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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

2017 MAY -1 AM 10:15

ALL FLORIDA

Office Use Only



600298522786

05/02/17--01003--007 **30.00

05/18/17--01001--020 **83.75

W17-38034

FILED

17 MAY 18 PM 3:12

CLERK OF STATE
ALL FLORIDA

T. BURCH

MAY 19 2017

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WATER AND STONE MINISTRIES LLC

Name of Florida Limited Liability Company

The enclosed Articles of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.605.1045, F.S.

Please return all correspondence concerning this matter to:

Dieter Randolph

Contact Person

N/A

Firm/Company

3529 Haines Road North

Address

Saint Petersburg, Florida 33704

City, State and Zip Code

dieter@ubermondo.com

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

For further information concerning this matter, please call:

Dieter Randolph

at (727) 600-7842

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☒ \$30.00 Filing Fee
and Certificate of
Status

☐ \$55.00 Filing Fee
and Certified Copy

☐ \$60.00 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

CR2E106 (07/14)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILED
17 MAY 18 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 3, 2017

DIETER RANDOLPH
3529 HAINES ROAD NORTH
SAINT PETERSBURG, FL 33704

SUBJECT: WATER AND STONE MINISTRIES INC
Ref. Number: W17000038034

We have received your document for WATER AND STONE MINISTRIES INC and check(s) totaling \$30.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$83.75. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

You submitted the wrong document, proper forms are enclosed.

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tim Burch
Regulatory Specialist III

Letter Number: 617A00008661

Certificate of Conversion

For

"Other Business Entity"

Into

Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Water and Stone Ministries LLC

Enter Name of Other Business Entity

2. The "Other Business Entity" is a

limited liability company

(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of

Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on

April 4, 2017

Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

Water and Stone Ministries Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: N/A

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

FILED
17 MAY 18 PM 3:12
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Signed this 11 day of May, 20 17.

Required Signature for Florida Profit Corporation:


Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: _____

Printed Name: Dieter Randolph Title: Founder


Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: 

Printed Name: Dieter Randolph Title: Board Member

Signature: 

Printed Name: Jennifer Randolph Title: Board Member

Signature: 

Printed Name: Mitchell Egan Title: Board Member

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

**ARTICLES OF INCORPORATION
OF
WATER AND STONE MINISTRIES INC.**

A FLORIDA NONPROFIT CORPORATION

Pursuant to Chapter 617, Florida Statutes (or the corresponding section of any future law of this state), the undersigned Florida Nonprofit Corporation submits the following Articles of Incorporation for filing.

ARTICLE 1

Name

The exact name of the corporation is **WATER AND STONE MINISTRIES INC..**

ARTICLE 2

Corporate Address

The street and mailing address of the corporation's principal office is 3529 Haines Road North, Saint Petersburg, Florida 33704.

ARTICLE 3

Purpose

This corporation is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated under state law, including, but not limited to, the following:

1. The Corporation is organized exclusively for charitable, religious and religious-educational purposes, including for in-kind purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code which governs non-profit corporations. There shall be no capital stock issued, and this corporation is not organized for profit, nor shall any person or member derive any benefit whatsoever, nor shall any pecuniary profit or benefit inure to the members of this corporation, 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 as described in Article IV. 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, or is not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2. The purpose of this corporation shall be to establish and maintain a church modeled after the early Biblical, Christian community as recorded in the book of Acts, for the advancement of the Gospel of Jesus Christ by all available means, both in local and foreign communities, and to provide Christian fellowship for those of like faith where Jesus Christ may be honored.
3. This corporation shall pursue all ministry venues and means appropriate to the community, the needs of the congregation, and the guidance of Spirit, in alignment with our beliefs. These venues and means will include regular worship services, but may also include, but not be limited to, print and digital publications, retreats and social activities, and community service projects.

ARTICLE 4 **Registered Agent**

1. The name of the initial registered agent is Dieter Randolph.
2. The address of the initial registered agent is 3529 Haines Road North, Saint Petersburg, Florida 33704.

ARTICLE 5 **E-Mail Address**

The business e-mail address is dieter@unitysociety.com.

ARTICLE 6 **Duration**

The corporation will exist for a perpetual duration.

ARTICLE 7

Shares

This corporation shall issue no capital stock and shall be composed of members rather than stockholders.

ARTICLE 8

Number of Directors

There are three authorized initial directors of the corporation. The number may be increased or decreased pursuant to the bylaws of the corporation.

ARTICLE 9

Initial Directors

1. Dieter Randolph, an initial director of the corporation, is located at 3529 Haines Road North, Saint Petersburg, Florida 33704.
2. Jennifer Randolph, an initial director of the corporation, is located at 3529 Haines Road North, Saint Petersburg, Florida 33704.
3. Mitchell Egan, an initial director of the corporation, is located at 822 Park Street South, South Pasadena, FL 33707

ARTICLE 10

Limitation of Director and Officer Liability

To the fullest extent that state law permits the limitation or elimination of personal liability of directors and officers, a director or officer of the corporation has no liability to the corporation or its shareholders for monetary damages for his or her acts or omissions as a director or officer. Any future changes in state law will not adversely affect any right or protection of a director or officer of the corporation for or with respect to any acts or omissions occurring prior to such change.

ARTICLE 11

Dissolution


Upon 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 shall be distributed to the federal government, or so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal officer of the corporation is then located, exclusively for such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 12

Execution

The undersigned submits this Articles of Incorporation and affirms that the facts stated herein are true. The undersigned is aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

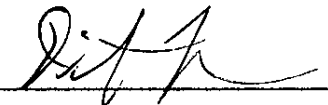
The undersigned Incorporator of Water and Stone Ministries Inc. executed this Articles of Incorporation as of the date set forth below:


Dieter Randolph, Founder
3529 Haines Road North
Saint Petersburg, Florida 33704

5/11/2017
Date

CONSENT OF REGISTERED AGENT

I, Dieter Randolph, hereby voluntarily consent to serve as registered agent for Water and Stone Ministries Inc., a not-for-profit corporation, in the state of Florida. I understand that, as agent for Water and Stone Ministries Inc., it will be my responsibility to receive service of process in the name of Water and Stone Ministries Inc.; to forward all mail to Water and Stone Ministries Inc.; and to immediately notify the office of the Secretary of State in the event of my resignation, or any changes in the registered office address of Water and Stone Ministries Inc. for which I am its agent.

Dieter Randolph:  Date: 5/11/2017

FILED
17 MAY 18 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA