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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JUL 17 2007

THE COLLETON LAW FIRM, P.A.

July 11, 2007

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Subject: The Rock Counseling, Residential and Treatment Center, Inc.

To Whom It May Concern:

Please find enclosed herewith the original and one (1) copy of the Articles of Incorporation for the above-referenced matter. I have also enclosed a check for \$78.75 to cover the cost of the filing fee and certificate of status.

Should you require anything further, please do not hesitate to contact my office.

Professionally yours,

THE COLLETON LAW FIRM, P.A.

Larry H. Colleton

By: _____

Larry H. Colleton, Esquire

LHC/mlm

Enclosure(s)

cc: Sheila R. Farmer
Lanieca Boston

**ARTICLES OF INCORPORATION
OF
THE ROCK COUNSELING, RESIDENTIAL AND TREATMENT CENTER, INC.
A FLORIDA NON-PROFIT CORPORATION**

**ARTICLE I
NAME**

The name of the corporation ("Corporation") is The Rock Counseling, Residential and Treatment Center, Inc.

**ARTICLE II
PRINCIPAL ADDRESS**

The principal mailing address of the Corporation is 3007 S. Semoran Blvd., Suite #125, Orlando, Florida 32822.

**ARTICLE III
PURPOSE**

The Rock Counseling, Residential and Treatment Center, Inc. is formed to operate exclusively for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including for such purposes but without limitation:

- 3.1 To provide drug treatment and counseling to the public (out-patient and in-patient treatment)
- 3.2 To educate the public about the need for and benefits of drug treatment and counseling.
- 3.3 To acquire, improve, and operate any real or personal property or interest or rights therein consistent with the purposes of the Corporation.
- 3.4 The Corporation shall perform one or more of the following:
 - 3.4a The Corporation shall have unlimited powers to engage in and do any lawful act concerning any and all lawful activities for which non-profit community development corporations may be incorporated under the applicable provisions for 501(c)(3) as recognized by the Internal Revenue Service.
 - 3.4b. The Corporation is organized to act and operate as a charitable organization in lessening the burdens of government, providing relief to the poor and distressed or underprivileged and promoting social welfare.

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- 3.4c. The Corporation shall undertake such acts as it deems necessary to create programs and services to improve the quality of life for all people and to provide programs and services for, but not limited to, identified persons who are unable to receive assistance from any other source, or who have been identified, by reasonable community standards, as monetarily challenged. In addition, to work with individuals or groups who have expressed an interest in working with the Corporation to use our expertise and experience in creating customized programs or services and to establish positions and staff necessary to provide such services and programs, and expand or eliminate positions as the Board of Directors deem necessary.

ARTICLE IV ORGANIZATION and MANNER OF ELECTION

- 4.1 The corporate powers and management of the Corporation shall be vested in, and exercised by a board of directors of not less than five (5) members and not more than fifteen (15) members. The Directors shall be elected at the annual meeting of the Corporation. All directors shall serve for staggered two-year terms, but when the annual meeting is not held or directors are not elected at the annual meeting, they may be elected at a special meeting called and held for that purpose. All directors of the Corporation shall have voting rights.
- 4.2 Failure to elect Directors annually shall not dissolve the Corporation or impair its corporate existence or management, but the Directors then in office shall remain in office until their successor have been duly elected and installed.
- 4.3 The Board of Directors shall have the power to make, alter and amend the By-Laws establishing rules and regulations for the governing of the affairs of the Corporation. The By-Laws may be amended by a majority vote of the Board of Directors. The Board of Directors shall have the power to elect an executive committee consisting of three (3) or more members of the Board, which committee between meetings of the Board shall have power to act for the Board in all matters except amendment of the By-Laws.
- 4.4 The Board shall have the Authority to exercise all such other powers and to do all such lawful acts and things which this corporation might do, unless prohibited by applicable law or by the Articles of Incorporation, or by the By-Laws of the Corporation.
- 4.5 No officer or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officers or Directors be subject to the payment of the debts or obligations of this corporation. Further, no member of the Board of Directors of the Corporation who is a volunteer director, shall be personally liable to this corporation or its directors for monetary damages for a breach of the director's or

officer's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a director or officer for any of the following:

- a. A breach of the director's or officer's duty of loyalty to the corporation;
- b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- c. A transaction from which the director or officer derived an improper personal benefit.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

The initial directors are:

Sheila R. Farmer
3007 S. Semoran Blvd.
Suite #125
Orlando, Florida 32822
President

Lanieca Boston
4908 Eaglesmere Drive
Suite #217
Orlando, Florida 32819
Vice President

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 4767 New Broad Street, Orlando, Florida 32814. The registered agent of the Corporation is Larry H. Colleton, Esquire.

ARTICLE VII NON-STOCK BASIS

The Corporation is organized on a non-stock basis and will not have any members.

ARTICLE VIII NON-DISCRIMINATION

No person shall, on the grounds of race, color, sex, economic status, or national origin, be excluded from participation in, be denied the benefits of, or be subject to discrimination under any program or activity of this Corporation.

ARTICLE IX DURATION

The duration of the Corporation shall be in perpetuity, or said maximum period as may be authorized by the laws of the State of Florida.

**ARTICLE X
DISSOLUTION**

- 10.1 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations under Section 501(c)3 of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine or to the federal Government or to a State or local government, for a public purpose.
- 10.2 Any assets not so disposed of shall be disposed of by the appropriate Court of the State of Florida 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 XI
INCORPORATORS**

The full names and addresses of the incorporators are:

Sheila R. Farmer
3007 S. Semoran Blvd.
Suite #125
Orlando, Florida 32822

Lanieca Boston
4908 Eaglesmere Drive
Suite #217
Orlando, Florida 32819

**ARTICLE XII
AMENDMENT**

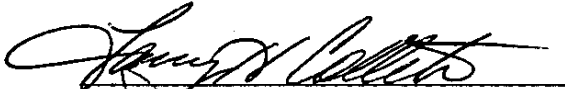
These Articles of Incorporation may be amended at any annual or special meeting of the Corporation by a vote of two-thirds (2/3) of the Directors; provided that notices setting forth, the proposed amendment shall have been mail to all Directors at least (30) days prior to the date of such meeting.

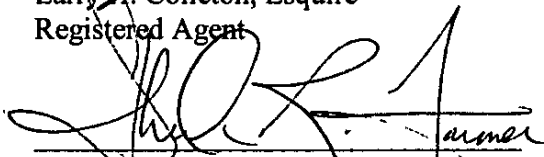
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent an agree to act in this capacity.

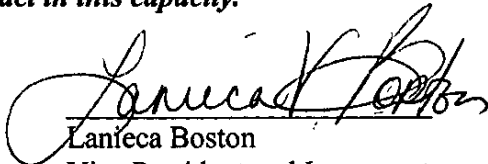
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

DATED this 27th day of June, 2007.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Larry H. Colleton, Esquire
Registered Agent


Sheila R. Farmer
President and Incorporator


Lanieca Boston
Vice President and Incorporator