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PITAL CONNECTION, INC.

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Shining Rock Counseling
Center, Inc.

- Art of Inc. File _____
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**ARTICLES OF INCORPORATION
OF
SHINING ROCK COUNSELING CENTER, INC.**

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SUNSHINE STATE COA

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under Chapter 617 of the laws of the State of Florida, applicable to corporations not for profit, under the following proposed charter:

ARTICLE I

The name of the corporation shall be SHINING ROCK COUNSELING CENTER, INC., and the principal office shall be located at 1238 S. Highland Park Dr., Lake Wales, Florida, 33898.

ARTICLE II

The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profits of the Corporation are distributable to, or inures to the benefit of, its directors or officers; provided however, reasonable compensation as set by the Board of Directors may be paid for services rendered to or for the Corporation. 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, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

This corporation is organized and is to operate exclusively to assist in the restoration and development of mental, emotional, relational and spiritual health of individuals, couples, families and communities.

ARTICLE IV

For such purposes, and operating without profit, and in the manner herein stated, the corporation shall have the power to:

- A. Engage in any and all activities which may be deemed necessary or appropriate for the proper and successful attainment of the objects and purposes for which this corporation was created.
- B. Solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute or otherwise, either in trust or otherwise; to own, hold, operate and administer or dispose of real and personal property, both in this state and all other states, territories and dependencies of the United States; and generally to do all things necessary and proper to accomplish the purposes herein stated and permitted to like non-profit corporations by law.
- C. Provided further, that:
 - 1. Assets or property held in trust for the corporation or by the corporation for its corporate purposes as herein stated shall be segregated and identified as being so held, and shall not be held without disclosure of the fiduciary capacity in which they are held.
 - 2. The corporation shall not engage in any transaction prohibited by Section 503 of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.
 - 3. The corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted, or as it may hereafter be amended.
 - 4. In the event of the dissolution of this corporation, any assets of said corporation then remaining shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986 at amended.

ARTICLE V

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

ARTICLE VI

The By-Laws of this corporation shall be made, altered and rescinded by a majority vote of the Directors voting at any regular Directors meeting or at a special meeting for that purpose.

ARTICLE VII

The name and address of the subscriber is as follows:

Paul Sorensen
1238 S. Highland Park Dr.
Lake Wales, FL 33898

ARTICLE VIII

The affairs of this corporation shall be managed by a President, Secretary, Treasurer and a Board of not less than three (3) Directors, and by such other officers of the corporation as the corporation may hereafter see fit to name and designate.

ARTICLE IX

The officers and directors shall be elected at the annual meeting and hold office in accordance with the By-Laws.

ARTICLE X

These articles of incorporation may be amended by the directors at a special meeting of the Board of Directors called for that purpose by a two-thirds vote of those present.

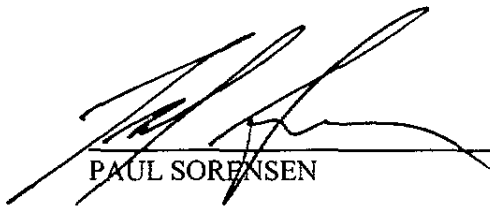
IN WITNESS WHEREOF, the undersigned subscriber has hereunto set her hand and seal this

14 day of February, 2005.

Signed, Sealed and Delivered
in the Presence of:



D. ANDREW HUNT (Type or Print Name)



PAUL SORENSEN



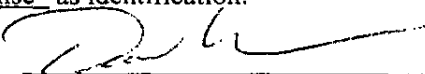
~~ISBEPT-1-21-05~~ (Type or Print Name)
DARLENE WILSON

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 14th day of February, 2005, by PAUL SORENSEN, who has produced Driver's License as identification.



Darlene Wilson
MY COMMISSION # DD179795 EXPIRES
January 23, 2007
BONDED THROUGH TROY FAIN INSURANCE, INC



Darlene Wilson (print name)
Notary Public/State of Florida
at Large

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENCY UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST--That SHINING ROCK COUNSELING CENTER, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Lake Wales, County of Polk, State of Florida, has named PAUL SORENSEN, located at 1238 S. Highland Park Dr., Lake Wales, FL 33859, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
PAUL SORENSEN
DESIGNATED AGENT

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