

**OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
CHARITIES DIVISION**

IN THE MATTER OF:

THE SOLID ROCK FOUNDATION, INC.

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File Number C-12-0335

CONSENT AGREEMENT

I.

The Charities Division of the Mississippi Secretary of State's Office ("Division"), having the authority to administer and to provide for the enforcement of all provisions of the Mississippi Charitable Solicitations Act ("Act"), and Respondent do hereby enter into this Consent Agreement in resolution of the following allegations by the Division of violations of certain provisions of the Act:

1. The Solid Rock Foundation, Inc. ("Solid Rock") is a dissolved Mississippi non-profit organization and a 501c3 organization.
2. After reviewing a website requesting donations for the Percy and Gertrude McCarty Smith Art Center, the Division sent a letter to Solid Rock on March 27, 2012 notifying it of possible unregistered solicitation and the need to register with the Division. Receiving no reply to the letter, the Division sent follow-up letters to Solid Rock on May 30, 2012 and August 3, 2012.
3. Receiving no reply to any of the Division's correspondences, the Division issued a Summary Cease and Desist Order to Solid Rock on November 6, 2012 for soliciting contributions without being registered with the Division as required by Miss. Code Ann. Section 79-11-503.
4. Respondent responded to the Summary Cease and Desist Order stating that the organization was dissolved after receiving the March 2012 letter and that there had been no outside donations in the last twenty (20) years.

5. On July 25, 2012, P. Wayne Smith filed the appropriate paperwork to dissolve the nonprofit corporation.

II.

Respondent, under the terms of this Consent Agreement and solely for the purpose of resolving the foregoing allegations, stipulates without a hearing to the matters set forth above in Paragraph I and hereby consents to the issuance of this Consent Agreement and further consents to and agrees to the undertakings contained herein, with no formal administrative hearing and determination of wrongdoing.

III.

THEREFORE, in consideration of a final resolution of the matters set forth herein, the Division and Respondent hereby agree and stipulate as follows:

1. Respondent has cooperated with the Division's investigation in this matter.
2. Respondent stipulates to the jurisdiction of the Division as to all matters contained herein under the authority of the Act and acknowledges that the issuance of this Consent Agreement is solely for the purpose of resolving the matters contained in this Consent Agreement.
3. Respondent has already dissolved as a non-profit corporation with the State of Mississippi and it agrees that it will not reinstate as a corporation with the state of Mississippi.
4. Respondent agrees to suspend all fund-raising activities and will no longer engage in solicitation activities in the state of Mississippi.
5. Respondent agrees to disable any and all websites related to Solid Rock, M.O.R.E Association, and Percy and Gertrude McCarty Smith Art Center, including but not limited to the website located at <http://tgold333.wix.com/percy-gertrude-art-center>.

6. As Solid Rock is no longer operating, Respondent agrees to request that the Internal Revenue Service withdraw its 501c3 status.

7. This Consent Agreement is in resolution of the matters contained herein. As a result of this Consent Agreement, the matters contained herein cannot be used as a basis for action by the Division except in determining any penalty as may be imposed by the Division for any future violations of the Act committed by the Respondent and as set forth below.

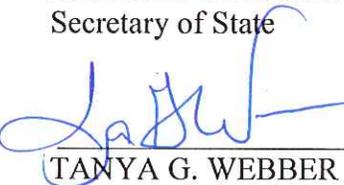
8. Respondent agrees that it will comply with the provisions of the Mississippi Charitable Solicitations Act as currently in effect or as may be subsequently amended.

IV.

In the event Respondent fails or neglects to comply with any of the terms, stipulations or undertakings set forth in this Consent Agreement, the Division may, without notice to the Respondent, unilaterally rescind this Agreement and institute any legal or administrative proceedings it deems appropriate including, but not limited to, proceedings to address the matters set forth herein.

DELBERT HOSEMANN
Secretary of State

By:



TANYA G. WEBBER
Assistant Secretary of State
Charities Division

Date:

1/4/2013

The undersigned agent for Solid Rock acknowledges that he/she has been lawfully vested with the authority to enter into this Consent Agreement on behalf of the Respondent.

THE SOLID ROCK FOUNDATION, INC.

By: Wayne Smith
Sign Name

Wayne Smith
Print Name

Past President, the Solid Rock
Title Foundation, Inc.

Date: 1/30/13