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**The Most Worshipful Grand Lodge
of
Free and Accepted Masons of Florida**

ROY CONNOR SHEPPARD, P.G.M.
GRAND SECRETARY

GRAND LODGE BUILDING
P. O. BOX 1020
JACKSONVILLE, FL 32201-1020
PHONE: (904) 354-2339
PHONE: 1-800-375-2339
FAX: (904) 632-3865

July 28, 2000

Division of Corporations
Florida Department of State
New Corporations
P. O. Box 1500
Tallahassee, FL 32302-1500

400003344354-6121
-08/03/00--01001--007
****201.25 *****78.75

Re: Corporate Compliance - Newly Chartered Lodges -
Palmwood Lodge No. 303 Free and Accepted Masons of Florida

Annual Report Dept:

The Most Worshipful Grand Lodge of Free and Accepted Masons of Florida has Chartered a new Lodge, listed above, and we have enclosed their Articles of Incorporation along with the \$78.75 fee which includes a Certificate of Status. Please see that this new Lodge is registered with the State of Florida as a new Corporation.

Also enclosed are two UBR 2000 Report forms for two of our existing Lodges, Orange Lodge No. 36 Free and Accepted Masons of Florida and Sebring Lodge No. 249 Free and Accepted Masons of Florida, along with the \$61.25 fee for each of these two Lodges.

Our check No. 001865 in the amount of \$201.25 is enclosed, \$78.75 for Palmwood Lodge No. 303, new Lodge, and \$61.25 for each of the UBR Reports.

Thank you and with best regards,

Sincerely,

Roy Connor Sheppard

Roy Connor Sheppard, P.G.M.

RCS/jc
Enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 AUG - 3 AM 8:26

FILED

ARTICLES OF INCORPORATION
OF
PALMWOOD LODGE NO. 303, INC.,
FREE AND ACCEPTED MASONS OF FLORIDA

The undersigned hereby presents these Articles for the formation of a not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes and Chapter 4281, Laws of Florida, 1893.

ARTICLE I

The name of this corporation is:

Palmwood Lodge No. 303, Inc.,
Free and Accepted Masons of Florida

ARTICLE II

ADDRESS

The address of the principal office of this corporation is:

845 Bradley Street, West Palm Beach, FL 33405

ARTICLE III

PURPOSE

The purpose of this corporation is to foster and promote freemasonry as a non-sectarian religious organization, an educational organization and a charitable organization, founded upon, possessed of and adhering to all those principles, precepts, tenets and beliefs that characterize and distinguish such organizations.

ARTICLE IV
MANAGEMENT

The method of the election of officers and directors of this corporation shall be determined in accordance with the By-Laws of The Most Worshipful Grand Lodge of Free and Accepted Masons of Florida.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 220 Ocean Street, Jacksonville, Florida 32202. The name of the initial registered agent at that address is Roy Connor Sheppard. The registered agent and address may be changed from time to time in accordance with these Articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
INCORPORATORS

The name and address of each incorporator is:

Jeffrey J. Franklin, Worshipful Master
P.O. Box 8403
West Palm Beach, FL 33407

Carl E. Akins, Treasurer
136 Winter Park Lane
Palm Beach Gardens, FL 33410

James Haines, Senior Warden
624 Valleyforge Road
West Palm Beach, FL 33405

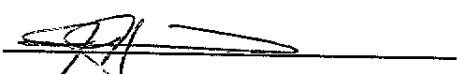
Jimmy P. Bailey, Secretary
4371 Arbor Way
Palm Beach Gardens, FL 33410

William D. Hoxeywood, Junior Warden
3404 Broadway
West Palm Beach, FL 33407

ARTICLE VII
SUBORDINATION

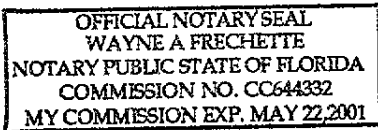
This corporation has been granted a Masonic Charter or warrant by The Most Worshipful Grand Lodge of Free and Accepted Masons of Florida (Grand Lodge), a Florida not-for-profit corporation, under and pursuant to Chapter 4281, Laws of Florida, 1893. This corporation shall at all times be subordinate to and subject to the authority of the Grand Lodge and shall at all time adhere to and abide by said Chapter 4281 and the Constitution, Regulations and Orders of the Grand Lodge. The person from time to time serving as Grand Master of the Grand Lodge shall be a member of this corporation and, as such, shall have the sole right, without the joinder of any other person, and without any meeting or vote of the members, to alter, amend or change these Articles of Incorporation or to cause the dissolution of this corporation. Upon dissolution, all assets of this corporation shall be distributed to and shall belong to the Grand Lodge or its nominee.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of July, 20 00.


Jeffrey J. Franklin

STATE OF FLORIDA
COUNTY OF Palm Beach

On this 11th day of July, 2000, the execution of the foregoing instrument was acknowledged before me by Jeffrey Franklin, who did not take an oath, and who is personally known to me.



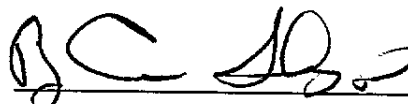

Florida Notary Public (Signature)

(NAME OF NOTARY TYPED, PRINTED OR STAMPED)

My commission expires: May 22, 2001

Commission No.: CC644332

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE OF DESIGNATION ABOVE, 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.


ROY CONNOR SHEPPARD
DATED: 7-18-00

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00 AUG -3 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA