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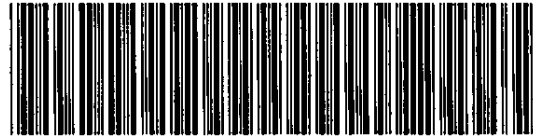
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TALLAHASSEE, FLORIDA

01/20/17

COVER LETTER

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

SUBJECT: SOLID ROCK MARRIAGE FAITH MINISTRIES INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

EW 81-4624570

Enclosed is 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

ADDITIONAL COPY REQUIRED

FROM: ADELL JOHNSON, JR, CEO

Name (Printed or typed)



P O Box 1171

Address

Crestview FL 32536

City, State & Zip

(334) 434-0626

Daytime Telephone number

adelljohnson@cox.net

E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION

IN COMPLIANCE WITH CHAPTER 617, F.S., (NOT FOR PROFIT)

SOLID ROCK MARRIAGE FAITH MINISTRIES, INC

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the state of **FLORIDA**, do hereby certify:

ARTICLE I

Name

The name of the Corporation shall be **SOLID ROCK MARRIAGE FAITH MINISTRIES, INC.**

ARTICLE II

Duration

The Corporation shall have a perpetual duration.

ARTICLE III

Non-Profit Corporation

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

ARTICLE IV

Membership

The corporation shall have no members.

ARTICLE V

Principle Office

The place in this state where the principal office of the Corporation is to be located is the ***5837 SARATOGA DRIVE, CRESTVIEW, OKALOOSA COUNTY, FLORIDA, USA***

ARTICLE VI

Registered Office and Registered Agent

The address of the initial registered office shall be 5837 Saratoga Drive, Crestview, Okaloosa County, Florida, 32536 and the initial registered agent of the corporation shall be **ADELL JOHNSON, JR.**

17 JAN 18 AM 9:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SOLID ROCK MARRIAGE FAITH MINISTRIES, INC.

ARTICLE VII
Incorporator

The name and address of the *Incorporator* is:

Adell Johnson, Jr.
5837 Saratoga Drive
Crestview, FL 36536

ARTICLE VIII
Charitable Objects and Purposes

The corporation shall be organized, and at all times operated, exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended; and shall engage only in such activities in which are exclusively charitable and entitled to charitable status under Section 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1986, as amended. In furtherance of such purposes Corporation shall have full power and authority:

- (a) To make distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended;
- (b) To make distributions for other charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended;
- (c) To receive and accept property, whether real , personal, or mixed by way of gift, bequest, or devise, from any person, firm, trust or corporation, to be administered, and disposed of in accordance with and pursuant to these Articles of Incorporation, the Bylaws and other governing instruments of the Corporation; as same may, from time to time, be amended; and
- (d) To perform all acts which are necessary or incidental to the above or which are deemed necessary or advisable by the Board of Directors, in carrying out of charitable objects and purposes of the Corporation as set forth in these Articles of Incorporation, including the exercise of all other powers and authorities enjoyed by corporations generally under the provisions of the Florida Non-Profit Corporation Code subject to the limitations of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IX
Tax-Exempt NonProfit Corporation

- (a) The Corporation is organized and shall be operated only for the charitable objects and purposes for which it is established and shall not be operated for pecuniary gain or profit. The Corporation is not authorized to engage in any business of a kind ordinarily carried on for profit or in any other activity, except in furtherance of the charitable purposes for which it is established. The funds and property of the Corporation shall, after payment of necessary expenses, be devoted exclusively to charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.
- (b) No part of the property of the Corporation and no part of the Corporation's income or net earnings shall inure to the benefit of any director or officer of the Corporation or to any other private individual; provided that the Corporation shall be authorized and empowered to pay

SOLID ROCK MARRIAGE FAITH MINISTRIES, INC.

reasonable compensation for goods and services rendered and to make payments and distributions in furtherance of the objects and purposes for which it is established.

(c) 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 in Article Third hereof.

(d) The Corporation shall not engage in propaganda, attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or directly or indirectly, participate or intervene in (including publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, nor shall any part of its property or any part of the income or net earnings there from be devoted to such purposes.

(e) 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 or in opposition to any candidate for public office

(f) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not engage in any activities not permitted to be engaged in by: (i) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or (ii) an organization contributions to which are deductible under Section 170(c)(3) of 1986, as amended.

(g) 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 the 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 the corresponding section of any future federal tax code

(h) It is intended that the Corporation shall have the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation and all powers and authorities with respect to the operations of the Corporation, and all powers and authorities with respect to the operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

(i) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation

ARTICLE X
Private Foundation Restrictions

The Corporation shall be restricted in carrying on its activities as follows:

- (a) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).
- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).
- (d) The Corporation shall not make any investments in such manner as would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).
- (e) The Corporation shall not make any taxable expenditure as defined in Section 4945 (d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

ARTICLE XI
Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall have general responsibility for and shall manage the affairs and all property of the Corporation.

The number and method of election of Directors shall be in accordance with the Bylaws of the Corporation.

It shall be the duty of the Board of Directors to carry out the objects and purposes of the Corporation and the board of Directors shall have all of the powers and duties set forth in these Articles of Incorporation and the Bylaws of the Corporation and applicable law, to the extent such powers and duties are consistent with the status of the Corporation as a nonprofit corporation exempt from federal income taxation under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

ARTICLE XII
Manner of Election

The manner in which the directors are elected and appointed is by personal appointment from the Chief Executive Officer for three year periods.

ARTICLE XIII
Initial Board of Directors

The initial board of Directors of the Corporation shall consist of eight (8) members whose names and addresses are set forth below. Each member of the initial board of Directors shall serve as a Director until his or her successor has been appointed and has qualified in accordance with the By Laws.

<u>Name/ Address</u>	<u>Title</u>	
Adell Johnson, Jr.	5837 Saratoga Dr, Crestview, FL 32546	Chief Executive Officer
Delois Johnson	5837 Saratoga Dr, Crestview FL, 32546	Secretary/Treasure
Kenneth Coley	47 North Herring Rd, Opelika, AL 36804	Board Member
Brenda Coley	47 North Herring Rd, Opelika, AL 36804	Board Member
Chester T. Jordan	19 Jordan Lane Hatchechubbee, AL 36858	Board Member
Amanda Jordan	19 Jordan Lane Hatchechubbee, AL 36858	Board Member
Theodis Jelks	8423 Tall Cedar Ct. Riverdale, GA 30274	Board Member
Marelyn Jelks	8423 Tall Cedar Ct. Riverdale, GA 30274	Board Member

ARTICLE XIV
Indemnification of Directors and Officers, Limitations of Liability

(a) Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who is at the request of the Corporation is serving or has served as an officer, director, partner, joint venture or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation against those expenses (including attorney's fees), judgments, fines and amounts paid in settlement which are allowed to be paid, advanced or reimbursed by the Corporation under the laws of the State of Florida and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, arbitative, administrative or investigative, whether formal or informal, in which such person may be involved by reason of his being or having been a director or officer of this corporation or of such other enterprises. Such indemnification, reimbursement or advance shall be made only in accordance with the laws of the State of Florida, including the Florida Non-Profit Corporation Code, subject to the conditions prescribed under such statutory provisions.

(b) In any instance where the laws of the State of Florida permit indemnification, reimbursement or advances to be provided to persons who are or have been officer or director of the Corporation or who are or have been an officer, director, partner, joint venture or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, that all statutory requirements and procedures have been satisfied, and that upon application for indemnification, reimbursement or advances by any such person the Corporation shall promptly cause such determination to be made in accordance with the statutory procedures of Florida law.

(c) Noting in this Article shall be construed as limiting the applicability and scope of Florida law with respect to indemnification, reimbursement and advances for expenses; further, as a condition to any such right of indemnification, the Corporation may require that it be

SOLID ROCK MARRIAGE FAITH MINISTRIES, INC.

permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

(d) In accordance with the law of the State of Florida, the Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Florida. Any expenses or amounts that are paid by way of insurance or by indemnification, reimbursement, or advances of the fund other than by court order, or action by shareholders, then the Corporation shall provide notice of such payment to the shareholders in accordance with the applicable provisions of the laws of the State of Florida.

(e) A Director or Officer of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of duty of care or in performance of any other duty as a Director or Officer, except for (i) any appropriation, in violation of his or her duties, of any business opportunity of the Corporation, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) any transaction from which he or she derives an improper personal benefit.

(f) Any repeal or modification of any of the provisions of this *Article XIV* shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director with respect to any act or omission occurring prior to such repeal or modification.

(g) If the Florida Non-Profit Corporation Code or, if applicable, the Florida Business Corporation Code is hereafter amended to authorize the elimination or further limitation of the liability of Directors, then the liability of a Director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Florida Nonprofit Corporation Code as applicable.

(h) In the event any provision of this *Article XIV* (including a provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions of this Article are severable and shall remain in enforcement to the fullest extent premised by law.

ARTICLE XV
Dissolution of Corporation

Upon dissolution of the Corporation, the Board of Directors, after paying or making provision for payment of all liabilities of the Corporation, shall distribute, transfer, convey, deliver, and pay over all of the assets of the corporation then remaining in the hands of the Corporation to such organization or organizations, organized and operated exclusively for charitable purposes which, at the time of the distribution, shall be qualified as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as described in *Article IX* of these Articles. Any assets of the Corporation not so disposed of by the Directors in the manner herein provided within a reasonable period of time shall be disposed of by the **Superior Court of Okaloosa County, Florida**, exclusively for such objects and purposes of the Corporation or to such organization or organizations which are organized and operated exclusively for such purposes, as said Court shall determine will best accomplish the objects and purposes for which the Corporation was established.

Or

SOLID ROCK MARRIAGE FAITH MINISTRIES, INC.

Upon the 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 the 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 a Court of Competent 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 XVI

Effective Date

The effective date of this corporation is **December 31, 2016**

ARTICLE XVII

Definitions

(a) All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

(b) For purposes of these Articles of Incorporation, "charitable purposes" shall be the charitable, religious, educational, literary, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

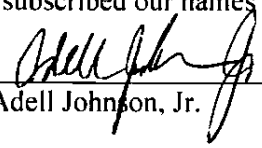
ARTICLE XVIII

Amendments

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of a majority of all of the Directors then in office.

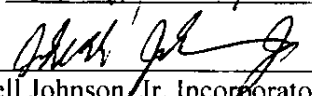
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

In witness whereof, we have hereunto subscribed our names this day of _____ 2016


Adell Johnson, Jr.

1-17-2017
Date

IN WITNESS WHEREOF, I, the undersigned Incorporator, have hereunto executed these Articles of Incorporation, this 17 day of January 2017.


Adell Johnson, Jr. Incorporator