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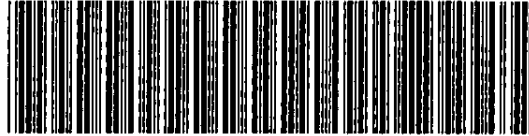
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Cover Letter

Date: February 16, 2015

To: Florida Secretary of State
Division of Corporations
Corporate Filings

From: Joshua Waulk 
Executive Director
Baylight Counseling

Re: Articles of Incorporation

To Whom It May Concern:

Please find enclosed two (2) copies of the proposed Articles of Incorporation for Baylight Counseling for application as a State of Florida Non-Profit Corporation. We have also enclosed a check for the required \$70.00 fee, payable to the Secretary of State.

Please stamp and return one (1) copy of the approved Articles, along with any other pertinent documents related to this matter to the listed address:

Baylight Counseling
PO Box 2554 Largo, Fl. 33779

Thank you in advance for your timely attention to this filing.

**ARTICLES OF INCORPORATION
OF
BAYLIGHT COUNSELING INC
(A Florida Non-Profit Corporation)**

**ARTICLE I
CORPORATE NAME**

The name of this corporation is: **Baylight Counseling Inc.**

**ARTICLE II
CORPORATE NATURE**

This is a non-profit corporation organized solely for biblical counseling, educational purposes and those purposes authorized pursuant to the provisions of the Florida Corporation (Not-For Profit) Law as set forth in Chapter 617, Florida Statute.

**ARTICLE III
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV
GENERAL AND SPECIFIC PURPOSES**

The specific and general purposes for which this corporation is formed are:

Baylight Counseling exists to glorify the Lord Jesus Christ by providing clinically informed, biblical counseling and education services in partnership with the local Christian church to couples, families, and individuals who struggle with a variety of life-dominating emotional and spiritual health issues.

- A. Providing a Christian-based counseling program and educational center where the Old and New Testaments of the Bible are held as the final and conclusive authority for eternal and temporal change for individuals and families;
- B. Glorifying God through its life and ministries by sharing the good news of Jesus Christ that provides for the forgiveness of sin and comforts suffering;

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- C. Being a counseling-informed ambassador of God's grace and truth for those seeking hope or guidance; and working strategically with local churches to enhance the impact of these churches upon *their community*;
- D. Receiving, holding, and disbursing gifts, bequests, and funds arising from all sources;
- E. Acquiring, owning, renting, and maintaining real estate, buildings and other property, real or personal, incidental, necessary or proper to carry out said objectives; Doing of any and all things necessary or incidental to the accomplishment of such purposes;
- F. To have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, or which may hereafter be enacted or conferred, including the power to contract, rent, buy or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activity or exercise any power that are not in furtherance of the specific and primary purposes of this corporation.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

- A. BOARD OF DIRECTORS. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of not less than four (4), provided that the number and composition of the Board of Directors may be changed by the by-laws of the corporation, duly adopted by the Board.
- B. METHOD OF SELECTION OF DIRECTORS. Directors of the Board shall be nominated and appointed by the corporate officers of this corporation.
- C. ELECTION AND TERM OF OFFICERS. Officers of the corporation shall be elected by the directors of the corporation. The term of office of each Officer and Director of the corporation shall be fixed by the by-laws of the corporation.
- D. EXECUTIVE MANAGEMENT COMMITTEE. There shall be an Executive

Management Committee of the Board consisting of the corporate officers, to wit, President, Vice President, Treasurer, and Secretary. The Executive Management Committee may act in lieu of the Board between regular meetings of the Board of Directors on all matters requiring immediate attention; and they shall have the authority to exercise all of the powers and prerogative of the Board of Directors. The Executive Management Committee may be called into session on the call of the President.

E. INITIAL CORPORATE OFFICERS AND BOARD OF DIRECTORS

The names and addresses of the initial corporate officers and Board of Commissioners are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Joshua Waulk, MA	President/Executive Director	2171 Belmar Drive Belleair Bluffs, FL 33770
Patricia Marder MA	Vice President	2925 Lichen Lane Unit B Clearwater, FL 33760
Christy Waulk MBA	Treasurer	2171 Belmar Drive Belleair Bluffs, FL 33770
Conrad Fisher, JD	Secretary	2021 Fishermens Bend Palm Harbor FL 34685

ARTICLE VI

EARNINGS AND ACTIVITIES OF CORPORATION

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, 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 in Article IV, hereof. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any power that are not in furtherance of the purposes of this corporation.

ARTICLE VII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making the provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner that is an exempt organization tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII
INCORPORATOR

The name and resident address of the incorporator of this corporation is as follows:

NAME

Joshua Waulk, MA

ADDRESS

2171 Belmar Drive
Belleair Bluffs, FL 33770

ARTICLE X
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, charitable and educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, trustee, officer or member thereof, or to the benefit of any private individual.

ARTICLE XI
REGISTERED AGENT AND OFFICE

The name and address of the registered agent is Conrad Fisher, JD whose address is 2021 Fishermens Bend, Palm Harbor FL 34685

ARTICLE XII
PRINCIPAL OFFICE AND MAILING ADDRESS

The Initial Principal Office of the Corporation shall be located at 2171 Belmar Drive, Belleair Bluffs, Florida 33770 until otherwise changed by the Board of Directors.


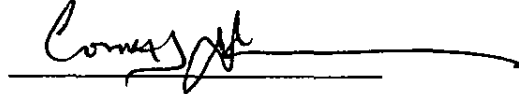
ARTICLE XIII

AMENDMENTS OF ARTICLES

Amendments of these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors, and a vote of a majority of the membership present at a meeting of the corporation.

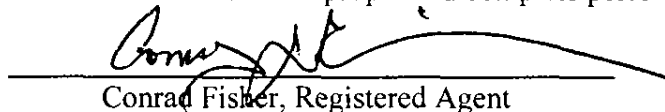
I, **THE UNDERSIGNED**, being the subscriber and incorporator of the corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, having executed these Articles of Incorporation, this 16 day of February 2015.

WITNESSETH


Joshua Waulk MA

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes of Florida law relative to the proper and complete performance of my duties.


Conrad Fisher, Registered Agent

**STATE OF FLORIDA
COUNTY OF PINELLAS**

BEFORE ME, the undersigned authority, this day, personally appeared Joshua Waulk and known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that they executed such instrument as his voluntary and free act.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 16 day of February 2015.

Robbin J. Russell
Notary Public of the State of Florida at Large

My Commission Expires:

**STATE OF FLORIDA
COUNTY OF PINELLAS**

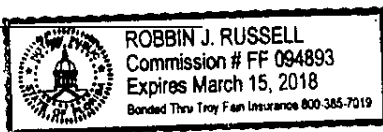


BEFORE ME, the undersigned authority, this day, personally appeared Conrad Fisher and known to be the person who executed the foregoing Articles of Incorporation as the Registered Agent and he acknowledged to and before me that they executed such instrument as his voluntary and free act.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 16 day of February 2015.

Robbin J. Russell
Notary Public of the State of Florida at Large

My Commission Expires:



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