



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	C
11/08/2007	200731102562	DOMESTIC ARTICLES/NON-PROFIT (ARN)	125.00	.00	.00	.00	

**Receipt**

This is not a bill. Please do not remit payment.

ROGER ROTH  
10632 CINDERELLA DRIVE  
CINCINNATI, OH 45242

# STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1738482

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**UNDERWATER IMAGES**

and, that said business records show the filing and recording of:

Document(s)  
**DOMESTIC ARTICLES/NON-PROFIT**

Document No(s):  
**200731102562**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 7th day of November,  
A.D. 2007.

Ohio Secretary of State



Prescribed by:

Ohio Secretary of State  
Central Ohio: (614) 466-3910  
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us  
e-mail: busserv@sos.state.oh.us

<b>Expedite this Form:</b> (Select One)	
<b>Mail Form to one of the Following:</b>	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input checked="" type="radio"/> No	PO Box 670 Columbus, OH 43216

### INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Nonprofit)  
Filing Fee \$125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

**(CHECK ONLY ONE (1) BOX)**

<input type="checkbox"/> (1) Articles of Incorporation Profit <small>(113-ARF) ORC 1701</small>	<input checked="" type="checkbox"/> (2) Articles of Incorporation Nonprofit <small>(114-ARN) ORC 1702</small>	<input type="checkbox"/> (3) Articles of Incorporation Professional <small>(170-ARP) Profession _____ ORC 1785</small>
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**Complete the general information in this section for the box checked above.**

**FIRST:** Name of Corporation Underwater Images

**SECOND:** Location Cincinnati Hamilton  
(City) (County)

Effective Date (Optional) \_\_\_\_\_ Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.  
(mm/dd/yyyy)

Check here if additional provisions are attached

**Complete the information in this section if box (2) or (3) is checked. Completing this section is optional if box (1) is checked.**

**THIRD:** Purpose for which corporation is formed

Said 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.

**Complete the information in this section if box (1) or (3) is checked.**

**FOURTH:** The number of shares which the corporation is authorized to have outstanding (Please state if shares are common or preferred and their par value if any)

\_\_\_\_\_  
(No. of Shares) (Type) (Par Value)

(Refer to instructions if needed)

**Completing the information in this section is optional**

**FIFTH:** The following are the names and addresses of the individuals who are to serve as initial Directors.

Roger Roth  
(Name)  
10632 Cinderella Drive  
(Street) NOTE: P.O. Box Addresses are NOT acceptable.

Cincinnati Ohio 45242  
(City) (State) (Zip Code)

Mark Beatty  
(Name)  
321 S. Waynesville Rd.  
(Street) NOTE: P.O. Box Addresses are NOT acceptable.

Oregonia Ohio 45054  
(City) (State) (Zip Code)

Carol Kender  
(Name)  
148 W. Mohawk Dr.  
(Street) NOTE: P.O. Box Addresses are NOT acceptable.

Shawnee Hills Ohio 43065  
(City) (State) (Zip Code)


**REQUIRED**  
 Must be authenticated  
 (signed) by an authorized  
 representative  
 (See Instructions)



10/27/2007

Authorized Representative  
 Roger Roth  
(print name)  
10632 Cinderella Dr.  
Cincinnati, Ohio 45242

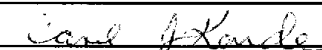
Date



10/27/2007

Authorized Representative  
 Mark Beatty  
(print name)  
321 S. Waynesville Rd.  
Oregonia, Ohio 45054

Date



10-31-07

Authorized Representative  
 Carol Kender  
(print name)  
148 W. Mohawk Dr.  
Shawnee Hills, Ohio 43064

Date

Complete the information in this section if box (1) (2) or (3) is checked.

### ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Underwater Images hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

Roger Roth

(Name)

10632 Cinderella Dr.

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

Cincinnati


, Ohio

45242


(City)

(Zip Code)


Must be authenticated by an authorized representative

  
Authorized Representative

10/27/2007  
Date

  
Authorized Representative

10/27/2007  
Date

  
Authorized Representative

10-31-07  
Date

#### ACCEPTANCE OF APPOINTMENT

The Undersigned, Roger Roth, named herein as the

Statutory agent for, Underwater Images

, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature:   
(Statutory Agent)

## **Articles of Incorporation of Underwater Images**

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Ohio, do hereby certify:

### **Article I**

The name of the Corporation shall be Underwater Images.

### **Article II**

The place in this state where the principal office of the Corporation is to be located is the City of Cincinnati, Hamilton County.

### **Article III**

Said 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 IV**

The number of directors constituting the initial Board of Directors is three (3), and the names and addresses, including street number, of the persons who are to serve as the initial directors until the first annual meeting, or until their successors are elected and qualified, are:

Roger Roth  
10632 Cinderella Dr.  
Cincinnati, OH 45242

Mark Beatty  
321 S. Waynesville Rd.  
Oregonia, OH 45054

Carol Kender  
148 W. Mohawk Dr.  
Shawnee Hills, OH 43064

The members of the Board of Directors shall be those individuals elected, from time to time, in accordance with the Bylaws. Directors shall elect their successors.

**Article V**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in Article III hereof. 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. 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.

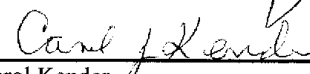
**Article VI**

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. 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.

In witness whereof, we have hereunto subscribed our names this 31 day of Oct, 2007.

  
\_\_\_\_\_  
Roger Roth

  
\_\_\_\_\_  
Mark Beatty

  
\_\_\_\_\_  
Carol Kender