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REED ATTORNEY SUPPORT SERVICES



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February 21, 2000

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-02/24/00--01055--014
*****87.50 *****87.50

**RE: FREE AND ACCEPTED MASONIC BROTHERHOOD
AND ORDER OF EASTERN STAR, INC.**

Dear Sir/Madam:

Please find enclosed an original and one (1) copy of the Articles of Incorporation regarding the above referenced name. Also enclosed is a check in the amount of \$87.50 as and for the filing fee, certified fee and Certificate of Status fee.

After filing, please provide the Certificate of Status and the certified copy of the Articles to:

Inuka K. Rhaheed
728 Avenue D
Post Office Box 4422
Ft. Pierce, FL 34948

Thank you.

Sincerely,

G. Reed-Miller

/gm
Enclosures (As Stated)

FILED
00 FEB 24 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESNEY MAR 1 2000

ARTICLES OF INCORPORATION
OF
FREE AND ACCEPTED MASONIC BROTHERHOOD
AND ORDER OF EASTERN STAR, INC.

FILED
00 FEB 24 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned natural person, acting hereby as Incorporator for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, under the provisions of §617 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be Free and Accepted Masonic Brotherhood and Order of Eastern Star, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 811 North 13th Street, Post Office Box 4422, Ft. Pierce, FL 34948.

ARTICLE III - PURPOSE AND POWERS

The corporation is not formed for pecuniary gain or profit, direct or indirect, to itself or to its members, directors or officers. The general nature and purpose of business to be transacted and carried on by the corporation are as follows:

- a. To promote educational, social civic, religious, benevolent, charitable and self-help activities.

- b. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617.
- c. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act.
- d. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 USCA §501(a) as an organization described in 26 USCA §501(c)(3) and which is other than a private foundation as defined in 26 USCA §509.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually and shall be deemed to commence its existence on the date of filing of these Articles of Incorporation.

ARTICLE V - MANNER OF ELECTION OF DIRECTORS

The affairs of the corporation shall be managed and governed by a Board of Directors. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the bylaws. Any Director may be removed by the affirmative vote of at least two-thirds of the Board of Directors.

ARTICLE VI - BOARD OF DIRECTORS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Inuka K. Rhaheed 811 N. 13th Street, Post Office Box 4422, Ft. Pierce, FL 34948
President

Solomon Lee 811 N. 13th Street, Post Office Box 4422, Ft. Pierce, FL 34948
Treasurer

Johnnie Hill 811 N. 13th Street, Post Office Box 4422, Ft. Pierce, FL 34948
Secretary

ARTICLE VII - INITIAL REGISTERED AGENT

The name and street address of the initial registered agent is as follows:

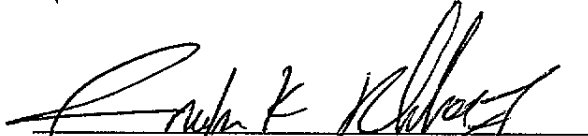
Rufus Alexander
811 North 13th Street
Ft. Pierce, FL 34950

ARTICLE VIII - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

INUKA K. RHAHEED
811 North 13th Street
Post Office Box 4422
Ft. Pierce, Florida 34948

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 17 day of FEBRUARY, 2000.


INUKA K. RHAHEED, Incorporator


RUFUS ALEXANDER, Registered Agent

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

FREE AND ACCEPTED MASONIC BROTHERHOOD
AND ORDER OF EASTERN STAR, INC.

2. The name and address of the registered agent and office is:

RUFUS ALEXANDER
811 North 13th Street
Ft. Pierce, FL 34950

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB 24 AM 7:54

FILED

Having been named as 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.

Rufus Alexander III

Signature

2/17/00

Date