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SECRETARY OF STATE
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Hunt Law Firm, P.A.

601 S 9TH Street* Leesburg, FL 34748* PH (352) 365-2262* FX (352) 365-1928* info@huntlawpa.com

August 17, 2012

Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

RE: SOLID ROCK EVANGELICAL FELLOWSHIP

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for Solid Rock Evangelical, together with a check made payable to Florida Department of State in the amount of \$70.00 to cover the filing fee.

Should you have any questions regarding this matter, please do not hesitate to contact me. Thank you for your cooperation and attention herein.

Sincerely,

Ashley S. Hunt

ASH/cpm Enclosures

ARTICLES OF INCORPORATION

OF

SOLID ROCK EVANGELICAL FELLOWSHIP, INC.

(A Corporation Not-for-Profit)

FILED

12 AUG 20 PM W: 05

SECRETARY OF STATITUM
TALLATIVE SEEL BY AUG.

The undersigned natural persons of legal age, acting as incorporators for the purpose of creating a corporation not-for-profit under the laws of the State of Florida as provided in Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I

Name and Address

The name and address of this corporation shall be: SOLID ROCK EVANGELICAL FELLOWSHIP, INC., 601 S. 9th Street, Leesburg, FL 34748.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purposes

Said corporation is organized exclusively for charitable, religious, educational, and scientific 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).

ARTICLE IV

Powers

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 Article III hereof. 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. 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 of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) 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).

- (b) No member, director, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the residual assets of the corporation to one or more organizations which themselves qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or to a Federal, State or local government for exclusive public purpose, as the Board of Directors shall determine.
- (c) The corporation shall not engage in any prohibited activity as defined in Florida Statute Section 617.0835, or as subsequently amended.

ARTICLE V Membership

The corporation shall have no capital stock, and shall be composed of Members rather than stockholders. The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the Bylaws of the Corporation.

ARTICLE VI

<u>Incorporator</u>

The name and address of the original incorporator is: JON VANDERLEY, 1101 S. 9th Street, Leesburg, FL 34748

ARTICLE VII Officers

The officers of the corporation shall consist of a President, Vice President, a Secretary and a Treasurer and such other officers and assistant officers as the Board of Directors shall provide for in the Bylaws of the corporation. The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Vacancies shall be filled by the Board of Directors at any regular or specially called meeting. The names and addresses of the first officers who shall manage the affairs of the corporation until their successors are elected or appointed and are duly qualified are:

President:

ROBERT SCHIELKE

Vice President:

JUDITH SCOTT

Secretary: Treasurer:

MARY KINNEY
JUDITH SCOTT

ARTICLE VIIIBoard of Directors

The Directors of the Corporation shall be:

ROBERT SCHIELKE JUDITH SCOTT MARY KINNEY JON VANDERLEY

ARTICLE IX

Voting Rights

Members of the Corporation will have such voting rights as are provided in the Bylaws of the Corporation.

ARTICLE X

Effective Date

These Articles of Incorporation shall be effective August 20, 2012.

ARTICLE XI

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII Registered Office and Agent

The registered office of the corporation shall be:

601 S. 9th Street Leesburg, FL 34748.

The registered agent shall be: ASHLEY S. HUNT.

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE XIII Indemnification

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be a, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XIV Registered Office and Agent

The registered office of the corporation shall be: 601 S. 9th Street, Eesburg, FI 34748.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 17th day of August, 2012

JON VANDERLE

<u>ACCEPTANCE</u>

I hereby accept appointment as Registered Agent of **SOLID ROCK EVANGELICAL FELLOWSHIP, INC.** .

Dated: August 17, 2012.

ASHIGEY S/HUNT