

No 20000001699

REACHING OUT ROCK MINISTRY, INC.  
P.O. Box 900688  
Homestead, FL 33090

February 28, 2002

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

Re: Reaching Out Rock Ministry, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above referenced corporation along with a money order in the amount of \$122.50 representing the filing fee. Kindly file the original and forward and a certified copy of the filed document to the address listed on the top of this letterhead.

Thank you so much for your attention to this matter.

Sincerely,



Betsy Williams  
for: Reaching Out Rock Ministry, Inc.

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-03/04/02--01031--001  
\*\*\*\*122.50 \*\*\*\*\*78.75

FILED  
2002 MAR -4 AM 10:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

3/11/02

**ARTICLES OF INCORPORATION  
OF  
REACHING OUT ROCK MINISTRY, INC**  
(A Not-for-Profit Corporation)

**FILED**

2002 MAR -4 AM 10: 25

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, with other persons being desirous of forming a corporation not for profit under the provisions of Chapter 716 of the Florida Statutes, agree to the following:

**ARTICLE I - NAME**

The name of the corporation is REACHING OUT ROCK MINISTRY, INC.

**ARTICLE II - ADDRESS**

The address of the principal office is 15551 S.W. 308<sup>th</sup> Street, Homestead, Florida 33033, with a mailing address of P.O. Box 900688, Homestead, Florida 33090.

**ARTICLE III - PURPOSE**

This corporation is organized exclusively for charitable, educational and other purposes within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Internal Revenue Code"), including but not limited to the following:

- a. Feeding the homeless;
- b. Clothing the naked;
- c. Minister/counsel prisoners/inmates;
- d. Minister/counsel Aids patients/victims;
- e. Minister/counsel battered women;
- f. Minister/counsel alcoholics;
- g. Minister/counsel mentally ill;
- h. Minister/counsel at homeless shelters;
- i. Minister/counsel/feed the elderly at nursing homes;
- j. Minister/counsel the sick and shut-in; and
- k. On Call Chaplain for hospitals.

**ARTICLE IV - LIMITATIONS ON ACTIVITIES**

Section 4.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any director, trustee or officer of the corporation or any member of the

corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate to public office.

Section 4.2 The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4952 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4.3 The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4.4 The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4.5 The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4.6 The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4.7 , Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried: (i) by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended; or (ii) by an organization, contributions to which are deductible under Sections 170(b)(1)(A), 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code and said regulations as they now exist or as they may hereafter be amended.

Section 4.8 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for the purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.

## **ARTICLE V - MEMBERS**

Section 5.1 Qualification: The only members of the corporation shall be those persons who from time to time are elected to serve as members of the Board of Directors of the corporation in accordance with the terms and provisions of Article VIII of these Articles of Incorporation. However, the Board of Directors, by a majority vote at any meeting, may confer

lifetime honorary, non-voting memberships to those persons who, in the judgment of the Board of Directors, have demonstrated an extraordinary interest in the corporation and its objectives and purposes.

Section 5.2 Termination: The membership of any member shall be terminated at such time as the person shall cease to be a member of the Board of Directors of the corporation.

#### **ARTICLE VI - TERM OF EXISTENCE**

This corporation shall exist perpetually.

#### **ARTICLE VII - INCORPORATORS**

The name and address of the incorporators is as follows:

<u>Name</u>	<u>Address</u>
Emma Jean McKay	15551 S.W. 308 <sup>th</sup> Street Homestead, Florida 33033

#### **ARTICLE VIII - BOARD OF DIRECTORS**

Section 8.1 The business affairs of this corporation shall be managed by the Board of Directors. Members of the Board of Directors shall be elected and hold office as provided in the Bylaws and shall serve until their successors are chosen and qualify.

Section 8.2 The Board of Directors of this corporation shall consist of not less than three (3) persons. The number of Directors may be changed from time to time as provided, but their number may never be less than three (3).

Section 8.3 The name and address of the initial Board of Directors who are to serve as Directors until the election or appointment of their successors are as follows:

<u>Name</u>	<u>Address</u>
Emma Jean McKay	15551 S.W. 308 <sup>th</sup> Street Homestead, Florida 33033

Leon McKay

15551 S.W. 308<sup>th</sup> Street  
Homestead, Florida 33033

Kenny Rogers

30705 S.W. 155<sup>th</sup> Court  
Homestead, FL 33032

#### **ARTICLE IX - BYLAWS**

The initial Board of Directors shall adopt Bylaws for the corporation at the organizational meeting of the corporation after the approval of these Articles of Incorporation by the Secretary of State. The power to adopt, amend or repeal Bylaws of the corporation shall be vested in the Board of Directors as provided in the Bylaws.

#### **ARTICLE X - AMENDMENTS**

The Articles of Incorporation may be amended by the Board of Directors. Such amendments shall be proposed and adopted in the manner provided in the Bylaws of the corporation.

#### **ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 15551 S.W. 308<sup>th</sup> Street, Homestead, Florida 33033, and the name of the initial registered agent of this corporation is Shannon Guardado.

#### **ARTICLE XII - CONDUCT OF AFFAIRS**

The conduct of the affairs of the corporation shall be limited by the various provisions of the Bylaws, including but limited to, provisions creating, dividing, limiting and regulating the powers of the corporation, the Directors and members.

**IN WITNESS WHEREOF**, for the purpose of forming a corporation not-for-profit

under the provisions of Chapter 617 of the Florida Statutes, the undersigned constituting the  
Incorporator of this corporation, has executed these Articles of Incorporation this 27 day of

February, 2002

Emma Jean McKay  
EMMA JEAN MCKAY  
Incorporator

STATE OF FLORIDA            )  
                                          )ss  
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of REACHING OUT ROCK MINISTRY, INC.,  
a not-for-profit corporation, pages 1-6 was acknowledged before me this 27 day of February  
2002, by EMMA JEAN MCKAY, as Incorporator of REACHING OUT ROCK MINISTRY,  
INC., and who is personally known by me and/or has produced \_\_\_\_\_ as  
identification.

Betsy Williams  
NOTARY PUBLIC STATE OF FLORIDA

NOTARY NAME Betsy Williams  
My Commission CC948707  
Expires June 26, 2004

COMMISSION EXPIRATION DATE

#### ACCEPTANCE

I hereby accept to act as Initial Registered Agent for REACHING OUT ROCK  
MINISTRY, INC., as stated in these Articles of Incorporation.

Dated: February 27, 2002

S. Guardado  
SHANNON GUARDADO  
Registered Agent

**FILED**  
2002 MAR -4 AM 10:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA