

9/23/13

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Articles of Incorporation - Red Hill Biblical
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX) Counseling, Inc.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: John M Campbell
Name (Printed or typed)

7450 Dr. Phillips Blvd, Ste 213
Address

Orlando, FL 32819
City, State & Zip

407-370-7067
Daytime Telephone number

john.campbell@vofcolle.com
E-mail address: (to be used for future annual report notification)

13 SEP 18 PM 2:09

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

OF

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RED HILL BIBLICAL COUNSELING, INC.

The undersigned, being of legal age and competent to contract, for the purpose of organizing a Not for Profit Corporation pursuant to the laws of the State of Florida, acting as incorporator does hereby adopt and file these Articles of Incorporation of Red Hill Biblical Counseling, Inc. (hereinafter "Corporation"), in their entirety, and certifies as follows:

ARTICLE I

NAME

The name of this Corporation shall be:

RED HILL BIBLICAL COUNSELING, INC.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE AND DURATION

This Corporation shall commence corporate existence on the filing of these articles of incorporation and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSES AND GENERAL POWERS

A. This Corporation is organized and operated exclusively for charitable, religious and educational purposes as provided in Section 501(c)(3) of the Internal Revenue Code or such corresponding section of any future Federal tax code.

B. This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, unless the exercise of such powers violate the provisions of this Article or of any section of Federal tax code.

C. This Corporation shall be affiliated with a church committed to the Biblical teachings of the historic Reformed Christian Faith.

D. This Corporation shall provide counseling based solely on the Bible.

ARTICLE IV

PRINCIPAL OFFICE

The principal office and mailing address of this Corporation shall be:

Red Hill Biblical Counseling, Inc.
36843 Nashua Blvd.
Sorrento, FL 32776

This Corporation may change its principal office from time to time without amendment of these Articles of Incorporation.

ARTICLE V

REGISTERED AGENT

The name and address of the registered agent are:

John M. Campbell
7450 Dr. Phillips Boulevard
Suite 213
Orlando, Florida 32819

This Corporation may change its registered agent from time to time without amendment of these Articles of Incorporation.

ARTICLE VI

TRUSTEES

The business of this Corporation shall be conducted under the direction of a Board of Trustees. Trustees shall be selected and removed in accordance with the bylaws of this Corporation. The number of trustees shall be established in accordance with the criteria set forth in the bylaws of this Corporation, provided that the number of trustees shall never be less than three (3).

ARTICLE VII

OFFICERS

This Corporation shall have such officers as are provided for in the bylaws of this Corporation, which officers shall be selected and removed pursuant to the bylaws of this Corporation.

ARTICLE VIII

INCORPORATOR

The name and address of the individual signing these Articles as incorporator are as follows:

John M. Campbell
7450 Dr. Phillips Boulevard
Suite 213
Orlando, Florida 32819

ARTICLE IX

ADOPTION AND AMENDMENT OF BYLAWS

The bylaws of this Corporation shall be adopted, amended, or rescinded as provided in the bylaws of this Corporation.

ARTICLE X

INDEMNIFICATION

In addition to any rights and duties under applicable law, this Corporation shall indemnify and hold harmless all its trustees, officers, employees, agents, and former trustees, officers, employees, and agents during the time such individual served in their capacity from and against all liabilities and obligations, including attorney's fees, incurred in connection with any action taken by said trustees, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE XI

AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. A two-thirds vote of the trustees voting and present at a duly constituted meeting of the Board of Trustees shall be required to amend the Articles of Incorporation.

ARTICLE XII

DISSOLUTION

Upon the dissolution of this Corporation, the Trustees shall, after paying or making provision for the payment of all the liabilities of this Corporation, dispose of all the assets of this Corporation in such a manner, or to such organizations for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of this 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 XIII

NO PRIVATE INUREMENT

None of the earnings of this Corporation shall inure to the benefit of any officer or trustee of this Corporation, or to any other private individual, provided that this Corporation may pay reasonable compensation for services rendered to its employees, and otherwise engage in any activity not prohibited by the Internal Revenue Code of 1986, or any subsequent Internal Revenue Law or Florida Law.

ARTICLE XIV

POLITICAL ACTIVITY

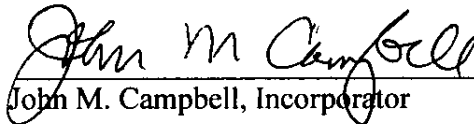
No substantial part of the activities of this Corporation shall be the carrying on or otherwise attempting to influence legislation. This Corporation shall not intervene in any political campaign, by the publishing of statements or otherwise, on behalf of, or in opposition to, any candidate for political office.

ARTICLE XV

HEADINGS AND CAPTIONS

The heading or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

In witness whereof, the undersigned, being the incorporator of this Corporation, for the purpose of forming a Not for Profit Corporation pursuant to the laws of the State of Florida to engage in activities within and without the State of Florida, hereby make and file these amended and restated Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set my hand and seal of this 16th day of September, 2013.


John M. Campbell, Incorporator

REGISTERED AGENT CERTIFICATION

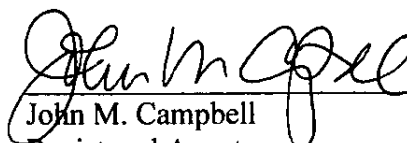
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Section 48.091 and Section 617.023, Florida Statutes, the following is submitted:

That Red Hill Biblical Counseling, Inc. has designated its principal office, as indicated in the foregoing Articles of Incorporation, at 36843 Nashua Blvd., Sorrento, FL 32776, and has named John M. Campbell as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for this Corporation named above, at the place designated in this certificate, John M. Campbell agrees to act in that capacity and to comply with the provisions of the Florida Not For Profit Corporation Act relative to keeping open the registered office.


John M. Campbell
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 SEP 18 PM 2:09