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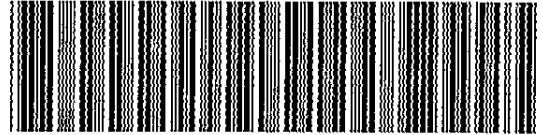
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W 3 26016

Need to put st.
Address w/ name &
the P.O. mailing.
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Division of Corporations:

Enclosed are the articles for the non-profit corporation ROCK 2 filed on September 2, 2003 by registered agent Heather Smith. Below are the fees enclosed in the money order. Contact information: 321-695-1712, 407-362-4314 or hsmith@ucf.edu

ROCK 2
Non-Profit

Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy (optional)	\$ 8.75
Certificate of Status	\$ 8.75

\$87.50

Heather Smith
Heather Smith

P.O. Box 780595
Orlando, FL
32878



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 25, 2003

HEATHER SMITH
P O BOX 780595
ORLANDO, FL 32878

SUBJECT: ROCK 2, INC.
Ref. Number: W03000026016

We have received your document for ROCK 2, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 703A00050640

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

ROCK 2, Inc.

We hereby adopt the following Articles of Incorporation to form a nonstock, nonprofit corporation under the provisions of Florida Statutes or the corresponding provision of any future Florida law and to that end set forth the following:

ARTICLE I NAME

The name of the Corporation is: **ROCK 2, Inc.** hereinafter referred to as the "Corporation."

ARTICLE II PURPOSES AND POWERS

(A) **Purposes:** This corporation is organized as a non-profit, charitable and educational organization, and shall be administered and operated, exclusively to receive, administer, and expend funds for the following charitable and educational purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law:

(1) To research and study, and to inform and educate the public, including but not limited to youth, students, and those in leadership positions, concerning public policy issues, including those set out herein.

(2) To study and educate concerning the impact on the individual, family, community, state and nation of alternative public policies, including but not limited to: the proper role of government within the confines of constitutional boundaries; the proper operation of democratic processes; education and educational choice; family issues such as divorce, abortion, adoption, and child care; economic issues such as budget and tax policy, economic growth, free enterprise; as well as national defense, foreign policy, international trade, promotion of social welfare, and related topics;

(3) To assist in the education and development of dedicated, knowledgeable, and responsible leaders in America;

(4) To educate the public with respect to an appreciation for the privileges and obligations of citizenship in a free society;

(5) To assist in the exposition and promotion of conservative principles and ideas in society, including but not limited to institutions of higher education; and

(6) To promote among the public and its leaders conservative ideals and the lasting values of personal integrity, morality, service to community, love of God and love of Country.

These purposes of the Corporation are to be accomplished as follows:

(1) By fostering the establishment, development, and growth of conservative student groups and conservative student publications in institutions of learning, including but not limited to college campuses throughout America;

(2) By researching, writing, preparing, assembling, and distributing to interested individuals and organizations, and the public, through various means of communications, including reports, studies, monographs, books, letters, newspapers, lectures, addresses, radio, and television, and other educational materials and media;

(3) By sponsoring and supporting public discussion groups, panels, forums, conferences, lectures, seminars, debates, programs, and other similar events to which interested individuals, organizations, and members of the public will be invited; and

(4) By working with other organizations and individuals in order to achieve the above stated purposes.

(B) Powers: In addition to the foregoing objects and purposes, the Corporation shall have all of the specific, general, and incidental powers granted to it under Florida Statutes and other laws of the State of Florida or the corresponding provision of any future State of Florida law, and the Corporation is empowered to do all and everything necessary, suitable and proper for the accomplishment, attainment or furtherance of its purposes subject to the limitations that:

(1) The Corporation is a nonprofit corporation organized without capital stock;

(2) 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 rendered and to make payments and distributions in furtherance of the purposes set forth in Section (A) of this Article;

(3) 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; and

(4) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or

carry on any activities not permitted to be conducted or carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or 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 corresponding section of any future federal tax code.

ARTICLE III MEMBERS

The Corporation shall not have any class or classes of members or membership.

ARTICLE IV INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors shall be six (6) and the names and addresses of the persons who are to serve as the initial Directors are:

**Heather Smith
12401 Golden Knight Circle #106
Orlando, FL 32817**

**Ben Mena
165 Windsail Place Apt. 1-209A
Oviedo, FL 32765**

**Stephen V. Facella
12359 Relativity Way Apt. 301
Orlando, FL 32826**

**Thomas A. Dexter
12112 Fountainbrook Blvd. #334
Orlando, FL 32825**

**John Beamer
225 E. High Street
Oviedo, FL 32675**

**Donnie Chamless
2723 Rainbow Springs Lane
Orlando, FL 32828**

The Directors of the Corporation shall elect their successors in accordance with the Bylaws of the Corporation.

ARTICLE V DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE VI PRINCIPLE OFFICE

The principle office of this Corporation is 255 East High Street, Oviedo, FL 32765 and the mailing address is the same.

ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify each of its Directors and Officers, whether or not then in office, and his executor, administrator, and heirs, against all reasonable expenses actually and necessarily incurred by him, including but not limited to, judgments, costs and counsel fees, in connection with the defense of any litigation, including any civil, criminal or administrative action, suit or proceeding, to which he may have been made a party because he is or was a Director or Officer of the Corporation. The right to indemnity shall also apply to claims or suits which are reasonably compromised or settled. The right to indemnity shall also apply to Directors for liability arising the acts of any agents or employees selected by the Directors with reasonable care, or for liability arising from any act of omission of any other Director.

No person shall have a right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the Corporation for misconduct in the performance of his duties.

The foregoing right of indemnification shall be in addition to, not exclusive of, all other rights to which such Director or Officer may now, or in the future, be entitled including those under Florida Statutes or the corresponding provision of any State of Florida law.

ARTICLE VIII LIABILITY OF DIRECTORS AND OFFICERS

In any proceeding brought in the right of the Corporation, the damages assessed against a Director or Officer of the Corporation arising out of a single transaction, occurrence, or course of conduct shall not exceed \$1,000.

Notwithstanding any other provisions of this Article, the liability of a Director or Officer shall not be limited if the Director or Officer engaged in willful misconduct or a knowing violation of the criminal law.

**ARTICLE IX
DISSOLUTION**

In the event of the dissolution, liquidation or winding up of the business and affairs of the Corporation, whether voluntary or involuntary or by operation of law, the Board of Directors shall, after paying or making provision for the payment of all proper 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 corporation(s) or organization(s) then exempt under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the Orange County court exclusively for such purposes or to such corporation(s) or organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT**

The name and Florida street address of the registered agent of the Corporation is John W. Beamer. The mailing address is 225 East High Street, Oviedo, FL 32765.

**ARTICLE XI
INCORPORATORS**

The names and addresses of the incorporators are as follows:

Heather Smith
12401 Golden Knight Circle #106
Orlando, FL 32817

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, we have signed and acknowledged these Articles of Incorporation this 2nd day of September, 2003.

Heather Smith:
Signature/Incorporator

Heather L. Smith

John W. Beamer:
Signature/Registered Agent

John W. Beamer



Barbara Hebert
My Commission DD231048
Expires July 10, 2007

State of Florida, County of Seminole
The foregoing instrument was acknowledged before me this
10-27-03 by Heather Smith & John Beamer
who is personally known to me or who has produced
Florida DRIVER License as identification.
Barbara Hebert
NOTARY