

# N0200000776S

## TRANSMITTAL LETTER

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

FILED  
02 OCT -9 AM 10:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: Solid Rock Ranch, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

900008283449-1  
-10/09/02--01034--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Kathy Helsby  
Name (Printed or typed)

1801 Kalurna Ct  
Address

Orlando, Florida 32806  
City, State & Zip

407-649-9474  
Daytime Telephone number  
cell 407-310-3776

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

FILED

OF

SOLID ROCK RANCH, INC.

(A corporation not for profit)

02 OCT -9 AM 10: 24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, being desirous of forming a corporation, not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

The name of this corporation is SOLID ROCK RANCH, INC.

ARTICLE II

The principal place of business and mailing address of the corporation is 1801 Kalurna Court, Orlando, Florida 32806.

ARTICLE III

The general nature and objective of this corporation shall be to function as a non-stock, nonprofit organization in which the members, officers and directors have no proprietary interests in assets or income. The purpose and objective of this corporations is to establish and operate an agency to care for abandoned, abused and neglected children whose parents either cannot or will not care for them. Children are to be accepted without regard to race, creed, color, national origin, or ability to pay. This corporation is committed to providing an atmosphere of love, concern, stability and mutual respect in which a child can grow with the knowledge of God's love and saving grace. We also feel that it is essential to nurture and raise these children in a Christian setting and to provide a Christian education so as to instill Christian moral and ethical values. Our vision is to raise children to be born-again believers, committed to Christ, who pursue excellence in their spiritual, academic and personal walks, maximizing their God-given gifts and abilities to serve God and others.

ARTICLE IV

The President shall appoint, in August of each year, three (3) members of the Board of Directors to serve as a Nominating Committee. At the annual meeting held in September, the committee shall report a slate of officers for the ensuing year and a slate of Directors to fill the position of those Directors whose term shall expire. Additional nominations for Officers or Directors may be made at the annual meeting. The newly elected Board of Directors shall take office immediately upon their election.

A majority of the voting members entitled to vote shall constitute a quorum. The act of a majority of the voting members present at a meeting when a quorum is present shall be an act of the membership, except as to any matter requiring a larger vote, as specified in the bylaws.

The Board shall have the power to fill any vacancy in any office, occurring for any reason. Vacancies on the Board of Directors may be filled by a majority vote of the remaining Directors present at a regular or special meeting called for that purpose. Each person so elected to fill a vacancy shall remain as a Director until a successor is elected at the next annual meeting of the membership. Such successor, however, shall serve only for the period of time that would have been served by the Director who resigns, becomes disqualified, or is remove.

The Board of Directors at their annual meeting shall elect from its members a President, Vice President, a Secretary and a Treasurer. These officers of the Corporation shall also be the officers of the Board of Directors. Other offices may be established, as the Board of Directors may from time to time deem advisable. Officers shall be elected to hold office for a period of one-year commencing upon their election at the annual meeting. No officer shall serve more than three (3) consecutive terms in any one office; however, after a one year absence, a former officer shall again be eligible to serve in that office. No person shall hold more than one office at the same time and no officer may be a salaried employee of the Corporation.

#### ARTICLE V

All the rights, privileges, power and authority of this corporation shall be vested in a Board of Directors. Only the Board of Directors shall have voting rights. The Board of Directors shall be composed of not less than seven (7) persons nor more than twenty-one (21) persons. The names, addresses and terms of office of the present Board of Directors and the Directors who will serve as officers until the first meeting of the Board of Trustees are as follows:

Category 1- Term expires on September 30<sup>th</sup>2005

1. Paul Helsby - PRESIDENT  
1801 Kalurna Court  
Orlando, Florida 32806
2. William J. Graham – VICE PRESIDENT  
151 Wymore Rd.  
Suite 7000  
Altamonte Springs, Florida 32714
3. Charles Rehler – TREASURER  
4012 Shorecrest Dr.  
Orlando, Florida 32804
4. Kathy Helsby - SECRETARY  
1801 Kalurna Court  
Orlando, Florida 32806
5. Vacant
6. Vacant
7. Vacant

**Category 2 Term expires on September 30<sup>th</sup>, 2004**

1. Ann Walker  
2051 Mohican Trail  
Maitland, Florida 3275
2. Timothy Mattingly  
102 Pine Tree Lane  
Altamonte Springs, Florida 32714
3. Brian Fuselier  
2051 Mohican Trail  
Maitland, Florida 32751
5. Vacant
6. Vacant
7. Vacant

**Category 3 Term expires on September 30<sup>th</sup>, 2003**

1. Vacant
2. Vacant
3. Vacant
4. Vacant
5. Vacant
6. Vacant
7. Vacant

**ARTICLE VI**

The Resident Agent of the corporation to accept service of process in the state and who shall serve until replaced by the Board of Directors of the corporation shall be KATHY A. HELSBY, whose street address is 1801 Kalurna Court, Orlando, Florida 32806.

**ARTICLE VII**

The Articles of Incorporation may be amended at a regular or annual meeting or a special meeting of the Board of Directors called for that purpose and at which a quorum is present, by a 2/3 vote of those members present at said meeting. Any member in accordance with the procedure set forth in the Bylaws may submit proposals for any amendment.

## ARTICLE VIII

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonable incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be party or in which he or she may become involved by reason of his or her being or having been a director or officer of the corporation, whether or not he or she is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the corporation. The forgoing right of indemnification shall be in addition to and not exclusive of all other rights to which such trustee or officer may be entitled.

## ARTICLE IX

This corporation may be dissolved with the consent given in writing and signed by two-thirds (2/3) of members of the Board of Directors. In the event of dissolution, voluntary or otherwise, of the corporation, none of the assets will be distributed to any member, officer or director of this corporation. All assets, real and personal, shall be distributed to first: the Edgewood Children's Ranch, Inc., a 501 ( c ) ( 3 ) nonprofit organization dedicated to the care of abused and neglected children in a Christian environment. In the event this corporation is no longer in existence, then the assets shall be distributed in such amounts as the Board of Directors shall determine or as may be determined by a court of competent jurisdiction, exclusively to those organizations which qualify under the provisions of section 501 ( c ) ( 3 ) of the Internal Revenue Code and its regulations now existing or hereafter amended; provided however, that any distributions upon dissolution shall, to the greatest extent possible, be for the exempt purposes of this corporation as enumerated in the Articles of Incorporation and the Bylaws.

## ARTICLE X

The corporation shall not carry on propaganda or otherwise act to influence legislature.

## ARTICLE XI

The term for which the corporation shall exist shall be perpetual.

## ARTICLE XII

The qualifications for membership and the manner of admission of members shall be as regulated by the bylaws. No member shall have any right, title or interest in any of the property or assets nor shall any property or assets be distributed to any member on the dissolution of this corporation.

### ARTICLE XIII

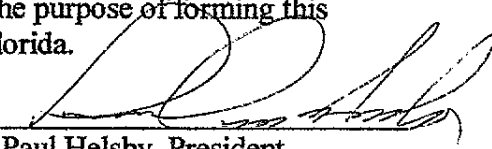
This corporation is authorized to do any and all acts and things incident to or which the Board of Directors, or the Executive Committee thereof as hereinafter provided, might deem necessary to the carrying out or the success of the purposes outlined above.

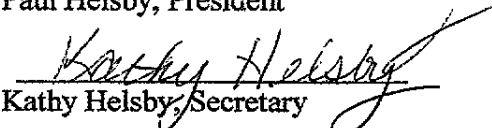
The corporation shall have the power to receive, administer, disburse and/or invest gifts, devises and bequests by or from any person or corporation. The corporation shall have the power to buy, purchase, own, acquire by gift, devise, or otherwise, real and personal property, and to build, erect, construct, provide for, maintain and equip suitable buildings, houses, or other facilities necessary to achieve the purposes outlined above.

The corporation shall have the power to issue bonds, notes, debentures and evidence of indebtedness and to secure the same by mortgage, deed of trust or otherwise.

The corporation shall have the power to own or lease real estate, including but not limited to, office space, to build, construct, erect, maintain and equip such buildings or other facilities as said corporation may desire for carrying on its work. The corporation shall have the power to mortgage sell, encumber, deed or otherwise dispose of any property as shall be authorized and directed by its Board of Directors from time to time.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporates, have hereunto set our hands and seals the 4<sup>th</sup> day of October, 2002, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


  
Paul Helsby, President

  
Kathy Helsby, Secretary

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared Paul Helsby and Kathy Helsby, who executed the foregoing and acknowledged before me that they executed the same on behalf of the corporation thereof for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 4<sup>th</sup> day of October, 2002.

  
Caterina R. Warren  
Notary Public



Caterina Warren  
My Commission DD080360  
Expires December 25, 2005

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

The undersigned hereby accepts his/her designation as Resident Agent of the above-named corporation at the place designated in these Articles of Incorporation and is familiar with and agrees to provide the services as required or as may be required under the provisions, laws and statutes of the State of Florida.

Dated this 4<sup>th</sup> day of October, 2002.

Kathy Helsby  
Kathy Helsby

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TALLAHASSEE, FLORIDA