

P050000062617

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

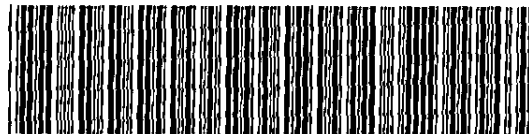
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300051084583

04/26/05--01086--002 **27.50

05 APR 26 AM 8:50

FILED

TRANSMITTAL LETTER

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

SUBJECT: Solid Rock Financial Services, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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 of
Status

ADDITIONAL COPY REQUIRED

FROM: William R. Robinson
Name (Printed or typed)

1331 Summit Chase DR.
Address

Lakeland, FL 33813
City, State & Zip

863-521-4460
Daytime Telephone number

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

SOLID ROCK FINANCIAL SERVICES, INC.

ARTICLES OF INCORPORATION

I, William R. Robinson, whose address is 1331 Summit Chase Drive, Lakeland, Florida 33813, being at least eighteen (18) years of age, hereby form a corporation in compliance with Chapter 607 and/or 621, F.S. and by virtue of the Florida Business Corporation Act.

ARTICLE I

(Name)

The name of the corporation (which is hereafter referred to as the "Corporation") is Solid Rock Financial Services, Inc.

ARTICLE II

(Principal Office)

The address of the corporation's initial principal office in this state is 1331 Summit Chase Drive, Lakeland, Florida 33813.

ARTICLE III

(Purpose)

The purpose for which the corporation is to provide consulting and financial services and to do anything permitted by Florida Statute and the statutes or rules relating to the provision of consulting and financial services in the State of Florida as amended from time to time.

ARTICLE IV

(Shares)

The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of common stock each with no par value.

ARTICLE V

(Initial Board of Directors)

The initial board of directors of the corporation shall consist of two (2) directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

05 APR 26 AM 8:50

FILED

Name

Address

William R. Robinson

1331 Summit Chase Drive
Lakeland, Florida 33813

Sandra Joyce Robinson

1331 Summit Chase Drive
Lakeland, Florida 33813

The number of directors shall be fixed in accordance with the bylaws.

ARTICLE VI
(Registered Agent)

The street address of the corporation's initial Registered Office is 1331 Summit Chase Drive, Lakeland, Florida 33813. The name of the corporation's initial Registered Agent at that office is William R. Robinson, and the consent of the Registered Agent is designated by the signature of the initial Registered Agent on these Articles of Incorporation.

ARTICLE VII
(Incorporator)

The street address of the Incorporator is 1331 Summit Chase Drive, Lakeland, Florida 33813. The name of the Incorporator at that office is William R. Robinson, and the consent of the Registered Agent is designated by the signature of the initial Registered Agent on these Articles of Incorporation.

ARTICLE VIII
(Notices of Meetings)

A. Notice of the annual meeting of the corporation shall contain a description of the purpose or purposes for which the meeting is held. The business conducted at the annual meeting shall be limited to the purpose or purposes specified in the notice to shareholders.

B. Notice for any meeting, annual or special, at which one of the following matters shall be considered, shall state such a purpose, and state that the meeting is called to consider and vote on such a matter:

1. Removal of directors;
2. Amendment to the articles of incorporation;
3. Approval of restated articles of incorporation with amendments to the articles of incorporation;

4. Approval of a merger or share exchange;
5. Approval of sale of the assets of the corporation outside the ordinary course of business; and
6. Approval of a voluntary dissolution of the corporation.

ARTICLE IX
(Cumulative Voting)

Shareholders shall not be entitled to vote cumulatively.

ARTICLE X
(No Preemptive Rights)

Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have preemptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

ARTICLE XI
(Removal of a Director)

A director of the corporation may only be removed for cause. "Cause" is defined as:

- A. If the director is elected to a public office or accepts employment that, pursuant to law places restrictions or limitations upon the director's continued rendering of services for the corporation;
- B. If the director shall be guilty of fraud, dishonesty or other acts of misconduct in the performance of duties for the corporation or in any other capacity;
- C. In the event the director shall fail or refuse to perform faithfully and diligently the duties of a director of this corporation or the usual and customary duties of a director in the director's position;
- D. The corporation decides to sell or otherwise dispose of substantially all of its assets outside the ordinary course of business or to enter into a transaction involving a merger, exchange or issuance of additional ownership interests shares of the corporation in which the then existing shareholders of the corporation own less than fifty percent (50%) of the outstanding shares of stock or to discontinue its business;
- E. If the director attempts to sell, transfer, hypothecate or pledge any shares of stock of the corporation, if any, owned by the director in the corporation to any person or in any manner

prohibited by law or by these articles of incorporation, the bylaws, or other agreements of or with the corporation;

F. The disability of the director extending for a continuous period of one year or totaling one hundred (100) days in any two (2) year period; provided, however, that any days of disability separated by sixty (60) days or less shall be considered continuous.

ARTICLE XII (Indemnification)

A. Definitions. The following definitions shall apply to the terms as used in this Article:

1. "Corporation" includes this corporation and any domestic or foreign predecessor entity of the corporation in a merger, or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

2. "Director" means an individual who is or was a director of the corporation and an individual who, while a director of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or person, or employee benefit plan. A director shall be considered to be serving an employee benefit plan at the corporation's request if his or her duties to the corporation also impose duties on or otherwise involve services by him or her to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context otherwise requires, the estate or personal representative of a director.

3. "Expenses" includes counsel fees.

4. "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense incurred with respect to a proceeding.

5. "Official capacity," when used with respect to a director, means the office of director in the corporation, and, when used with respect to a person other than a director, means the office in the corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the corporation. "Official capacity" does not include service for any other foreign or domestic corporation or for any partnership, joint-venture, trust, other enterprise, or employee benefit plan.

6. "Party" includes any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

7. "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

B. Indemnification for Liability.

1. Except as provided in paragraph (d) of this section (2), the corporation shall indemnify against liability incurred in any proceeding any person made a party to the proceeding because he or she is or was a director or officer if:

(a) He or she conducted himself or herself in good faith;

(b) He or she reasonably believed:

(1) In the case of conduct in his or her official capacity with the corporation, that his or her conduct was in the corporation's best interests; or

(2) In all other cases, that his or her conduct was at least not opposed to the corporation's best interests; and

(3) In the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

2. A director's or officer's conduct with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirements of this Section (2). A director's or officer's conduct with respect to an employee benefit plan for a purpose that he or she did not reasonably believe to be in the interests of the participants in or beneficiaries of the plan shall be deemed not to satisfy the requirements of this Section (2).

3. The termination of any proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, is not of itself determinative that the person did not meet the standard of conduct set forth in paragraph (a) of this Section (2).

4. The corporation may not indemnify a director or officer under this Section (2) either:

(a) In connection with a proceeding by or in the right of the corporation in which the director or officer was adjudged liable to the corporation; or

(b) In connection with any proceeding charging improper personal benefit to the director or officer, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

5. Indemnification permitted under this Section (2) in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

B. Mandatory Indemnification.

1. Except as limited by these Articles of Incorporation, the corporation shall be required to indemnify a director or officer of the corporation who was wholly successful, on the merits or otherwise, in defense of any proceeding to which he or she was a party against reasonable expenses incurred by him or her in connection with the proceeding.

2. Except as otherwise limited by these Articles of Incorporation, a director or officer who is or was a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification in the following manner:

(a) If it determines the director or officer is entitled to mandatory indemnification, the court shall order indemnification under paragraph (a) of this Section 3, in which case the court shall also order the corporation to pay the directors or officers reasonable expenses incurred to obtain court-ordered indemnification.

(b) If it determines that the director or officer is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she met the standard of conduct set forth in paragraph (a) of Section (2) of this Article or was adjudged liable in the circumstances described in paragraph (d) of Section (2) of this Article, the court may order such indemnification as the court deems proper; except that the indemnification with respect to any proceeding in which liability shall have been adjudged in the circumstances described in paragraph (d) of Section (2) of this Article is limited to reasonable expenses incurred.

C. Limitation on Indemnification.

1. The corporation may not indemnify a director or officer under Section (2) of this Article unless authorized in the specific case after a determination has been made that indemnification of the director or officer is permissible in the circumstances because he or she has met the standard of conduct set forth in paragraph (a) of Section (2) of this Article.

2. The determination required to be made by paragraph (a) of this Section (4) shall be made:

(a) By the board of directors by a majority vote of a quorum, which quorum shall consist of directors not parties to the proceeding; or

(b) If a quorum cannot be obtained, by a majority vote of a committee of the board designated by the board, which committee shall consist of two or more directors not parties to the proceeding; except that directors who are parties to the proceeding may participate in the designation of directors for the committee.

3. If the quorum cannot be obtained or the committee cannot be established under paragraph (b) of this Section (4), or even if a quorum is obtained or a committee designated if such quorum or committee so directs, the determination required to be made by paragraph (a) of this Section (4) shall be made:

(a) By independent legal counsel selected by a vote of the board of directors or the committee in the manner specified in subparagraph (I) or (II) of paragraph (b) of this Section (4) or, if a quorum of the full board cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full board; or

(b) By the shareholders.

4. Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible; except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by the body that selected said counsel.

D. Advance Payment of Expenses.

1. The corporation shall pay for or reimburse the reasonable expenses incurred by a director, officer, employee or agent who is a party to a proceeding in advance of the final disposition of the proceeding if:

(a) The director, officer, employee or agent furnishes the corporation a written affirmation of his or her good-faith belief that he or she has met the standard of conduct described in subparagraph (I) of paragraph (a) of Section (2) of this Article;

(b) The director, officer, employee or agent furnishes the corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is determined that he or she did not meet such standard of conduct; and

(c) A determination is made that the facts then known to those making the determination would not preclude indemnification under this Section (5).

2. The undertaking required by subparagraph (II) of paragraph (a) of this Section (5) shall be an unlimited general obligation of the director, officer, employee or agent, but need not be secured and may be accepted without reference to financial ability to make repayment.

3. Determinations and authorizations of payments under this Section shall be made in the manner specified under Section (4) hereof.

4. Reimbursement of Witness Expenses. The corporation shall pay or reimburse expenses incurred by a director in connection with his or her appearance as a witness in a proceeding at a time when he or she has not been made a named defendant or respondent in the proceeding.

5. Insurance for Indemnification. The corporation may purchase and maintain insurance on behalf of a person who is or was a director, officer, employee, fiduciary, or agent of the corporation or who, while a director, officer, employee, fiduciary, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article. Any such insurance may be procured from any insurance company designated by the Board of Directors of the corporation, whether such insurance company is formed under the laws of Florida or any other jurisdiction of the United States of America, including any insurance company in which the corporation has equity or any other interest, through stock or otherwise.

6. Notice of Indemnification. Any indemnification of or advance of expenses to a director in accordance with this Article, if arising out of a proceeding by or on behalf of the corporation, shall be reported in writing to the shareholders with or before the notice of the next shareholders' meeting.

7. Indemnification of Officers, Employees and Agents of the Corporation. The Board of Directors may indemnify and advance expenses to an officer, employee or agent of the corporation who is not a director of the corporation to the same or greater extent as to a director if such indemnification and advance expense payment is provided for in these Articles of Incorporation, the Bylaws, by resolution of the shareholders or directors or by contract, in a manner consistent with the Florida Business Corporation Act.

ARTICLE XIII *(Amendments to Bylaws)*

The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be reserved exclusively to the shareholders who may approve such alterations, amendments or repeal of the Bylaws by a majority vote.

ARTICLE XIV *(Distributions)*

The Corporation may pay distributions on its shares without considering the amount that would be needed, if the corporation were to be dissolved at the time of the distribution to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the distributions.

ARTICLE XV
(Director Liability)

To the fullest extent permitted by the Florida Business Corporation Act as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25 of April 2005, and I acknowledge the same to be my act.


William R. Robinson, Incorporator

CONSENT OF REGISTERED AGENT

I hereby consent to my appointment as initial Registered Agent of the Corporation in the foregoing Articles of Incorporation.


William R. Robinson, Registered Agent

05 APR 26 AM 8:50

FILED