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SECRETARY OF STATE

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W05-19269

B. McKnight MAY 1 0 2005

# Winters, King & Associates, Inc.

THOMAS J. WINTERS
MICHAEL J. KING
M. JEAN HOLMES
KAREN L. KING
J. DANIEL BEIRUTE
JERRY L. GUNTER
RONALD M. FRALEY

S. GREGORY PITTMAN

ATTORNEYS AND COUNSELORS AT LAW
CityPlex Towers
2448 East 81st Street • Suite 5900
Tulsa, Oklahoma 74137-4259

TELEPHONE (918) 494-6868 FAX (918) 491-6297

April 5, 2005

DIVISION OF CORPORATIONS 409 EAST GAINES STREET P O BOX 6327 TALLAHASSEE FL 32314

RE: Articles of Incorporation of SOLID ROCK CHURCH, INC.

Dear Sir or Madam:

Enclosed you will find duplicate originals of the Articles of Incorporation of SOLID ROCK CHURCH, INC. and a trust account check for \$78.75 (\$70.00 for the cost of filing and \$8.75 for a certified copy).

Please review the Articles and if they meet with your approval, file the same and return a copy to my office, conformed as of the date of filing.

If you have any questions, please do not hesitate to contact me or my secretary, Paula McKnight.

Sincerely,

By: Laubenehort

J. Daniel Beirute

JDB/pmc Enclosures



# FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

April 15, 2005

J. DANIEL BEIRUTE WINTERS KING & ASSOCIATES, INC. 2448 EAST 81ST STREET SUITE 5900 TULSA, OK 74137-4259

SUBJECT: SOLID ROCK CHURCH, INC. Ref. Number: W05000019269

and is being returned for the following correction(s):

We have received your document for SOLID ROCK CHURCH, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

# Adding "of Florida" or "Florida" to the end of a name 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.

Letter Number: 705A00026023

Becky McKnight Document Specialist New Filings Section

# ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

#### ARTICLE I

The name of this corporation shall be **SOLID ROCK CHURCH OF JACKSONVILLE, INC.**, and its duration is to be perpetual.

#### ARTICLE II

The principal place of business and mailing address of this corporation shall be 12855 Old St. Augustine Road, Jacksonville, Florida, 32258, County of Duval.

#### ARTICLE III

This nonprofit corporation is organized and operated exclusively for religious 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. Specifically, this corporation shall operate as a church.

#### ARTICLE IV

The Board of Directors shall conduct all the business of the corporation and shall be the only voting members of the corporation, except as otherwise specifically provided in the Bylaws. The number of Directors, the qualifications of members and directors, and the manner of their admission shall be as set forth in the Bylaws.

#### ARTICLE V

This nonprofit corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

# ARTICLE VI

The private property of the directors and members shall be non-assessable and shall not be subject to the payment of any corporate debts, nor shall the directors or members of the corporation become individually or corporately liable or responsible for any debts or liabilities of the corporation.

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#### **ARTICLE VII**

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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.
- B. 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 any candidate for public office.
- C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be 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.
- D. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

#### **ARTICLE VIII**

These Articles may be amended at any regular meeting of the Board of Trustees, or at a special meeting called for that purpose, by a two-thirds (2/3) majority.

#### ARTICLE IX

Initial Directors and/or Officers:

Vernon L. Walker, Sr., 8624 Sanlando Ave., Jacksonville, FL 32211 Pres/Director Mannye B. Fanklin, 2932 Lantana Lakes Drive West, Jacksonville, FL 32246 Sec/Director Dexter Seigler, 13700 Richmond Park Drive, #1306, Jacksonville, FL 32224 Treas/Director

# ARTICLE X

The name and street address of the Registered Agent is Dexter Seigler, 13700 Richmond Park Drive, #1306, Jacksonville, Florida, 32224.

# ARTICLE XI

The name and address of the Incorporator is Vernon L. Walker, Sr., 8624 Sanlando Ave., Jacksonville, Florida, 32211.

INCORPORATOR:

Vernon L. Walker, Sr.

Signature/Incorporator

3/30/05

Date

ACCEPTANCE OF REGISTERED AGENT

I, Dexter Seigler, de accept the act of the Registered Agent.

Signature/Registered Agent

Date

G. Paula\\VPD\FL\File.ART\WALKER.church.wpd 7/2/98/pjb