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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended

SG

11-27-2007

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Rock Evangelical Church, Inc

DOCUMENT NUMBER: N06000003161

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lillian Rozenfeld

(Name of Contact Person)

Cornerstone Service Group, Inc

(Firm/ Company)

P.O. Box 15384 or (4088 Barclay Drive Pace, FL 32571)

(Address)

Pensacola, FL 32514-0384

(City/ State and Zip Code)

For further information concerning this matter, please call:

Lillian Rozenfeld

(Name of Contact Person)

at (850) 255-0444

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| ☐ \$35 Filing Fee | ☐ \$43.75 Filing Fee &
Certificate of Status | ☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | ☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|---|---|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

The Rock Evangelical Church, Inc

(Name of corporation as currently filed with the Florida Dept. of State)

FILED

2007 NOV 20 PM 3: 13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FL

N06000003161

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

Cornerstone Service Group, Inc

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Second Article: The place in this state where the principal office of the Cor-

poration is to be located is: 4088 Barclay Drive Pace (Santa Rosa County) FL 32571

Third Article: Said corporation is organized exclusively for charitable, and

educational 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.

Amend Fourth Article: The names and addresses of the persons who are the trustees

of the corporation are as follows:

Randy Jernigan, Incorporator 5077 NW 7th St Apt 909 Miami, FL 33126

Lillian Rozenfeld, Registered Agent 4088 Barclay Dr. Pace, FL 32571

Chad Dorsey, Trustee 8180 Stonebrook Dr. Pensacola, FL 32514

Sam McLean, Trustee 2609 Hwy 182 Jay, FL 32503

(Attach additional pages if necessary)

(continued)

BYLAWS
of
CORNERSTONE SERVICE GROUP, INC.

ARTICLE I
NAME AND PURPOSES

Section 1.01. Name. The name of the organization is CORNERSTONE SERVICE GROUP, INC.

Section 1.02. Purpose. Cornerstone Service Group, Inc is organized for the charitable purposes to synergistically operate with service-minded groups and individuals toward loving our neighbors as ourselves. Cornerstone works to eliminate societal evils such as poverty, crime, addiction, unemployment, and health care deficiencies, by creating community involvement through a wide range of educational, networking, and service-based initiatives.

ARTICLE II
MEMBERS

Section 2.01. Qualifications. Membership may be granted to any individual or corporation that supports the mission and purposes of the organization. Members shall have no voting rights.

Section 2.02. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member, and may, by a majority vote or those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

ARTICLE III
AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law. The Board of Directors shall have the control and management of the affairs and business of this organization. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Section 3.02. Number, Selection, and Tenure. The Board shall consist of not less than three (3) directors. Vacancies existing by reason of resignation, death, incapacity or removal shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose the succeeding director.

Section 3.03. Resignation. Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

Section 3.04. Termination. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

Section 3.05. Quorum. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is

present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Section 3.06. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.07. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 3.08. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, activities of the Corporation.

Section 3.09. Nominating Committee. There shall be a Nominating Committee, composed of the President and at least two (2) other members of the Board of Directors. Each member of the committee shall have one (1) vote and decision shall be made by the majority.

Section 3.10. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation therefore.

Section 3.11. Paid Staff. The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

ARTICLE IV DIRECTOR AND STAFF

Section 4.01. Executive Director. The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE V CHARTERS / SERVICE SECTORS

Section 5.01. Local charters (otherwise known as service sectors) shall be organized and chartered under the authority of Cornerstone Service Group, Inc. Local service sectors are required to function according to the original purposes of Cornerstone Service Group, Inc which has been set out in these Bylaws.

Section 5.02. Local service sectors shall adopt such bylaws for the government of their organization. Such bylaws shall not be in conflict with Cornerstone Service Group, Inc Bylaws.

Section 5.07. Each local service sector shall keep such permanent books of account and records as shall be sufficient to establish the items of gross income, minutes, receipts and disbursements of the organization, including. Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of Cornerstone Service Group, Inc.

ARTICLE VI INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE VII FINANCIAL ADMINISTRATION

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall be January 1 - December 31 but may be changed by resolution of the Board of Directors.

Section 7.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 7.03. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 7.04. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

ARTICLE IX AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.08.

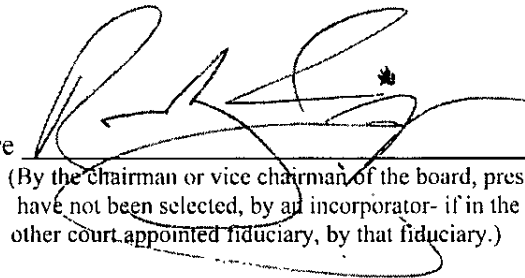
The date of adoption of the amendment(s) was: 11-18-07

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature



(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Randy Jernigan

(Typed or printed name of person signing)

Trustee

(Title of person signing)

FILING FEE: \$35