

**ARTICLES OF INCORPORATION
OF
CHILDREN'S BODY-IMAGE FOUNDATION**

I. Corporate Name: The name of the corporation shall be Children's Body-Image Foundation.

II. Principal Office: The place where the principal office of the Corporation is to be located shall be located in Columbus, Ohio (Franklin County).

III. Purposes: The purposes of the Corporation shall be to bolster children's self-esteem through providing financial support to families with children that are dealing with allied medical related health issues. The focus is on the physical and psychological well-being of children and the possible negative self perceptive effects certain traumas and medical conditions can have on a child. Allied healthcare service may include, but are not limited to, such services as professional counseling, braces/supportive devices, physical therapy, prosthetics and other services designed to improve a child's self-esteem.

The Corporation is organized exclusively for charitable and educational purposes, including the making of distributions to organizations which qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law, for the time being exclusively for a public purpose.

IV. Use of Assets: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. 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 and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law.

V. Powers: The Corporation is empowered:

A. To execute contracts and to buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in these Articles.

B. To receive grants and donations, dues and fees for services, and to borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

C. To engage in any lawful act or activity for which corporations may be formed under Chapter 1702 of the Ohio Revised Code, and to do all things reasonably necessary to accomplish the purposes of the Corporation as are not in conflict with the Ohio Non Profit Corporation Law.

VI. Dissolution: Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes, all of the foregoing within the meaning of Article III hereof and within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to an agency of federal or state government exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.