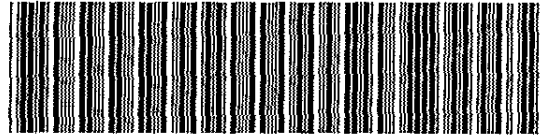
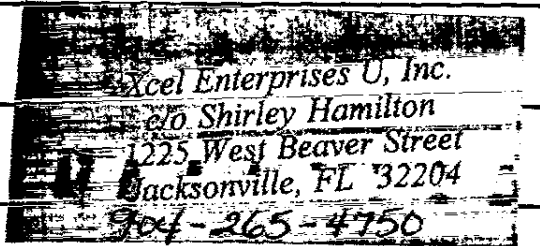


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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 10, 2004

XCEL ENTERPRISES U, INC.  
1225 WEST BEAVER STREET  
JACKSONVILLE, FL 32204

SUBJECT: MATISKA OUTREACH MINISTRIES, INC.  
Ref. Number: W04000009691

We have received your document for MATISKA OUTREACH MINISTRIES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Ingram  
Document Specialist  
New Filings Section

Letter Number: 004A00016148

ARTICLES OF INCORPORATION  
Nonprofit Corporation

ED  
04 MAR 23 PM 2:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

For the purposes of forming a nonprofit corporation pursuant to Chapter 617.0202, Florida Statutes. The undersigned incorporators hereby submit the following Articles of Incorporation to the Secretary of State for filing:

ARTICLE I

NAME/REGISTERED OFFICE AND AGENT

The name of this corporation shall be Matiska Outreach Ministries, Inc. The registered office is located at 600 East 4th Street, Jacksonville, Florida 32206 and the initial registered agent is Shirley Hamilton. **The corporations principal and Registered Agent address are the same.**

ARTICLE II

PURPOSE

This organization is organized exclusively for charitable and educational purposes to provide programs, services, training and positive support that will effect emotional, social and economic change in the lives of disadvantage individuals in low-income and impoverished communities. To this end, the organization shall at all times be operated exclusively to engage in any lawful act or activities that are for charitable, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III

EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the organization:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income

tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. The organization will insure that Section 1.501 (c) (3)-1 (d)(1)(ii) of the Income Tax Regulations which states that an organization must serve public interest to qualify for tax exempt status, will be complied with in all interests and activities.

#### ARTICLE IV

##### DURATION

The duration of the organization existence shall be perpetual.

#### ARTICLE V

##### MEMBERSHIP/BOARD OF DIRECTORS

The organization shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation. The number of Directors constituting the first Board of Directors is five, their names and addresses being as follows:

Jocelyn Thomas, Chairperson; 10680 Parliament Place; Jacksonville, Florida 32257

Shirley Hamilton, President; 1225 West Beaver Street; Jacksonville, Florida 32204

David Tatum, Vice President; 12132 Fort Caroline Road Suite 5, Jacksonville, Florida 32225

Diane Robertson, Secretary; 10680 Parliament Place; Jacksonville, Florida 32257

Anthony Thomas, Treasurer; 4108 River oaks Lane; Louisville, Kentucky 40241

Members of the first Board of Directors shall serve until the second annual meeting, at which they may be re-elected for another term or until their successors are duly elected and qualified, or removed as provided in the bylaws.

#### ARTICLE VI

##### PERSONAL LIABILITY

No officer, or Director of this organization shall be personally liable for the debts or obligations of this organization of any nature whatsoever, nor shall any of the property of the officer, or Directors be subject to the payment of the debts or obligations of this corporation.

#### ARTICLE VII

##### DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt

purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII  
INCORPORATORS

The incorporators of this organization are:

Jocelyn Thomas, Chairperson; 10680 Parliament Place; Jacksonville, Florida 32257

Executed by the Incorporators on 3-15-04  
Date

Jocelyn Thomas

Signature of Incorporator

\_\_\_\_\_

Signature of

Incorporator

\_\_\_\_\_

Signature of

Incorporator

I, Shirley A. Hamilton, consent to serve as the registered agent on behalf of the organization.

Shirley A. Hamilton

Signature of Registered Agent

President

Name & Title

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