

MATTHAEUS CHARITIES

425 N.W. 210 Street, Suite 106

Miami, Florida 33169

(305) 493-3085

N990000007395

December 7, 1999

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

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-12/13/99-01088-011
****131.25 ****87.50

To whom it may concern:

Please find enclosed one (1) copy and the original Articles of Incorporation, and Registered Agent Attestation for **MATTHAEUS CHARITIES, INC.**, a not-for-profit corporation.

Also, find the appropriate filing fee of \$131.25 for a Certified Copy and Certificate of Corporation.

Thank you for your assistance in this matter.

Sincerely,

Avarian R. McKendrick

Avarian R. McKendrick
President

Enclosures as stated

ag 12/15

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
MATTHAEUS CHARITIES, INC.
(organized under the nonprofit corporation laws of Florida)

The undersigned subscribers, a majority of whom are citizens of the United States, desire to form a Nonprofit Corporation under the Florida Not for Profit Corporation Act. Moreover, the undersigned are natural persons competent to contract and hereby form a not for profit Corporation under the laws as stated in the Florida statutes, more specifically, Florida Statutes Section 617.0202. The undersigned subscribers hereby adopt the following Articles of Incorporation and do hereby certify:

ARTICLE 1 - NAME

The name of the corporation is *Matthaeus Charities, Inc.*

ARTICLE 2 - PRINCIPAL OFFICE

The street address of the *initial* principal office of this Corporation is:

*425 N.W. 210 Street, Suite 106
Miami, Florida 33169*

The mailing address of this Corporation is:

*425 N.W. 210 Street, Suite 106
Miami, Florida 33169*

ARTICLE 3 - PURPOSES OF THE CORPORATION

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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, or the corresponding section of any future Federal tax code.

The Corporation shall provide charitable services in manner that is beneficial to the public interest. Namely, for the development of individual moral, spiritual, and ethical capabilities, support

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of education, improvement of social welfare, alleviation of poverty and its residual effects, and advancement of knowledge and academic scholarship.

More specifically, the Corporation is organized to perform charitable activities and services, the primary purpose of which is providing for special spiritual, moral, ethical, educational, cultural, and social benefits to minors that contribute to the development of good character, exemplary morals, and to the educational and cultural development, of minors.

ARTICLE 4 - OFFICERS AND DIRECTORS

The names and addresses of the persons who are the *initial* officers and directors are as follows:

<u>Name and Title</u>	<u>Address</u>
Avarian R. McKendrick, <i>President</i>	3250 N.W. 209 Terrace Miami, Florida 33055
Tiana Davis, <i>Vice-president</i>	425 N.W. 210 Street, #106 Miami, Florida 33169
Wachell Davis, <i>Secretary/Treasurer</i>	425 N.W. 210 Street, #106 Miami, Florida 33169
Kathy Coker-Mack, <i>Board Member</i>	3031 N.W. 171 Terrace Miami, Florida 33055

ARTICLE 5 - INCORPORATORS

The names and addresses of the persons who are the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Avarian R. McKendrick, <i>Incorporator</i>	3250 N.W. 209 Terrace Miami, Florida 33055
Wachell Davis, <i>Incorporator</i>	425 N.W. 210 Street, #106 Miami, Florida 33169
Kathy Coker-Mack, <i>Incorporator</i>	3031 N.W. 171 Terrace Miami, Florida 33055

ARTICLE 6 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

425 N.W. 210 Street, Suite 106
Miami, Florida 33169

The name of the initial registered agent of this Corporation at the address is Wachell Davis.

ARTICLE 7 - PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the furtherance of the purposes set forth in Article Third hereof.

No substantial part of the activities of the Corporation shall be 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) and political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Moreover, 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 the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

ARTICLE 8 - MANNER OF ELECTION OF DIRECTORS

The Directors shall be elected or appointed by a majority vote of the Members of the Corporation.

ARTICLE 9 - PRESIDENT

The initial 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 the Article Second hereof: *Avarian R. McKendrick*.

ARTICLE 10 - TERM OF EXISTENCE

The Corporation shall have perpetual existence. The Corporate existence shall commence on the date these Articles are filed.

ARTICLE 11 - CAPITAL STOCK

The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 12 - QUALIFICATIONS OF MEMBERSHIP

Any individual who subscribes to the charitable purposes, basic philanthropic policies, and benevolent intents of the Corporation may become a member of the Corporation subject only to compliance with the provisions of the By Laws.

Membership in the Corporation shall be available without regard to race, color, creed, or national origin.

The manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE 13 - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 14 - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 15 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16 - 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 Members' meeting by a majority of the Members, unless all the Directors and all Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 17 - INDEMNIFICATION

The Corporation shall indemnify a director of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the 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 expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's 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 with the Corporation.

The Corporation also 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 also may 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 or was 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 to "director," "officer," "employee," and "agent" shall include the heirs, estates, executors, administrators, and personal representatives of such persons.

ARTICLE 18 - COVENANT NOT TO SUE

The Corporation 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 or officer of the Corporation's service to the Corporation.

ARTICLE 19 - DEDICATION AND DISTRIBUTION OF ASSETS

Assets of the Corporation are permanently dedicated to the furtherance of the specified exempt purposes set forth in Article Third hereof, within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

ARTICLE 20 - DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose.

However, if a named recipient is not then in existence or no longer a qualified distributee or unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code. Reliance may be placed upon Florida state law to establish permanent dedication of assets for exempt purposes.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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 21- CORPORATION SEAL

The Seal of the Corporation shall be as particularly shown in an embossed impression of the following inscription:

MATTHAEUS CHARITIES, INC.
Corporate Seal
Florida
1999

IN WITNESS WHEREOF, we have hereunto set our hand and seal acknowledged and filed the foregoing Articles 1 through 21 which comprise the Articles of Incorporation for **MATTHAEUS CHARITIES, INC.**, a nonprofit charitable organization, under the laws of the State of Florida this _____
7th _____ day of December, 1999.

Avarian R. McKendrick

Incorporator

Avarian R. McKendrick
3250 N.W. 209 Terrace
Miami, Florida 33055

Wachell Davis

Incorporator

Wachell Davis
425 N.W. 210 Street, #106
Miami, Florida 33169

Kathy Coker Mack

Incorporator

Kathy Coker-Mack
3031 N.W. 171 Terrace
Miami, Florida 33054

REGISTERED AGENT ATTESTATION

Pursuant to the provisions of Section 617.0501 Florida Statutes, **MATTHAUES CHARITIES, INC.**, a not for profit corporation, organized under the laws of the State of Florida submits the following statements in designating the Registered Office/Registered Agent in the State of Florida:

1. The street address of the initial principal office of this Corporation is 425 N.W. 210 Street, Miami, Florida 33169.
2. The mailing address of this Corporation is 425 N.W. 210 Street, Miami, Florida 33169.
3. The name of the Registered Agent is *Wachell Davis*.

Avarian R. McKendrick

Incorporator
Avarian R. McKendrick
3250 N.W. 209 Terrace
Miami, Florida 33055

Kathy Coker-Mack

Incorporator
Kathy Coker-Mack
3031 N.W. 171 Terrace
Miami, Florida 33054

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TALLAHASSEE, FLORIDA

Having been named as initial Registered Agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Wachell Davis

Signature of
Wachell Davis,
Registered Agent
425 N.W. 210 Street
Miami, Florida 33169

12.07.99

Date