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January 7, 2002

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

Re: MAHI SHRINE HOLDING CORPORATION

Dear Sir/Madam:

Please find enclosed Amended Articles of Incorporation in connection with the above named corporation together with my check in the sum of \$43.75 covering filing fee and certified copy.

Thank you for your attention to the above.

Very truly yours,

  
S. BLAIR ROSS

SBR:me  
Encl.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**RESTATED**  
**ARTICLES OF INCORPORATION OF**  
**MAHI SHRINE HOLDING CORPORATION**

We, the undersigned, all being citizens of the State of Florida, being of lawful age, and members of Mahi Temple, A.A.O.N.M.S., do hereby restate the Articles of Incorporation of MAHI SHRINE HOLDING CORPORATION, a nonprofit corporation under the provisions of Florida Statutes Chapter 617, the Nonprofit Corporation Act.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I**  
*Name*

§1.1 The name of this Corporation is MAHI SHRINE HOLDING CORPORATION.

**Article II**  
*Term*

§ 2.1 The period of duration of this nonprofit Corporation shall be perpetual.

**Article III**  
*Purposes*

§ 3.1 The 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 Mahi Temple, A.A.O.N.M.S., of Miami, Florida, and its members, said Mahi 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 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, shall be turned over annually to Mahi 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 The Corporation is subject to control by Mahi Temple, A.A.O.N.M.S. at all times.

§ 4.2 The 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 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 these Articles of Incorporation and the Bylaws of the Corporation, and any amendments thereto, must be filed with the Imperial Recorder.

§ 4.5 The 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 The 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 The 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 the 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 of, 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 Mahi Temple, A.A.O.N.M.S., or Shriners Hospital for Children, or both, as authorized by a vote of Mahi 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 special nature of the business to be transacted.

#### **Article V** *Members*

§ 5.1 This Corporation shall have no members.

#### **Article VI** *Directors*

§ 6.1 The affairs and business of the Corporation shall be managed and conducted by a Board of Directors consisting of eight in number, seven of whom shall be persons who occupy the position of the official divan of Mahi 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 Mahi Temple, A.A.O.N.M.S., shall constitute them the Board of Directors of this Corporation.

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

## Article VII *Officers*

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

§ 7.2 The president of the Corporation shall be the person who occupies the position of Potentate of Mahi Temple, A.A.O.N.M.S.

§ 7.3 The vice-president of the Corporation shall be the person who occupies the position of Chief Rabban of Mahi Temple, A.A.O.N.M.S.

§ 7.4 The secretary of the Corporation shall be the person who occupies the position of Recorder of Mahi Temple, A.A.O.N.M.S.

§ 7.5 The treasurer of the Corporation shall be the person who occupies the position of Treasurer of Mahi Temple, A.A.O.N.M.S.

§ 7.6 Other officers shall be elected by a majority vote of the Board of Directors.

## Article VIII *Meetings*

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

§ 8.2 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 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 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 at any special meeting called for that purpose.

§ 9.3 The Bylaws shall provide that the annual meeting of Mahi Temple, A.A.O.N.M.S., shall constitute the annual meeting of the Directors of this Corporation.

**Article X**  
*Amendments*

§ 10.1 The 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.

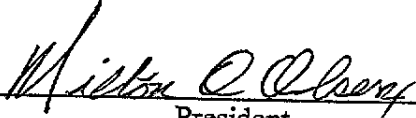
§ 10.2 No amendment of the Articles of Incorporation shall be valid unless first approved by the Chairman of the Imperial Jurisprudence and Laws Committee, General Counsel and the Imperial Potentate.

§ 10.3 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 The registered agent is Paul Newman and the registered office is at 1500 N.W. North River Drive, Miami, Florida.

IN WITNESS WHEREOF we, the undersigned, have hereunto set our hands and seals this 8<sup>TH</sup> day of NOVEMBER, 2001.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

  
\_\_\_\_\_  
Treasurer

**MAHI SHRINE HOLDING CORPORATION  
RESOLUTION**

At a joint meeting, duly called, the MAHI SHRINE HOLDING CORPORATION Board of Directors and the membership of the Corporation did on the 8TH day of NOVEMBER 2001 at 1500 N.W. North River Drive, Miami, Florida, adopt the following Resolution:

**RESOLUTION**

To restate in their entirety the Articles of Incorporation of MAHI SHRINE HOLDING CORPORATION.

*Whereas* it is appropriate to restate the Articles of Incorporation of MAHI SHRINE HOLDING CORPORATION in order to make such Articles comply with the recommendations of the Imperial Council of the ANCIENT ARABIC ORDER OF THE NOBLES OF THE MYSTIC SHRINE FOR NORTH AMERICA,


*Now therefore*, be it resolved:

That the existing Articles of Incorporation of MAHI SHRINE HOLDING CORPORATION be and they are hereby restated in their entirety to read as on Exhibit A attached hereto. Passed and adopted at a joint meeting of the Board of Directors and members of MAHI SHRINE HOLDING CORPORATION on the 8TH day of NOVEMBER 2001.

*In witness whereof* we the undersigned officers have hereunto set our hands and seals the 8TH day of NOVEMBER 2001.

  
\_\_\_\_\_  
President

Attest:

  
\_\_\_\_\_  
Secretary

Secretary

Paul Newman