

SALEM SAXON, P.A.
ATTORNEYS AT LAW

Bank of America Plaza
101 E. Kennedy Blvd., Suite 3200
Tampa, FL 33602
tel 813.224.9000 / fax 813.221.8811

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Tampa
Orlando
Tallahassee
Washington D.C.
Lafayette - Costa Rica

August 22, 2001

Ms. Beth Register
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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**RE: ARTICLES OF INCORPORATION (NON-PROFIT)
HEART OF THE MATTER, INC.**

Dear Ms. Register:

Enclosed please find an original and one copy of the Articles of Incorporation for the non-profit corporation enclosed herewith. Please file the original in your offices and certify and return the copy to my attention. Also enclosed you will find our check payable to the Florida Department of State to cover the applicable fees for the Articles of Incorporation.

Thank you very much for your assistance with this matter and if you have any questions, please contact me at the number shown above.

Sincerely,

SALEM SAXON, P.A.

Ricardo L. Gilmore, Esq.
RLG/tg

Enclosures

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B. REGISTER AUG 23 2001
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FACSIMILE

Attn: Beth Register
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: LETTER OF RELEASE - HEART OF THE MATTER, INC.

Dear Ms. Register:

This correspondence shall serve as a Letter of Release, we have no intention of reinstating the corporation which was administratively dissolved in September, 2000, and we are releasing the name used for the dissolved corporation and want to transfer that name to the new non-profit corporation, which we have submitted for filing in your division.

Should you have any questions or need any additional information, please let us know.

Sincerely,

SALEM SAXON, P.A.

Ricardo L. Gilmore/tg

Ricardo L. Gilmore, Esq.
RLG/tg

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**THE ARTICLES OF INCORPORATION
OF
HEART OF THE MATTER, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being the Incorporator(s) of *HEART OF THE MATTER, INC.*, a Florida not for profit corporation, hereby file the following Articles of Incorporation, that comply with the requirements of Florida Statutes Chapter 617 (Florida Not For Profit Corporation Act):

ARTICLE I- NAME

The name of the Corporation is *HEART OF THE MATTER, INC.*, a Florida not for profit corporation (hereinafter the "Corporation").

**ARTICLE II- REGISTERED OFFICE AND AGENT AND
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The registered office of the Corporation shall be located at One Barnett Plaza, 101 E. Kennedy Blvd., Suite 3200, Tampa, Florida 33602, and the initial registered agent of the Corporation at that address shall be Ricardo L. Gilmore, Esquire.

The principal place of business and the mailing address of the Corporation shall be: *HEART OF THE MATTER, INC.*, 4701 East Hanna Avenue, Tampa, Florida 33610.

ARTICLE III - PURPOSES AND POWERS

The general nature of the objects, purposes, powers and limitations of the Corporation shall be as follows:

- (a) to provide aid financially through various programs, presentations and other activities to support educational, charitable and philanthropic endeavors in the United States and various countries and nations throughout the world;
- (b) to promote educational opportunities and affordable, decent, safe and sanitary housing opportunities in the United States and various countries and nations throughout the world;
- (c) to operate in any manner for such nonprofit, charitable and/or educational purposes as will qualify the Corporation as a charitable organization exempt from federal income tax under Internal Revenue Code Section 501(c)(3);
- (d) to accept a substantial part of its support (exclusive of income received in the exercise or performance by such organization of its charitable, educational or other purpose or function constituting the basis for its exemption) from a governmental unit or from direct or indirect contributions from the general public, the Corporation's organizers, corporations, foundations, and other public/ private sources;
- (e) to generally perform any function necessary to engage in any lawful purpose or purposes not for pecuniary profit;
- (f) no part of the earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers or other private persons, except that the Corporation may be authorized and empowered to pay reasonable compensation for services rendered and products purchased and to make payments and distributions in furtherance of the purposes hereinafter set forth. No substantial part of the

activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office;

(g) notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (ji) by an organization, contributions to which are deductible under Section 170(c)(2) of such Code as it now exists or as it may be amended;

(h) the Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding section of any other federal tax code;

(i) the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code without providing for fair, adequate, and reasonable compensation;

(j) the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code;

(k) the Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code; and

(l) the Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

The Corporation shall have the power to:

(a) have succession by its corporate name for the period set forth in its Articles of Incorporation;

(b) sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

(c) adopt and use a common corporate seal and alter the same provided, however, that such seal shall always contain the words "not for profit corporation,"

(d) elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation, if so voted by a majority of the Directors of the Corporation;

(e) adopt, change, amend and repeal bylaws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers;

(f) make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income;

(g) conduct its affairs, carry on its operations, and have offices and exercise the powers granted herein in any state, territory, district or possession of the United States or any foreign country;

(h) purchase, take, review, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated;

(i) acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights' or interests thereunder or therein;

(j) sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;

(k) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interest in, or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof;

(l) lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested;

(m) make donations and work together with public or private entities to encourage and facilitate the provision of affordable housing opportunities to persons and families of low and moderate income, for the public welfare, and for religious, charitable, scientific, educational or other similar purposes;

(n) have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized; and

(o) the above stated powers shall in no way be a limitation of those corporate powers set forth in Florida Statutes §617.0302 (Florida Not For Profit Corporation Act) which powers are included herein by reference.

ARTICLE IV - MEMBERS

The Corporation's requisites for membership shall be as provided by the bylaws.

ARTICLE V - EXISTENCE

The existence of the Corporation shall be perpetual.

ARTICLE VI - DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors, which initially shall consist of the following four (4) members, until the first election thereof:

<u>NAME</u>	<u>ADDRESS</u>
<i>Ernest Kennedy</i> <i>President</i>	<i>5705 Harborside Drive</i> <i>Tampa , Florida 33615</i>
<i>Jeanette Anderson</i> <i>Vice-President</i>	<i>4038 North Riverview Avenue.</i> <i>Tampa , Florida 33607</i>
<i>Donna Elam</i> <i>Secretary</i>	<i>5705 Harborside Drive</i> <i>Tampa , Florida 33615</i>
<i>Charles Kennedy</i> <i>Director</i>	<i>4701 East Hanna Avenue</i> <i>Tampa , Florida 33610</i>

The number of Directors may be raised or lowered by amendment of the bylaws, but shall in no case be less than four (4). The manner of election shall be as provided by the bylaws.

ARTICLE VII- BYLAWS

The bylaws of the Corporation shall be made and adopted by the Board of Directors and may be amended, altered or rescinded by a majority of the entire Board of Directors present at any regular or special meeting called for that purpose.

ARTICLE VIII- DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation by transferring such assets to any charitable, scientific, religious or educational organization as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), or to any governmental or other entities with purposes similar to the Corporation's, such disposition to be as the Board of Directors shall determine. Any assets remaining after such disposition by the Board of Directors shall be disposed of by the Circuit Court of the county in which the Corporation's principal offices are located, pursuant to the procedures for judicial dissolution, Florida Statutes Section 617.1431.

ARTICLE IX - INCORPORATOR(S)

The name(s) and address(es) of the Incorporator(s) of these Articles of Incorporation is(are) as follows:

NAME

ADDRESS

Charles Kennedy
Director

4701 East Hanna Avenue
Tampa, Florida 33610

ARTICLE X - AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted by a majority of the entire Board of Directors at any regular or special meeting called for that purpose.

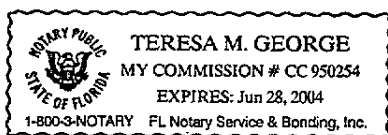
IN WITNESS OF THE FOREGOING, I (we) hereby set my (our) hand(s) and seal this 22nd
day of August, 2001.

HEART OF THE MATTER, INC.

By: Charles Kennedy
Charles Kennedy, Director

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 22nd day of August, 2001, by Charles Kennedy, and he executed the foregoing Articles of Incorporation as a Director of *HEART OF THE MATTER, INC.*



Teresa M. George
Notary Public, State of Florida
Print, Type or Stamp Name

Personally Known ☒ Type of Identification Produced _____ Or Produced Identification _____

CERTIFICATE

That *Heart of the Matter, Inc.*, desiring to organize under the laws of the State of Florida, with its principal office at 4701 East Hanna Avenue, City of Tampa, County of Hillsborough, State of Florida 33610, has named Ricardo L. Gilmore, Esq., located at One Barnett Plaza, 101 E. Kennedy Blvd., Suite 3200, City of Tampa, County of Hillsborough, State of Florida 33602, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping designated office open.

Ricardo L. Gilmore
RICARDO L. GILMORE, ESQ.