

720424

(Requestor's Name)

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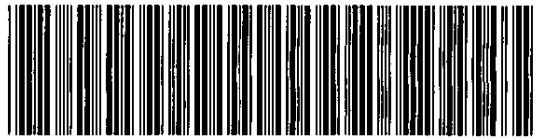
(Business Entity Name)

(Document Number)

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10/22/07--01026--004 **70.00

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07 DEC 20 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended +
Restated

+ N/C 12/20

William B. Padelford
John W. Kaklis
Florida 34205
Kathleen Constantine

Of Counsel:
William H. Garland

1401 8th Avenue West
Bradenton,

(941) 748-1400 or (800) 884-6007
Fax (941) 748-5680
garlandpadelford@aol.com

October 18, 2007

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

RE: Amendment to Articles of Incorporation
Sahib Temple Holding Corporation

To whom it may concern:

Enclosed please find an Amendment of the Articles of Incorporation of Sahib Temple Holding Corporation for filing.

Also enclosed is a photocopy of the Amendment, as well as a check in the amount of \$70.00 payable to the Florida Department of State.

If you have any questions, please do not fail to contact me.

Sincerely,


William B. Padelford

ATTN: Susan Payne



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 29, 2007

William B. Padelford
1401 8th Ave. W.
Bradenton, FL 34209

OCT 31 2007

SUBJECT: SAHIB TEMPLE HOLDING CORPORATION
Ref. Number: 720424

We have received your document for SAHIB TEMPLE HOLDING CORPORATION and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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 (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 507A00063177

RECEIVED
2007 DEC 20 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SAHIB SHRINERS HOLDING CORPORATION

The articles of incorporation of this corporation, formerly known as Sarasota Scimitar Club, Inc. and presently known as Sahib Temple Holding Corporation, are amended and restated in their entirety to read as follows.

ARTICLE 1

Name

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

ARTICLE 2

Term

§2.1 Duration. This nonprofit corporation is to exist perpetually.

ARTICLE 3

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 Shriners, of Sarasota, Florida, and its members, said Sahib Shriners 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 revenues received by the corporation shall be turned over to Sahib Shriners, which is exempt under §501(c)(10) of the Internal Revenue Code.

ARTICLE 4

General Provisions

§4.1 Control. This corporation is subject to control by Sahib Shriners at all times.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

§4.2 Prohibited Activities. 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 Personal Benefit. No 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 Documents. 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 Records. 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 Audit. This corporation is required to have its financial statements 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 accountant's report and accompanying financial statements must be filed with the Imperial Recorder.

§4.7 Corporate Debt. 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.

§4.8 Disposition of Assets. 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.

§4.9 Purchaser of Assets. No purchaser 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.

§4.10 Dissolution. 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 Shriners or Shriners Hospitals For Children, or both, as authorized by a vote of Sahib Shriners 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 5

Members

§5.1 Membership. This corporation shall have no members.

ARTICLE 6

Directors

§6.1 Management. 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 Shriners and one of whom shall be the immediate past potentate of such temple, and their designation as such officers in Sahib Shriners shall constitute them the board of directors of this corporation.

§6.2 Names, Addresses and Titles. The initial board of directors are:

Dale B. Labell	11315 Rivers Bluff Circle Bradenton, FL 34202	Director & Potentate
John N. Mitchell	5545 Downham Meadow Sarasota, FL 34235	Director & Chief Rabban
Oscar H. Cloutier	6702 Stone River Road Bradenton, FL 34203	Director & Assistant Rabban
Donald D. Vos	4488 Highlands Park Sarasota, FL 34235	Director & High Priest & Prophet
Thomas J. Millaway	2702 Delhart Avenue North Port, FL 34286	Director & Oriental Guide
Paul B. Tobias	6609 Stone River Road - #102 Bradenton, FL 34203-7833	Director & Treasurer
William W. Batten	600 N. Beneva Road Sarasota, FL 34232-1316	Director & Recorder
Homer D. Cranmer	6517 Lacey Lane Ellenton, FL 34222-4385	Director & Past Potentate

§6.3 Powers. The board of directors has all of the powers usually vested in the directors of a nonprofit corporation without members, except as otherwise provided by Shrine law, this corporation's articles of incorporation and bylaws, and in the laws of the state of Florida.

§6.4 Good Standing. The directors and managing officers shall be members in good standing in Sahib Shriners.

ARTICLE 7

Officers

§7.1 Designation. The officers of this corporation shall be a president, vice president, treasurer and secretary.

§7.2 President. The president of this corporation shall be the person who occupies the position of potentate of Sahib Shriners.

§7.3 Vice President. The vice president of this corporation shall be the person who occupies the position of chief rabban of Sahib Shriners.

§7.4 Treasurer. The treasurer of this corporation shall be the person who occupies the position of treasurer of Sahib Shriners.

§7.5 Secretary. The secretary of this corporation shall be the person who occupies the position of recorder of Sahib Shriners.

ARTICLE 8

Meetings

§8.1 Annual. The annual meeting of the directors of this corporation shall be concurrently with, and at the same place as, the annual meeting of Sahib Shriners.

§8.2 Regular and Special. Regular and special meetings of the directors for the transaction of such other business necessary to carry out the purposes of the corporation may be held within or without the state of Florida at such time and place as may from time to time be designated in accordance with the bylaws.

ARTICLE 9

Bylaws

§9.1 Bylaws. The board of directors shall provide such bylaws for the conduct of the corporate business as they deem necessary.

§9.2 Amendments. Thereafter, the bylaws may be amended, altered or revised as provided in the bylaws.

§9.3 Annual Meeting. The bylaws shall provide that the notice of the annual meeting of Sahib Shriners shall also constitute the notice of the annual meeting of the directors of this corporation.

ARTICLE 10

Amendments

§10.1 Procedure. 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 11

Registered Agent and Registered Office.

§11.1 Registered Agent. The initial registered agent of this corporation is William W. Batten, recorder of Sahib Shriners, 600 N. Beneva Road, Sarasota, Florida 34232-1316.

§11.2 Registered Office. The registered office and principal place of business of this corporation is Sahib Shriners, 600 N. Beneva Road, Sarasota, Florida 34232-1316.

ARTICLE 12

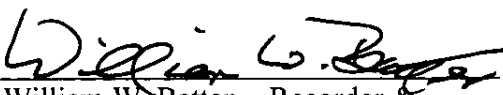
Incorporator

§12.1 Name and Address.

Dale B. Labell	11315 Rivers Bluff Circle	Incorporator
	Bradenton, FL 34202	

In witness whereof we, the undersigned, have hereunto set our hands and seal this 15th day of October, 2007.

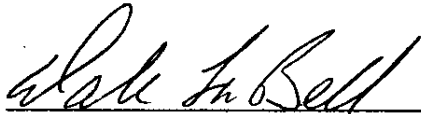

Dale B. Labell – Potentate & Incorporator

Attest: 
William W. Batten – Recorder &
Registered Agent

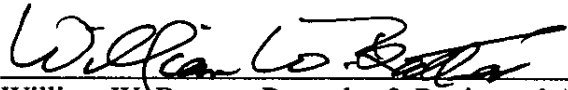
**CERTIFICATE OF MEMBER APPROVAL AND ADOPTION OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
SAHIB TEMPLE HOLDING CORPORATION**

The undersigned hereby state that on the 2 day of October, 2007, the sufficient number of the general membership of the Sahib Temple Holding Corporation required to cast votes to approve and adopt the attached Amended and Restated Articles of Incorporation of the Sahib Temple Holding Corporation did so cast votes to approve and adopt.

In witness whereof, we, the undersigned, have hereunto set our hands and seal this 04 day of December, 2007.



Dale B. Labell - Potentate & Incorporator



William W. Batten - Recorder & Registered Agent