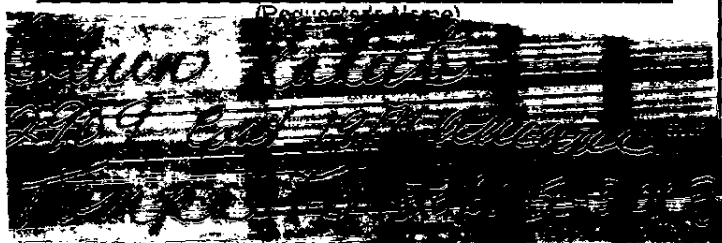


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TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: St Matthew Supreme Council, A.A.S.R. Masons, Incorporated

Enclosed is an original and (1) copy of the Articles of Incorporation and a check for:

**\$87.50 Filing Fee, Certified Copy & Certificate**

From:

Mr. Calvin Roberts  
2909-C 19th Avenue  
Tampa, FL 33605

813-349--3075

INCORPORATION OF :

ST. MATTHEW SUPREME COUNCIL

A.A.S.R. MASONS, INC.

UNITED STATES OF AMERICA

STATE OF FLORIDA

COUNTY OF HILLSBOURGH

20-4297891

\*\*\*\*\*

The several persons whose names are hereunto subscribed, all of full age, who severally declared that, availing themselves of the benefits and provisions of the Constitution of the State of Florida and the laws of said State relative to the organization of nonprofit corporations, including and revisions thereof.. they have united to form, and do by these presents form and organize themselves, as well as all other persons who may hereafter joint or become associated with them or their successors, into a non-profit corporation for the objects and purposes and under the covenants, stipulations and agreements following, to-wit:

#### ARTICLE I

The name and title of this Corporation shall be St. Matthew Supreme Council A.A.S.R Masons, Incorporated and, under and by said name, unless sooner dissolved in accordance with law, it shall exist and continue, and shall have and enjoy corporate existence and succession perpetually from and after the date of this during which time it, generally , shall possess all the powers, rights, privileges, capacities and immunities which non-profit corporations are authorized, and may hereafter be authorized, to possess under the Constitution and laws of

#### ARTICLE II

The domicile of this corporation shall be 2909-C 19th Avenue, Tampa, FL 33605, Hillsborough County , and the location and post office address of its registered office shall be 2909-C 19th Avenue, Tampa, FL 33605

SECRETARY OF STATE  
ALLAHBADER, FLORIDA

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### **ARTICLE III**

This corporation is a non-profit corporation . No part of the net earnings or other assets of this corporation shall inure to the benefit of any private shareholder or individual. this State. The objects and purposes for which this corporation is formed are hereby declared to be: The St. Mathews Supreme Council shall provide for the accumulation of a permanent fund to be devoted to the care of widows, orphans, charity and scholarships and such ends as will best advance the interests of the Rite.

### **ARTICLE IV**

The officers of this corporation shall consist of The Most Puissant Sovereign Grand Commander (President) , a President, duly elected by board of said corporation, a Sovereign Grand Treasurer, (Treasurer), and Sovereign Grand Secretary, (Secretary) who shall also be duly elected by majority vote of the board. Any two or more offices may be held by the same person, except the office of president and secretary. The President, vice president, secretary, treasurer, are to be elected as set forth above and shall serve until death or until recall by majority vote as set forth above or where terms of such shall become defined in the bylaws of said organization.

### **ARTICLE V**

The corporate powers and management of this corporation shall be vested in, and exercised by a board of directors of five members, to be composed of the officers, as above set forth, in Article IV at the first general meeting of the members. The terms of the members of the board of directors shall not be specified, but shall continue until death, or as shall be defined in the bylaws of said organization.

Any vacancy occurring among the directors of this corporation, by death, resignation or otherwise, shall be filled, by election for the unexpired term, at the next regular or special meeting of the board of directors or as set forth in the bylaws of this corporation.

A majority of the directors shall constitute a quorum; and a quorum shall be necessary to consider any questions that may come before any meeting of the Directors. If a quorum is present at a duly assembled meeting, a majority of those present may adjourn the meeting from time to time, but may not transact any other business until

a quorum is secured. A quorum being present, the affirmative vote of a majority of the directors present shall be necessary to decide any questions.

The board of directors shall have the power to make, alter and annul such by-laws, rules and regulations for the government of the affairs of this corporation as it may deem proper or according to practices that shall be defined in the constitution and bylaws of this organization.

Special meetings of the members of this corporation may be called at such times and places as determined by the Board of Directors or by the president. Meetings of the Board of Directors may be held outside of the State of Florida. The initial terms set forth in these articles shall be automatically amended as set forth in the initial bylaws of this corporation without a need to amend these articles.

#### **ARTICLE VI**

The full name of the corporations' registered agent is: Calvin Roberts of 2909-C 19th Avenue, Tampa, FL 33605.

#### **ARTICLE VII**

The first Board of the Incorporators shall be composed Edgar Odell Helms, Most Puissant Sovereign General Commander of 1102 32nd Avenue, Tampa Florida, 33602 and Calvin Roberts, Sovereign. Grand Treasurer of 2909-C 19th Avenue, Tampa Florida 33605.

#### **ARTICLE VIII**

No member of this corporation shall ever be held liable or responsible for contracts, debts or defaults of this corporation in any further sum then the unpaid dues , if any, owing by him or her to the corporation,, nor shall any mere informality in organization have the effect of rendering these Articles of Incorporation null or of exposing the members to any liability other than as above provided.

## ARTICLE IX

Should this corporation ever be dissolved, or should its existence terminate, all of the assets of the corporation shall be disturbed only to organizations exempt from income tax under the provisions of Section 501(C)3 under the Internal Revenue Code of 1954, or to the Federal Government or the state or local government for a public purpose. No part of the assets of the association shall ever be distributed to be used for the benefit of any member, trustee or officer of the association, or any private individual or corporations.

## ARTICLE X

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)3 of the Internal revenue Code or corresponding section or (b) by a corporation/organization, or contributions to which are deductible under Section 170(c)(2) of the Internal revenue Code (or corresponding section of any future Federal tax code).

## ARTICLE XI

Any director, officer or key employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board or committee prior to its acting on such contractor transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonable be construed to be adverse to the corporation's interest. The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonable be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions)in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a

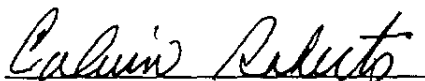
committee or the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.


#### ARTICLE XII

The fiscal year of this corporation shall end December.

THUS DONE AND PASSED, for the purpose of forming a corporation under the laws of the State of Florida in the city of Tamps , County of Hillbough.

Having been names as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Calvin Roberts  
Registered Agent & Incorporator

  
Odell Helms, Incorporator

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