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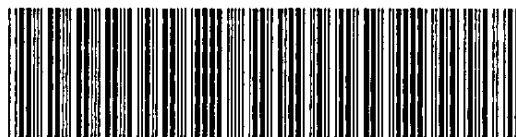
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SECRETARY OF STATE
CALIFORNIA

Ps 5/10/11

TRANSMITTAL LETTER

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

SUBJECT: W. J. MATHENEY MINISTRIES, 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

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

From: W. J. Mathenev

4820 Floramar Terrace

New port Richey Fl 34652

(727) 848-0905

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I - NAME OF CORPORATION

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

ARTICLE III - PURPOSE (S)

1. To operate a non-profit family support organization to educate and empower inner city communities by building family relationships while promoting Christianity with biblical applications and bible based teachings, to institute community development programs, child daycare, afterschool programs, cultural identification and awareness, workshops, educational support and maintenance, economic revitalization, housing assistance, debt management, mentoring, youth services, outreach and halfway houses for offenders and counseling (divorce, abstinence, domestic violence); to encourage families through Christianity principles in developing and nurturing their families.
2. The general purposes and powers are to have and exercise all right and powers conferred on non-profit corporations under the laws of Florida non profit corporations, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property; provided, however, that this corporation shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.
3. Notwithstanding any of the above statements of purpose and power, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation. To this end, the corporation at all times be operated exclusively for religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 2001, 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 2001, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution otherwise, shall be devoted to said purposes.

ARTICLE IV- PROHIBITIONS

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

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members ***No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation to be paid to the CEO/President, Executive Director, and Secretary or Treasure; also reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes.*** Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.
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 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 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 of 2001, as now enacted or hereafter amended, (b) by a corporation, contributions to which deductible under section 170 (c) (1) or (2) of the Internal Revenue Code, or corresponding section of any future Federal tax code

ARTICLE IV- MANNER OF ELECTION OF DIRECTORS

The directors shall be appointed by Willie J. Matheney. Subsequent elections will be held yearly and or a majority votes elected by the executive governing body of the corporation/W. J. Matheney Ministries, Inc.

ARTICLE V- PRESIDENT/CEO

The initial CEO/President of the corporation shall be the following named person whose address shall be the same as the initial principal office of the corporation as set forth in Article II hereof: Willie J. Matheney

ARTICLE VI- DURATION/TERM OF EXISTENCE

The duration of the corporation's existence shall be perpetual and shall commence of the date these articles are filed.

ARTICLE VII- CAPITAL STOCK

The corporation/ W. J. Matheney Ministries, Inc shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE VIII- MEMBERSHIP/BOARD OF DIRECTORS

The corporation/W. J. Matheney Ministries, Inc. shall have one or more classes of members, as provided in the corporation's bylaws. The management of the affairs of the corporation/ W. J. Matheney Ministries, Inc. shall be vested in the Board of Directors, whom shall solely govern the operations of W. J. Matheney Ministries, Inc as defined in the corporation's

bylaws.

Directors shall have the right, title, or interest in or to any property of the corporation upon approval of the board of directors.

The number of Directors constituting the first Board of Directors are the names and addresses being as follows:

Dea. Erik Matheney 620 25th Avenue North, St. Petersburg Fl 33704
Evang Gwen Taylor 1408 Glendover Court, Tarpon Springs Fl 34639
Miss. Jean Matheney 6435 Sutters Mill Road, New Port Richey Fl

Members of the Board of Directors shall serve until the first annual meeting, at which their successors are duly appointed, elected and our qualified for designated terms, or removed as provided in the bylaws.

ARTICLE IX- PERSONAL LIABILITY

No (member) officer or Director of this corporation/ W. J. Matheney Ministries shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE X- EFFECTIVE DATE

These articles of incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XI- AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the members, and approved to a member's meeting by a majority of the members, unless all directors and all members sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XII- IDEMINIFICATION

The Corporation shall indemnify a director of the Corporation who was wholly successful, on merits or otherwise, in the defense of any proceeding to which the director or officer was a party because a director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual made a party to a proceeding because the individual is or was a director, officer, employee, or agent of the corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee, or agent, as the case may be, is permissible in the circumstances because the director, officer, employee, or agent has met the standard of conduct set forth by the Board of Directors.

The indemnification and advancement of attorney fees and the expenses for directors, officers, employees and agents of the corporation shall apply when such persons are serving at the corporations request while a director, officer, employee, or agent of the Corporation, as the case

may be, as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee, benefit plan or other enterprise, whether or not for profit, as well as in their official capacity.

The Corporation may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee, or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding.

The Corporation may also purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee, or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law.

All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is a director, officer, employee, or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be severable and provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation of "director", "officer", "employee", and "agent" shall include their heirs, estates, executors, administrators, and personal representatives of such persons.

ARTICLE XIII-COVENANT NOT TO USE

The corporation/ W. J. Matheney Ministries agrees that it will never institute any action or suit at law or in equity against any director or officer of the corporation, nor institute, prosecute, or in any way aid in the institution or prosecution of any claim, demand, action, or cause of action for damages, costs, loss of services, expenses, or compensation for or on account of any damage loss or injury either to person or property, or both, whether developed or undeveloped, resulting or to result, known or unknown, past present, or future, arising out of a director officer of the corporation's service to the corporation.

ARTICLE XIV-DEDICATION AND DISTRIBUTION OF ASSETS

Assets of the corporation are permanently dedicated to the furtherance of the specified exempt purposes set forth in Article.

ARTICLE XV-DISSOLUTION

At the time of dissolution of the corporation/ W. J. Matheney Ministries, Inc. the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 501(c) 3 of the Internal Revenue Code of 2001, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

ARTICLE XVI REGISTERED AGENT

The Registered agent of this corporation is:

Willie J Matheney
4820 Floramar Terrace
New Port Richey Fl 34652

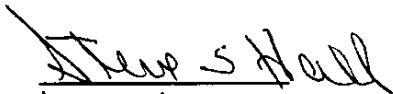
Willie J. Matheney
Registered Agent

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XV.II-INCORPORATOR(S)

The incorporator(s) of this corporation is/are: **Steve S Hall**

The undersigned incorporator(s) certifies that she/he/they execute(s) these articles for the purposes herein stated. In witness Whereof, we have hereunto set our hand and seal acknowledged and filed the forgoing Articles of Incorporation for W. J. Matheney Ministries, Inc. a nonprofit charitable organization, under the laws of the State of Florida this 26th day of April 2011.



Incorporator
Steve S Hall
P. O. Box 190274
Ft. Lauderdale FL 33319

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA