

N96000001171

HAYNES AND BOONE, L.L.P.
ATTORNEYS AND COUNSELORS AT LAW

4300 FIRST INTERSTATE BANK PLAZA
1000 LOUISIANA STREET
HOUSTON, TEXAS 77002-6017
TELEPHONE 713/547-2000
FAX 713/547-2600

WHITING DIRECT DIAL NUMBER

(713) 547-2050

AUSTIN
DALLAS
FORT WORTH
HOUSTON
MEXICO CITY
SAN ANTONIO
WASHINGTON, D.C.

20317.3

February 8, 1996

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

Re: Nickerson Ministries, Inc.

300001712333
-02/12/96--01046--009
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find Articles of Incorporation of Nickerson Ministries, Inc., a nonprofit corporation. Please file the Articles of Incorporation with the Florida Secretary of State.

Additionally enclosed is our check in the amount of \$78.85. Please apply the fees as follows:

\$35.00 filing fee;
\$35.00 designation of registered agent; and
\$ 8.75 Certificate under seal.

W96-3599

After filing, please return file stamped copies of each document and Certificate under seal to my attention at the above referenced address.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

Shannon Lucas

Shannon Lucas
Legal Assistant

Enclosures
H-0055471.01

Dmc
2-16-96

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FILED
96 MAR -4 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 16, 1996

SHANNON LUCAS, LEGAL ASSISTANT
HAYNES AND BOONE, L.L.P.
1000 LOUISIANA STREET
HOUSTON, TX 77002-5012

SUBJECT: NICKERSON MINISTRIES, INC.
Ref. Number: W96000003599

We have received your document for NICKERSON MINISTRIES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

— According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

— Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return 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 (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 196A00006897

HAYNES AND BOONE, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

4000 FIRST INTERSTATE BANK PLAZA
1000 LOUISIANA STREET
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FAX 713/547-2600

WRITER'S DIRECT DIAL NUMBER

(713) 547-2050

AUSTIN
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HOUSTON
MEXICO CITY
SAN ANTONIO
WASHINGTON, D.C.

20317.3

February 26, 1996

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

Re: Nickerson Ministries, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation of Nickerson Ministries, Inc., a nonprofit corporation. Please file the Articles of Incorporation with the Florida Secretary of State.

Additionally enclosed is your letter dated February 16, 1996. All requested changes and corrections have been made.

After filing, please return file stamped copies of each document and Certificate under seal to my attention at the above referenced address.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Shannon Lucas
Legal Assistant

Enclosures
H-0055471.02

**ARTICLES OF INCORPORATION
OF
NICKERSON MINISTRIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person of the age of eighteen (18) years or more,
acting as incorporator of a corporation under the Florida Not For Profit Corporation
Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the Corporation is NICKERSON MINISTRIES, INC. (the
"Corporation"). The principal office and mailing address of the Corporation is 18809
Avenue Biarritz, Lutz, Florida 33549. The principal office address is the same as the
registered agent address.

ARTICLE TWO

The Corporation is a not for profit corporation.

ARTICLE THREE

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

The Corporation is formed exclusively for charitable purposes within the
meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and
to do all things necessary for and incidental to the accomplishment of the purposes
and goals of the Corporation.

Notwithstanding the provisions of this Article Four, the Corporation shall
neither have nor exercise any power, nor shall it engage directly or indirectly in any
activity, that would invalidate its status (1) as a corporation which is exempt from
federal income taxation as an organization described in Section 501(c)(3) of the Code

or (2) as a corporation contributions to which are deductible under Sections 170(c)(2), 2055(a), and 2522(a) of the Code.

ARTICLE FIVE

The street address of the initial registered office of the Corporation is 18809 Avenue Biarritz, Lutz, Florida 33549; and the name of its initial registered agent at such address is HARDY O. NICKERSON. Hardy O. Nickerson voluntarily accepts such appointment and is familiar with the obligations of the position of registered agent.

ARTICLE SIX

The number of directors and the method of their election shall be determined by the Bylaws of the Corporation and shall be subject to change from time to time as the Bylaws may be amended.

The number of directors constituting the initial Board of Directors of the Corporation is three (3) and the names and addresses of the persons who are to serve as the initial directors are:

HARDY O. NICKERSON

18809 Avenue Biarritz
Lutz, Florida 33549

AMYLURINE C. NICKERSON

18809 Avenue Biarritz
Lutz, Florida 33549

GREG FESTE

4665 Sweetwater Blvd.,
Suite 105
Sugar Land, Texas 77479

The members of the Board of Directors shall serve without compensation, and no member of the Board of Directors shall receive any pecuniary benefit from the Corporation in his or her capacity as a member of the Board of Directors except

reimbursement for actual expenses incurred in connection with the business of the Corporation.

ARTICLE SEVEN

The name and address of the incorporator is:

John M. Collins
4300 First Interstate Bank Plaza
1000 Louisiana
Houston, Texas 77002

ARTICLE EIGHT

The Corporation shall have no shareholders or other members.

ARTICLE NINE

The initial Bylaws of the Corporation shall be adopted by the Board of Directors, and the power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors.

ARTICLE TEN

1. The Corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends. The balance, if any, or all money and other assets received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purposes of the Corporation as particularly set forth in Article Four hereof.

2. Notwithstanding anything to the contrary contained in any provision of these Articles of Incorporation or of the Bylaws of this Corporation, if this Corporation is ever determined to be a private foundation, as defined in Section 509

of the Code, it shall not act, operate, or engage in any transaction which would subject the Corporation or any other persons to a tax imposed by Sections 4941 to 4945 of the Code.

3. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four hereof.

4. No substantial part of the activities (except as permitted pursuant to the Code) of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.


5. The Corporation shall not operate for the primary purpose of carrying on a trade or business for profit.

6. The territory in which the Corporation's operations are principally to be conducted is the United States of America.

7. In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the Corporation shall go and be distributed to a non-profit fund, foundation, or corporation which is organized or operated exclusively for

charitable, religious, and/or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Code as the directors of this Corporation may select and designate; and in no event shall any of the said assets or property, in the event of dissolution, go or be distributed to any persons, either for the reimbursement of any sum subscribed, donated, or contributed by such persons, or for any other such purpose.

IN WITNESS WHEREOF, I have hereunto set my hands this 26 day of February, 1996.



John M. Collins, Incorporator

THE STATE OF TEXAS

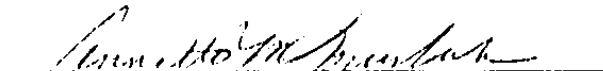
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COUNTY OF HARRIS

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BEFORE ME, the undersigned authority, on this 26th day of February, 1996, personally appeared John Collins who, after being by me duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements contained therein are true.


Notary Public in and for the State of Texas

MY COMMISSION EXPIRES:

October 31, 1999

ACCEPTANCE OF REGISTERED AGENT

I, the undersigned person accept the position of registered agent for Nickerson Ministries, Inc. By signing this statement I acknowledge that I am familiar with and accept the obligations of the position of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hands on this 10 day
of January, 1990.


Hardy O. Nickerson, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA