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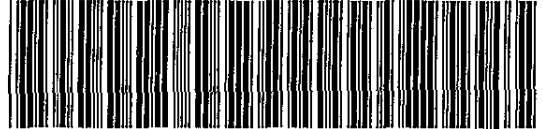
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 MAR 22 PM 2:14

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04/2/04

TRANSMITTAL LETTER

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

SUBJECT: The Sovereign Order of St. John of Jerusalem Knights Hospitaller,
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)
Princ of Nicaragua, Inc.

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Andreas Kelly, ESQ
Name (Printed or typed)

2333 Ponce de Leon Blvd #550
Address

Miami, FL 33134
City, State & Zip

305-443-4850
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

**The Sovereign Order of St. John of Jerusalem Knights Hospitaller, Priory of
Nicaragua, Inc.**

A Florida Corporation Not for Profit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, desiring to form a charitable corporation under and by virtue of the provisions of Chapter 617 of the Florida Statutes, hereby make, subscribe, and file these Articles for that purpose as follows:

ARTICLE I

Name

The name of this corporation shall be The Sovereign Order of St. John of Jerusalem Knights Hospitaller, Priory of Nicaragua, Inc.

ARTICLE II

Initial Registered Office and Agent,
Principal Office and Mailing Address

The name of the initial Registered Agent of this corporation shall be:

Andreas M. Kelly, Esq.

The office of the initial registered agent shall be:

Andreas M. Kelly, Esq.
c/o DeMahy, Labrador & Drake, P.A.
The Colonnade, Suite 550
2333 Ponce de Leon Blvd.
Coral gables, FL 33134.

The initial principal mailing address of this corporation shall be:

c/o Andreas M. Kelly, Esq.
DeMahy, Labrador & Drake, P.A.
The Colonnade, Suite 550
2333 Ponce de Leon Blvd.
Coral gables, FL 33134.

ARTICLE III

Purpose and Powers

The corporation shall not provide for pecuniary gain or profit to its members. The principal purpose for which the corporation is formed is to protect, maintain and enhance the honour and standing of the Order of St. John of Jerusalem Knights Hospitaller within the Priory and the world organization by creating new Commanderies within the Priory to care for the sick and poor; to assist existing and future Commanderies in the receipt and administration of funds for the purpose of promoting the services, objectives, and general non-profit charitable activities benefitting the sick and poor; to monitor the effectiveness and harmony of all Commanderies; to assure that all Commanderies adhere to the rules of the Order; and other purposes related to the foregoing, including the possibility of making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (or the corresponding provisions of any future amendment of the Internal Revenue Service) herein referred to as The Internal Revenue Code.

The corporation shall have the power to acquire assets by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, to borrow money and to make, accept, endorse, execute and issue promissory notes or other obligations in payment for property acquired or money borrowed; and to do all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles.

Final control of and responsibility for the receipt, management and distribution of all funds by the corporation shall rest with the Board of Directors who shall, among other duties, insure that the corporation shall not be subject to tax under Section 4942 of the Internal Revenue Code.

No substantial part of the activities of the corporation shall be attempting to influence legislation by propaganda or otherwise.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted by the laws of the State of Florida:

A. by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or

B. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or

C. by a corporation from pursuant to Chapter 617, Florida Statutes, with particular reference to Florida Statutes 617.0105 dealing with the prohibited activities of private foundations.

The Board of Directors are further prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; from retaining any excess business holdings, within the meaning of Section 4942© of the Internal Revenue Code; from making or retaining any investments which would subject the Trust to tax under Section 4944 of the Internal Revenue Code; and from making any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code. The Board of Directors shall make distributions at such time and in such manners as not to subject the Trust to tax under Section 4942 of the Internal Revenue Code.

No part of the activities of this corporation shall be the participation in, or intervention in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

Limitations on the Disposition of Corporate Assets and New Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, Board of Directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, supra.

ARTICLE V

Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for

the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively to provide care for the sick and the poor shall at that time qualify as one or more exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Palm Beach County, Florida, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

ARTICLE VI

Term of Existence

This corporation shall have perpetual existence.

ARTICLE VII

Name and Address of the Incorporator

The name and address of the Incorporator is:

Andreas M. Kelly, Esq.
DeMahy, Labrador & Drake, P.A.
The Colonnade, Suite 550
2333 Ponce de Leon Blvd.
Coral gables, FL 33134.

ARTICLE VIII

Officers and Times of Their Election

The Board of Directors shall choose annually, to manage the affairs of the corporation, subject to the control of the Board of Directors, the following officers: a President, one or more Vice Presidents, a Secretary, a Treasurer, or Secretary/Treasurer, and such other officers as the Board of Directors may deem advisable or necessary. The President must also be a member of the Board of Directors. Each of such officers shall hold office-

until the next annual election or until his/her successor is chosen or qualified.

ARTICLE IX

Board of Directors

The number of Board members of this corporation shall not be less than three (3) nor more than fifteen (15). The names and residence s of the persons who are to be the initial Board members of the corporation until their successors are nominated and appointed as provided in the By-Laws are:

Dorothy Carson	17 Duke Street Lake Worth, Florida 33460
Andreas Kelly	DeMahy, Labrador & Drake, P.A. The Colonnade, Suite 550 2333 Ponce de Leon Blvd. Coral gables, FL 33134.
Joyce Piersanti	255 Evernia Street, #1205 West Palm Beach, Florida 33401
Claude Rosinsky	255 Evernia Street, #1205 West Palm Beach, Florida 33401

ARTICLE X

By-Laws

The first By-Laws shall be made by the Incorporator. All alterations or revisions of the By-Laws shall be made by the Board of Directors at any regular or special meeting duly called and held for that purpose in accordance with the By-Laws.

ARTICLE XI

Amendments to Articles of Incorporation

The Articles of Incorporation may be amended from time to time by resolution of the Board of Directors at any regular meeting or at any special meeting duly called for that purpose. The resolution shall be certified to be correct by the President and Secretary and filed in the Office of the Secretary of State, State of Florida.

ARTICLE XII

Special Provisions

- A. This corporation is subordinate to and created under the authority of the Grand Prior of the Americas, The Sovereign Order of St. John of Jerusalem Knights Hospitaller, and the Lieutenant Grand Master and the Sovereign Council of The Sovereign Order of St. John of Jerusalem Knights Hospitaller, International Order.

- B. This corporation shall be dissolved by the Board of Directors whenever its permission is surrendered to the Grand Priory of the Americas or is take away or revoked by the Grand Priory of the Americas. In the event of its termination for any reason, all assets of the trust shall be distributed as provided herein.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of March, 2004.



Andreas M. Kelly, Incorporator

DESIGNATION AS REGISTERED AGENT

The Undersigned hereby consents to act as Registered Agent on behalf of The Sovereign Order of St. John of Jerusalem Knights Hospitaller, Priory of Nicaragua, Inc.



Andreas M. Kelly, Registered Agent

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