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Amended
to be started

OCT 17 2021

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COVER LETTER

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

SUBJECT: The Rock of Panama City Beach, Inc.

CORPORATE NAME

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

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☒ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Joe M. Chambers

Name (Printed or typed)

PO Box 2246

Address

Dothan, AL 36302

City, State & Zip

334-793-1115

Daytime Telephone number

jchambers@johnstonhinesley.com

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

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

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE ROCK OF PANAMA CITY BEACH, INC.

2016.5.28 PM 2:39

ARTICLE I

The name of the Corporation is The Rock of Panama City Beach, Inc.

ARTICLE II

The principal place of business address is 130 Griffin Blvd., Panama City Beach, Florida 32413.

The mailing address of the corporation is P.O. Box 19157, Panama City Beach, Florida 32417.

ARTICLE III

The specific purpose for which the corporation is organized is:

1. To meet and or assemble for the specific purpose of worship. To build the kingdom of heaven by serving others. To partner with others with the intention of serving the surrounding communities.
2. As a means of accomplishing its purposes, the Church shall have the power to engage in any lawful act or activity that corporations may conduct under the Florida Nonprofit Corporation Act and to do any and all acts necessary or conducive to the attainment of its purpose to the same extent and as fully as any natural person might or could do; provided, however, that notwithstanding any provision of these Articles of Incorporation or any provisions of applicable law to the contrary, the Church shall not have the power to act or carry on any activities which would cause it to fail to qualify, or fail to continue to qualify, as (i) an organization exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) an organization to which contributions are deductible under Sections 170, 2055, and 2522 of the Code. In furtherance of the foregoing, the Church shall have the power and be authorized to solicit, receive, and administer funds for its purposes, but the Church shall not have the power nor be authorized to accept gifts or contributions for other purposes.
3. In furtherance of the foregoing, no Member, Director, or Officer of the Church shall receive or be lawfully entitled to receive any pecuniary profit from the operations and activities of the Church, except reimbursement of out-of-pocket expenditures and

reasonable compensation for services actually rendered to or on behalf of the Church, and no Member, Director, or Officer of the Church or any private individual shall be entitled to share in the distribution of any of the Church's assets upon dissolution of the Church.

4. Notwithstanding any other provisions of these Articles, The Rock Panama City Beach Inc. shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding or successor provision of any 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 any corresponding or successor provision of any United States Internal Revenue Law.
5. It shall not be a substantial part of the activities of the Church to carry out propaganda or otherwise attempt to influence legislation (except as otherwise provided by Section 501(h) of the Code) or to participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. In furtherance of the foregoing, in any taxable year in which the Church is a private foundation as described in Section 509(a) of the Code, the Church shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of the Code, and the Church shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, (iii) make any investments in such a manner as to subject the Church to tax under Section 4944 of the Code, or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV

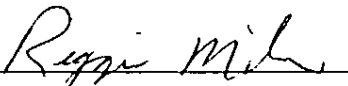
Directors shall be appointed by the senior pastor and serve pursuant to the Bylaws.

ARTICLE V

The name and Florida street address of the registered agent is:

Reggie Miles
106 Rose Lane
Panama City Beach, Florida 32413

The registered agent certifies that he is familiar with and accepts the responsibilities of registered agent.


Reggie Miles

ARTICLE VI – Incorporators

The name and address of the incorporator is

Jeff Wade
5202 Finisterre Drive
Panama City Beach, Florida 32408

ARTICLE VII – Directors

The officers and/or directors of the corporation are:

Jeff Wade
5202 Finisterre Drive
Panama City Beach, Florida 32408

Reggie Miles
106 Rose Lane
Panama City Beach, Florida 32413

Courtney Miles
104 Rose Lane
Panama City Beach Florida 32413

ARTICLE VIII - Indemnity

To the fullest extent permitted by the Nonprofit Corporation Law as the same exists or may hereafter be amended, no Officer or Director of the Church shall be liable to the Church or its Members for monetary damages for breach of fiduciary duty as an Officer or Director. If the Nonprofit Corporation Law is amended after the date of the filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of members of the governing body of a corporation, then the liability of the Officers or Directors of the Church shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended from time to time. No repeal or modification of this Article shall adversely affect any right or protection of Officers or Directors of the Church existing by virtue of this Article at the time of such repeal or modification. The protections conferred by this Article are in addition to and not in limitation of the protections conferred by Florida law on members

of a nonprofit association, persons authorized to participate in the management of the affairs of a nonprofit association, and persons considered to be members by a nonprofit association.

ARTICLE IX: No Private Inurement

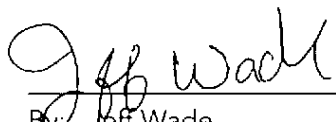
Notwithstanding any of the above statements of purposes and powers, the Church shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of The Rock of Panama City Beach, Inc. No part of the net earnings of The Rock of Panama City Beach, Inc. shall ever inure to or for the benefit of or be distributable to its directors, officers, clergy, officers, or other private persons, except that The Rock of Panama City Beach, Inc. shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which it was formed.

ARTICLE X: Dissolution

The corporation shall be dissolved (i) through the authorization by a vote of two-thirds of the members of the corporation voting at a meeting of members to consider dissolution, or (ii) upon an order of judicial dissolution in accordance with the Florida Nonprofit Corporations Act. In the event of any dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the corporation's debts shall be conveyed or distributed as the Board of Directors shall determine, only to an organization or organizations created and operated for nonprofit purposes similar to those of the corporation, and within the intent of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law); provided, that any such assets not so disposed of shall be disposed of by the Court of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

These Amended and Restated Articles of Incorporation contain an amendment which required member approval. These Amended and Restated Articles of Incorporation were approved by the members of The Rock of Panama City Beach, Inc. on August 29, 2021. The number of votes cast in favor of adoption of these Amended and Restated Articles of Incorporation was sufficient for approval and adoption thereof.

IN WITNESS WHEREOF, The Rock of Panama City Beach, Inc. has caused these Amended and Restated Articles of Incorporation to be executed by on this 29 day of August 2021.


By: Jeff Wade
President