

N97000006528

OPERATION ROCK INCORPORATED

REACHING OUR CITIES' KIDS

12318 WYCLIFF PLACE TAMPA, FL 33626-2632 (813)879-4673, EXT. 247

FILED

97 NOV 12 PM 12:16

Dr. James E. Fountain, Jr.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 10, 1997

400002344184--9

-11/12/97--01017--018
****122.50 ****122.50

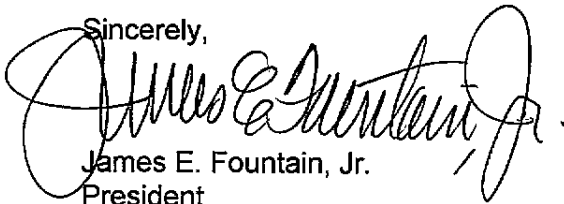
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

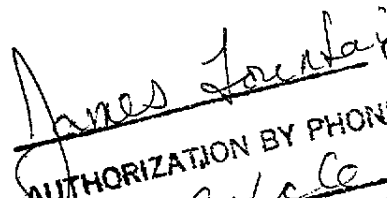
Dear Sir,

Please find enclosed two copies of the Articles of Incorporation for *Operation Rock of Florida, Incorporated*. Under the provisions of Chapter 617 of the Florida Statutes, I am filing these articles for a non-profit corporation.

Should you have any questions, or need any further information, I may be contacted at the following numbers: (813)879-4673, ext. 247; (813)855-3076 or (813)855-6755. My mailing address, as indicated in the articles of incorporation, is: 12318 Wycliff Place, Tampa, FL 33626-2631. Enclosed is my check in the amount of \$122.50 for a certified copy of my articles of incorporation.

Sincerely,


James E. Fountain, Jr.
President


AUTHORIZATION BY PHONE TO
CORRECT Adm Co VII
DATE 11/19 of file under signature of incop/RA -
DOC. # AM

P. Hall

NOV 19 1997

ARTICLES OF INCORPORATION
of
OPERATION ROCK OF FLORIDA INCORPORATED

FILED
97 NOV 12 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a Corporation for charitable, community development, and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of this corporation is Operation ROCK of Florida Incorporated.

ARTICLE II. PURPOSES

The general nature of the objectives and purposes of the state Corporation and its affiliates shall be: to operate charitable, community development programs in the State of Florida and, through them, provide services to enhance the quality of life throughout the State of Florida through various outreach and community development programs conducted by the state Corporation and its affiliates as is necessary to accomplish its expanding mission; and to encourage, promote and support worthy community-based causes as may be determined by the State Board of Directors from time to time.

ARTICLE III. REGISTERED ADDRESS/LOCATION & AGENT

The location of this state Corporation shall be at 12318 Wycliff Place in the City of Tampa, County of Hillsborough, State of Florida, 33626-2632. The Registered Agent of this state Corporation shall be James E. Fountain, Jr. at the same address and by his signature accepts the duties as registered agent.

ARTICLE IV. QUALIFICATIONS OF MEMBERS

The Corporation is a service corporation and shall have no members.

ARTICLE V. TERM OF EXISTENCE

This state Corporation is to exist perpetually.

ARTICLE VI. SUBSCRIBERS

The names and residences of the subscribers to these Articles are:

	Name	Residence
1.	James E. Fountain, Jr.	12318 Wycliff Place Tampa, FL 33626-2632
2.	Jacqueline B. Fountain	12318 Wycliff Place Tampa, FL 33626-2632

ARTICLE VII. OFFICERS

Section 1. The officers of the state Corporation shall be a President, Secretary, and Treasurer and any other officers as may be determined by the State Board of Directors from time to time.

Section 2. The names of the persons who are to serve as state officers of the state Corporation until the first meeting of the State Board of Directors are:

	OFFICE	NAME
1.	President	James E. Fountain, Jr.
2.	Secretary	Ruth McGinnis
3.	Treasurer	Louise Bailey

Section 3. The state officers shall be elected at the annual meeting of the State Board of Directors, or any special meeting called for that purpose, or as otherwise provided in the bylaws.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. The business affairs of this state Corporation shall be managed by the President of the state Corporation under the direction of the State Board of Directors. This state Corporation shall have three (3) directors

initially. The number of state directors may be increased from time to time, by the bylaws, but shall never be less than three (3) nor more than, nine (9), unless the bylaws are subsequently amended. A state director may be removed as outlined in the bylaws.

Section 2. Members of the State Board of Directors shall be elected and hold office in accordance with the state Corporate Charter and Bylaws.

Section 3. The names and addresses of the persons who are to serve as state directors for the ensuing year, or until the first annual meeting of the state corporation, are:

	NAME	ADDRESS
1.	James E. Fountain, Jr.	12318 Wycliff Place Tampa, FL 33626-2632
2.	Jacqueline B. Fountain	12318 Wycliff Place Tampa, FL 33626-2632
3.	Linda King	1702 N. E. 15th Terrace Gainesville, FL 32609
4.	Bruce Anderson	1916 Rivercrossing Drive Valrico, FL 33594
5.	Ruth McGinnis	3704 Wallace Avenue Tampa, FL 33611

ARTICLE IX. BYLAWS

Section 1. The State Board of Directors of this state Corporation may provide such bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time, but such bylaws shall not supersede the state Corporate Charter. Local affiliates may also provide for themselves such bylaws as prescribed above as long as such bylaws do not

conflict with the state Corporate Charter or Bylaws of the state Corporation.

Section 2. Upon proper notice, the state bylaws may be amended, altered or rescinded by a majority vote of those members of the State Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE X. AMENDMENTS

Section 1. Amendments to the state articles of incorporation may be adopted at a regular meeting of the State Board of Directors, or a special meeting duly noticed for that purpose, by a majority vote of the state directors then in office.

Section 2. The State Board of Directors may submit, consider and vote upon any number of amendments at any one meeting.

ARTICLE XII. NON-PROFIT STATUS

Section 1. No part of the net earnings of the state Corporation and/or its affiliates shall inure to the benefit of any individual director or officer. This State Corporation is founded for the purpose of qualifying fully as a tax-exempt Corporation under the laws of the State of Florida. Operation ROCK of Florida Incorporated is a subsidiary of Operation ROCK, Inc., a Tennessee not for profit corporation which has qualified fully as a tax exempt Corporation under the laws of the United States and has received an appropriate "*letter of determination*" of "*group exemption*" from the Internal Revenue Service, and is covered under their 501 (c)(3) letter of determination as a tax exempt corporation.

Section 2. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this state Corporation and/or its affiliates and upon dissolution of this organization and/or its affiliates all of its assets remaining after payment of all cost and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under

Section 501(c) (3) of the Internal Revenue Code, or the federal government, or to a state or local government for a public purpose, and none of their assets will be distributed to any director, officer or trustee of this state Corporation and/or its affiliates.

ARTICLE XIII. POWERS

Section 1. In order to promote the purposes of this state Corporation, it may acquire property by grant, gift, purchase, devise or lease, or bequest, and hold dispose of such property as the state Corporation shall require for the benefit of the state Corporation and to further its purposes and mission, and not for pecuniary profit. Properties acquired by grant, gift, purchase, devise or lease, or bequest by the affiliate(s) of the state Corporation shall be held by the affiliate and/or disposed of for the benefit of the affiliate to further its purposes and mission, and not for pecuniary profit.

Section 2. The state Corporation and/or its affiliate(s) shall have all powers necessary to complete their mission and purposes provided such powers are not inconsistent with Florida Statutes 617.0302, as amended from time to time, the Internal Revenue Code of the United States of America; and the state corporate bylaws.

ARTICLE XIV. MEETINGS

Section 1. The annual meeting for the election of members of the state Board of Directors shall be as provided for in the bylaws.

Section 2. The state Corporation and/or its affiliates may provide in its bylaws for the holding of additional regular meetings and any special meetings, but shall hold meetings at least annually.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporates, have
hereunto set our hands and seals this 10 day of Nov., 1997, for the
purpose of forming this State Corporation not for profit under the laws of the
State of Florida.

FILED

97 NOV 12 PM 12:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

James E. Fountain, Jr.
Incorporator/Registered Agent

Jacqueline B. Fountain
Jacqueline B. Fountain

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Before me, a Notary Public duly authorized in the state and county
named above to take acknowledgments, personally appeared James E. Fountain,
Jr. and Jacqueline B. Fountain, who are personally known to me or who
produced Florida Drivers License # _____ as identification, and are
to me known to be the persons described as subscribers in and who executed the
foregoing state Articles of Incorporation, and they acknowledged before me that
they executed and subscribed to these state Articles of Incorporation.

Witness my hand and seal in the county and state named above this 10th
day of November, 1997.

Mushali Leonard
Notary Public