

LLOYD K. DUNCAN, CPA, P.A.

Certified Public Accountant

720424

August 28, 2002

Amendment Section
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

Re: Sahib Temple Holding Corporation
A.K.A. Sahib Temple, Inc.

000007473860--0
-09/03/02--01051-017
*****43.75 *****43.75

Gentlemen:

I am enclosing amended articles of incorporation for the above organization. Also enclosed is check 15566 in the amount of \$43.75 in payment of the filing fee and the cost of one certified copy.

Please return documents to me as treasurer, 600 North Beneva Road, Sarasota, FL 34232

Please advise if additional information is required.

Sincerely,

Lloyd K. Duncan
Lloyd K. Duncan, CPA, P.A.

enclosures

FILED
02 SEP -3 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Lloyd K. Duncan
gave authority to
correct document
ac 9/6*

*ac 9/6
n/chg*

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

SAHIB TEMPLE, INC.

(present name)

720424

(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

The articles of incorporation of this corporation formerly known as Sarasota Scimitar Club, Inc., and Sahib Temple, Inc. and presently known as Sahib Temple Holding Corporation are amended by deleting them in their entirety and substituting the attached articles of incorporation in lieu thereof.

SECOND: The date of adoption of the amendment(s) was: August 26, 2002

THIRD: Adoption of Amendment (CHECK ONE)

☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

Ed Phillips

Typed or printed name

Vice President

Title

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

AMENDED ARTICLES OF INCORPORATION OF

SAHIB TEMPLE, INC.

The articles of incorporation of this corporation formerly known as Sarasota Scimitar Club, Inc. and presently known as Sahib, Inc., are amended by deleting them in their entirety and substituting the following articles of incorporation in lieu thereof.

ARTICLE I

Name And Address

§1.1 Name. The name of this corporation is Sahib Temple Holding Corporation

§1.2 Address. The street address is 600 North Beneva Road, Sarasota, Florida 34232 and the mailing address is the same.

ARTICLE II

Term

§2.1 Duration. This corporation is to exist perpetually.

ARTICLE III

Purposes

§3.1 Purpose. This corporation exists solely as a nonprofit corporation having no purpose other than that of acquiring, owning, selling or otherwise disposing of, and mortgaging real estate, and the erection, maintenance and operation of buildings thereon, for the use of Sahib Temple, A.A.O.N.M.S., of Sarasota, Florida, and its members, said Sahib Temple being an unincorporated society, fraternal and charitable in nature, embodying the charitable and educational principles of the Ancient Arabic Order of the Nobles of the Mystic Shrine for North America.

§3.2 Internal Revenue Code. The corporate purposes shall, furthermore, be in accordance with the provisions of §501(c)(2) of the Internal Revenue Code, as amended from time to time. Any income received by the corporation, less expenses and less a reasonable reserve for anticipated expenses at the commencement of the new year, shall be turned over annually to Sahib Temple, A.A.O.N.M.S., which is exempt under §501(c)(10) of the Internal Revenue Code.

ARTICLE IV

General Provisions

- §4.1 This corporation is subject to control by Sahib Temple, A.A.O.N.M.S. at all times.
- §4.2 This corporation shall not have any capital stock and no person shall receive any profits from its operations by dividends or otherwise, and no substantial part of the activities of the corporation shall be to carry on propaganda or otherwise attempt to influence legislation.
- §4.3 To part of the assets or funds may inure to the benefit of individuals personally except in payment for services actually received or performed.
- §4.4 Copies of these articles of incorporation, and the bylaws of the corporation, and any amendments thereto, must be filed with the Imperial Recorder.
- §4.5 This corporation shall maintain its records in accordance with the Uniform Chart of Accounts prescribed by The Imperial Council, A.A.O.N.M.S.
- §4.6 This corporation must file annually with the Imperial Recorder a statement of activities and changes in members equity for the previous year and a statement of financial position showing the financial condition of the corporation at the end of the previous year.
- §4.7 This corporation must have its financial accounts audited or reviewed by a certified, chartered or licensed public accountant at the close of each year, as provided by the bylaws of The Imperial Council, A.A.O.N.M.S. and a copy of the audit report must be filed with the Imperial Recorder.
- §4.8 The private property of the members of the board of directors of this corporation and the officers thereof shall not be subject to the payment of corporate debts to any extent whatsoever.
- §4.9 The sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the corporation, may only be upon such terms and conditions and for such consideration as shall first be authorized by a vote of the temple at a stated meeting of the temple, or at a special meeting which sets forth in the notice of the meeting the specific nature of the business to be transacted.
- §4.10 No purchaser upon any sale of any property of the corporation shall be required to see to the application of the purchase money received therefrom or to inquire into the validity, expediency or propriety of any such sale.
- §4.11 In the event of dissolution, the assets and funds remaining after payment in full of all debts of the corporation shall be conveyed to Sahib Temple, A.A.O.N.M.S. or Shriners Hospitals For Children, or both, as authorized by a vote of Sahib Temple, A.A.O.N.M.S. at a stated meeting of that temple or at a special meeting which sets forth in the notice of the meeting the specific nature of the business to be transacted.

ARTICLE V

Members

§5.1 Membership. This corporation shall have no members.

ARTICLE VI

Directors

§6.1 Number. The affairs and business of this corporation shall be managed and conducted by a board of directors consisting of eight in number, seven of whom shall be the persons who occupy the position of the official divan of Sahib Temple, A.A.O.N.M.S. and one of whom shall be the immediate past potentate of such temple, and their designation as such officers in Sahib Temple, A.A.O.N.M.S. shall constitute them the board of directors of this corporation.

§6.2 Good Standing. The directors and managing officers shall be members in good standing in Sahib Temple, A.A.O.N.M.S.

ARTICLE VII

Officers

§7.1 Designation. The officers of this corporation shall be a president, vice president, treasurer and secretary, and such other officers as may be created and designated by the directors of the corporation.

§7.2 President. The president of this corporation shall be the person who occupies the position of potentate of Sahib Temple, A.A.O.N.M.S.

§7.3 Vice President. The vice president of this corporation shall be the person who occupies the position of chief rabban of Sahib Temple, A.A.O.N.M.S.

§7.4 Treasurer. The treasurer of this corporation shall be the person who occupies the position of treasurer of Sahib Temple, A.A.O.N.M.S.

§7.5 Secretary. The secretary of this corporation shall be the person who occupies the position of recorder of Sahib Temple, A.A.O.N.M.S.

§7.6 Other Officers. Other officers shall be elected by a majority vote of the board of directors.

ARTICLE VIII

Meetings

§8.1 Annual. The annual meeting of this corporation shall be at the time and place of the annual meeting of Sahib Temple, A.A.O.N.M.S.

§8.2 Regular and Special. Regular and special meetings for the transaction of such other business necessary to carry out the purposes of the corporation may be held within the state of Florida at such time and place as may from time to time be designated in accordance with the bylaws.

ARTICLE IX

Bylaws

§9.1 Bylaws. The board of directors shall provide such bylaws for the conduct of the corporate business as they deem necessary and these shall be presented to the first meeting of the board of directors.

§9.2 Amendments. Thereafter, after due notice as provided by the bylaws, the bylaws may be amended, altered or revised by majority vote of the directors present and voting at a stated meeting or any special meeting called for that purpose.

§9.3 Annual Meeting. The bylaws shall provide that the annual meeting of Sahib Temple, A.A.O.N.M.S. shall also constitute the annual meeting of the directors of this corporation.

ARTICLE X

Amendments

§10.1 Amendments. This corporation reserves the right to amend, alter, change or repeal provisions contained in these articles of incorporation in the manner now or hereafter prescribed by statute and by the bylaws of The Imperial Council, A.A.O.N.M.S.

§10.2 Approval. No amendment of the articles of incorporation shall be valid unless first approved by the chairman of the Imperial Jurisprudence and Laws Committee, General Counsel and the Imperial Potentate.

§10.3 Shrine Law Changes. When a change is made by The Imperial Council, A.A.O.N.M.S. affecting Shrine law and the change affects the articles of incorporation or bylaws of this corporation, the articles of incorporation and the bylaws of this corporation, unless prohibited by state law, are thereupon changed to conform with those of The Imperial Council, A.A.O.N.M.S. and appropriate action shall be taken by the corporation to evidence the same.

ARTICLE XI

Registered Agent and Registered Office.

§11.1 Registered Agent. The registered agent of this corporation is William W. Batten, 600 North Beneva Road, Sarasota, Florida 34232.

§11.2 Registered Office. The registered office of this corporation is 600 North Beneva Road, Sarasota, Florida 34232.

The foregoing amended articles of incorporation were duly adopted and approved by the members of Sahib, Inc. at a duly called special meeting held on April 23, 2001, for which due notice was given, by affirmative vote of two-thirds of the members present at said meeting and entitled to cast votes.

Dated this 23rd day of April, 2001.



Kenneth Gerrard, Sr.
President and Chairman of the Board



William W. Batten
Secretary

TEMPLE APPLICATION AND POTENTATE'S CERTIFICATE

Sahib Temple, A.A.O.N.M.S. hereby applies to the Imperial Potentate for permission to organize a corporation to be known as Sahib Temple Holding Corporation a.k.a. Sahib Temple, Inc.

The corporation is necessary as it is in the best interest of the temple to hold title to its property in a corporate structure.

The corporation will exist solely as a nonprofit corporation having no purpose other than that of acquiring, owning, selling or otherwise disposing of, and mortgaging real estate, and the erection, maintenance and operation of buildings thereon, for its own use.

The proposed articles of incorporation include the provisions required by §334.9 of the bylaws of The Imperial Council, A.A.O.N.M.S.

Upon incorporation, the potentate of Sahib Temple, A.A.O.N.M.S. will require and assume responsibility for the obtaining of a title-holding exemption ruling from the Internal Revenue Service, and he will furnish a copy thereof to the Imperial Recorder.

Dated this 23rd day of April, 2001.


Kenneth Gerrard, Sr. – Potentate

Attest:


William W. Batten – Recorder

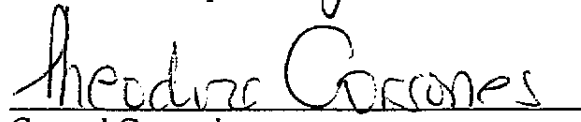
APPROVAL

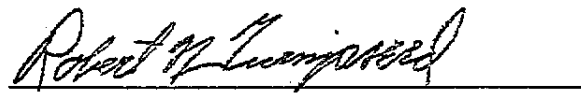
The application of Sahib Temple, A.A.O.N.M.S. to organize a temple holding corporation, pursuant to §334.9 of the bylaws of The Imperial Council, A.A.O.N.M.S. stating the reasons why a corporation is necessary, was presented to the undersigned.

Upon review and consideration of the foregoing and the proposed articles of incorporation, we hereby grant our approval to the application, and the corporation may be organized.

Dated this 15 day of May, 2001.


Chairman-Jurisprudence & Laws Committee


General Counsel


Imperial Potentate