

City: _____ Country: _____

SIGNATURE - see Instructions C003i:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature: Juli Schragel

Printed Name: Juli Schragel Date: 10/3/2008

SIGNATURE - see Instructions C003i:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature: _____

Printed Name: _____ Date: _____

REQUIRED - check only one:

Incorporator - I am an incorporator of the corporation submitting this Certificate.

Officer - I am an officer of the corporation submitting this Certificate.

Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.

Director - I am a Director of the credit union or loan company submitting this Certificate.

REQUIRED - check only one:

Incorporator - I am an incorporator of the corporation submitting this Certificate.

Officer - I am an officer of the corporation submitting this Certificate.

Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.

Director - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None (regular processing). Expedited processing - add \$35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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