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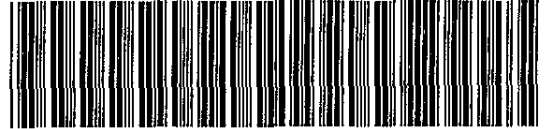
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CHARLOTTE A. HEALY, P.A.

ATTORNEY AT LAW

4400 N. Federal Highway, Suite 42 Boca Raton, FL 33431
Ph: (561) 265-4900 ♦ Fax (561) 276-3409
Ph: (561) 395-2846 ♦ Fax (561) 395-2860
Email: CharHealyPA@aol.com

July 28, 2005

FEDERAL EXPRESS

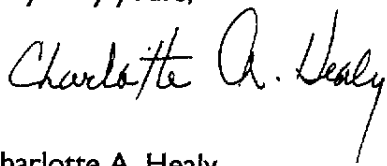
Florida Department of State
Division of Corporations, Corporate Filing
409 E. Gaines Street
Tallahassee, FL 32399

RE: Boca Raton Elks Lodge No. 2166, Inc.

To whom it may concern:

Enclosed is check #6735 in the amount of Seventy-Eight Dollars and seventy-five cents (\$78.75) for incorporation filing fees for the above named corporation. Please return the certified copy to my office if the envelope enclosed.

Very truly yours,



Charlotte A. Healy

FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FL
05 JUL 29 04:10:20

**ARTICLES OF INCORPORATION
BOCA RATON ELKS LODGE, NO. 2166, INC.
BENEVOLENT AND PROTECTIVE ORDER OF ELKS
OF THE UNITED STATES OF AMERICA**

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned incorporators have this 7th day of July, 2005, voluntarily associated ourselves together for the purpose of forming a corporation under the Florida Not for Profit Corporation Act and we hereby certify:

ARTICLE I - NAME

The name of said not for profit corporation shall be "Boca Raton Elks Lodge, No. 2166, Inc., Benevolent and Protective Order of Elks of the United States of America."

ARTICLE II - PRINCIPAL OFFICE

The principal office for the transaction of business of the corporation is to be located in the County of Palm Beach, State of Florida, at 1395 North Federal Highway, Boca Raton, Florida, 33432.

ARTICLE III - EFFECTIVE DATE

The corporation shall be effective on the date these Articles are filed and shall continue in perpetuity.

ARTICLE IV - PURPOSE(S)

The purposes for which said corporation is formed are:

(a) The primary purpose for which this corporation is formed is to inculcate the principles of Charity, Justice, Brotherly Love and Fidelity, to promote the welfare and enhance the happiness of its members; to quicken the spirit of American patriotism; to cultivate good fellowship and to perpetuate itself as a fraternal organization.

(b) Other purposes for which this corporation is formed are: to do all the acts and things, and business and businesses in any manner connected with the objects or purposes or powers of the corporation or necessary incidental convenient or auxiliary thereto, calculated directly or indirectly to promote the interests, objectives, and ideals of the organization, and in addition, to have and exercise all rights, powers and privileges now or hereafter belonging to or conferred upon not for profit corporation existing under the laws of the State of Florida.

OFFICE OF THE CLERK OF THE SUPREME COURT
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(c) The foregoing statement of purpose or purposes shall be construed as a statement of both purpose and powers and the purposes and powers in each clause shall, except were otherwise expressed, be in no ways limited or restricted by referenced to or inference from the terms of provisions of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE V - ORGANIZED AS A FRATERNAL ORGANIZATION

This Corporation is organized exclusively as a fraternal organization, as a nonprofit corporation, and its activities shall be conducted for the aforesaid purposes in such manner that no part of its net earnings will inure to the benefit of any member, Director, Trustee, Officer or individual.

ARTICLE VI - MANNER OF ELECTION OF DIRECTORS AND INITIAL DIRECTORS

(a) The Officers, Directors and Trustees of the corporation, their nominations, election or appointment, installation power and authority shall be in accordance with the provisions of the By-Laws of this corporation.

(b) The governing body of this corporation shall be its Board of Directors , which said Board of Directors shall consist of all the following : the Officers of the corporation, who are entitled EXALTED RULER, ESTEEMED LEADING KNIGHT, ESTEEMED LOYAL KNIGHT, ESTEEMED LECTURING KNIGHT, and five persons who shall bear the title of Trustee.

(c) The names and addresses of the persons who are to act in the capacity of initial Directors of this corporation until the selection of their successors are as follows:

David G. Gebhardt- Exalted Ruler
800 S.E. 11th Avenue
Deerfield Beach, FL 33441

Jeffrey Higgins- Loyal Knight
4241 Cedar Creek Road
Boca Raton, FL 33487

Harold Goldrick- Leading Knight
734 W. Palmetto Park Road
Boca Raton, FL 33486

Bruce Ferguson- Lecturing Knight
2911 N.W. 2nd Avenue
Pompano Beach, FL 33064

Charlotte A. Healy-Trustee
22649 S.W. 65th Avenue
Boca Raton, FL. 33428

Harry Avogardo- Trustee
1754 Palmland Drive
Boynton Beach, FL 33436

Roger C. Hull Jr. - Trustee
3325 Jaywood Terrace #3209
Boca Raton, FL. 33431

Jacob Schuh-Trustee
637 Emerald Way East
Deerfield Beach, FL 33442

Jerold A. Mills - Trustee
2770 N. Palm Aire Drive
Pompano Beach, FL. 33069

ARTICLE VII - MEMBERSHIP

Membership in this corporation shall consist of only those members in good standing on the rolls of the Boca Raton Elks Lodge, No. 2166, Benevolent and Protective Order of Elks of the United States of America, for time to time. Membership in this corporation shall terminate automatically when a member is dropped from the rolls.

ARTICLE VIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

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

James M. Blake
314 N.W. 42nd Street
Boca Raton, FL. 33431

ARTICLE IX - INCORPORATORS

The names and addresses of the Incorporators to these Articles of Incorporation are:

David G. Gebhardt- Exalted Ruler
800 S.E. 11th Avenue
Deerfield Beach, FL 33441

Jerold A. Mills - Trustee
2770 N. Palm Aire Dr.
Pompano Beach, FL. 33069

Charles E. Schroeder- Past Exalted Ruler
1614 S.E. 10th Ave.
Deerfield Beach, FL. 33441

ARTICLE X - AUTHORITY FOR BY-LAWS

The By-Laws of said corporation shall define the duties of the Directors, Officers and Trustees of the corporation; that the manner of election and term of office of the Directors, Officers and Trustees of the corporation shall be set forth in the By-Laws of the corporation; that the number of persons to serve in the capacity of Directors may be changed from time to time by the By-Laws of said corporation, and that said corporation is hereby granted authority to make a Code of By-Laws for its government, and to amend the same from time to time as provided in said By-Laws.

ARTICLE XI - AUTHORITY TO INCORPORATE

This corporation is organized with the permission of Grand Lodge of the Benevolent and

Protective Order of Elks of the United States of America, and the business of the corporation and all its acts, decisions and other actions of its Officers and members in carrying out its purpose and powers shall at all times conform with the provisions of the Grand Lodge Constitution and Laws of the Order enacted pursuant thereto as well as the provisions of State Law.

ARTICLE XII - LIMITATIONS UPON AUTHORITY TO ACT

In all matters relating to property, both real and personal, including but not limited to, purchase, sale, mortgage, hiring and leasing, the provisions of Section 16.050, Laws of the Order relating to notice and required vote shall be fully complied with.

ARTICLE XIII - DISSOLUTION

Upon liquidation, dissolution or winding up of the Corporation, the corporation's property shall be subject to the provisions of Section 9.170 of the Laws of the Order.

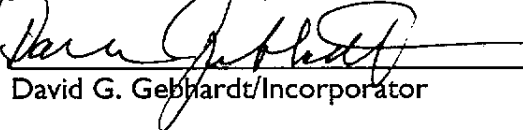
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 7th day of July, 2005.


Charles E. Schroeder, Incorporator

7/7/05
Date


Gerald A. Mills/Incorporator

7/6/2005
Date


David G. Gebhardt/Incorporator

7/6/2005
Date

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument , the Articles of Incorporation establishing Boca Raton Elks Lodge, No. 2166, Inc., Benevolent and Protective Order of Elks of the United States of America was acknowledged before me this 7th day of July, 2005 by Charles E. Schroeder who is personally known to me (yes YES no); If no, has produced N/A as identification.



Charlotte A. Healy
Commission # DD 046111
Expires July 31, 2005
Bonded Through
Atlantic Bonding Co., Inc.

Charlotte A. Healy
CHARLOTTE A. HEALY
Notary Public, State of Florida
Commission # DD 046111
Expires July 31, 2005

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument , the Articles of Incorporation establishing Boca Raton Elks Lodge, No. 2166, Inc., Benevolent and Protective Order of Elks of the United States of America was acknowledged before me this 6th day of July, 2005 by Jerold A. Mills who is personally known to me (yes YES no); If no, has produced N/A as identification.



Charlotte A. Healy
Commission # DD 046111
Expires July 31, 2005
Bonded Through
Atlantic Bonding Co., Inc.

Charlotte A. Healy
CHARLOTTE A. HEALY
Notary Public, State of Florida
Commission # DD 046111
Expires July 31, 2005

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument , the Articles of Incorporation establishing Boca Raton Elks Lodge, No. 2166, Inc., Benevolent and Protective Order of Elks of the United States of America was acknowledged before me this 6th day of July, 2005 by David G. Gebhardt who is personally known to me (yes YES no); If no, has produced N/A as identification.



Charlotte A. Healy
Commission # DD 046111
Expires July 31, 2005
Bonded Through
Atlantic Bonding Co., Inc.

Charlotte A. Healy
CHARLOTTE A. HEALY
Notary Public, State of Florida
Commission # DD 046111
Expires July 31, 2005

CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITH FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

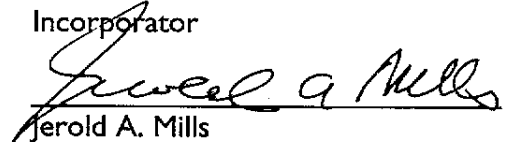
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that "Boca Raton Elks Lodge, No. 2166, Inc., Benevolent and Protective Order of Elks of the United States of America" desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1395 North Federal Highway, Boca Raton, Florida, 33432, has named James M. Blake, located at 314 N.W. 42nd Street, Boca Raton, Florida, 33431, as its agent to accept service of process within Florida.

Dated: July 7, 2005



Charles E. Schroeder
Incorporator



Jerold A. Mills
Incorporator



David G. Gebhardt
Incorporator

SECRET
DIVISION
JUL 29 AM 11:55

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.



James M. Blake
Registered Agent