

745392

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*The Law Office of*  
**BILL HAWKINS LAW, PL**  
*A Professional Limited Liability Company*

William E. Hawkins, Jr., Esq.\*  
\*Certified Real Estate Instructor

Telephone: (561) 354-9000  
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October 27, 2020  
**VIA CERTIFIED MAIL**  
**7018 3090 0001 5511 3619**

Amendment Section  
Division of Corporations  
2415 N. Monroe Street, STE 810  
Tallahassee, FL 32303

***RE: Jewel Fez Club of Okeechobee, Inc.***  
***n.k.a. Okeechobee Shrine Club Holding Corporation***  
***Document No.: 745392***

Dear Division of Corporations:

Enclosed are the Amended and Restated Articles of Jewel Fez Club of Okeechobee, Inc., letter No.: 720A00020547 and a certificate showing the date of adoption and that the amendments did not require member approval.

Please file the Amended and Restated Articles of Incorporation in due course.

Very truly yours,

/s/ William E. Hawkins, Jr.

/weh  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

2020 OCT 17 PM 4:00

October 17, 2020

WILLIAM E. HAWKINS, JR.  
4755 SE DIXIE HWY #302  
PORT SALERNO, FL 34992

SUBJECT: THE JEWEL FEZ CLUB OF OKEECHOBEE, INC.  
Ref. Number: 745392

We have received your document for THE JEWEL FEZ CLUB OF OKEECHOBEE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 720A00020547


# CORPORATE CERTIFICATE

Jewel Fez Club of Okeechobee, Inc. a Florida not for profit corporation  
Doc No: 745392

The undersigned authority who executed the following statement deposes and states the following:

1. I do hereby certify that I am the duly elected and acting President of Jewel Fez Club of Okeechobee, Inc., a Florida Corporation, and that I am the keeper of the Corporate records of the Corporation.
2. I further certify that the attached Amended and Restated Articles of Incorporation of Jewel Fez Club of Okeechobee, Inc. was adopted by the board of directors on August 13, 2020 and does not contain any amendments requiring member approval.

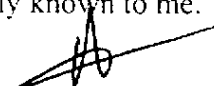
IN WITNESS WHEREOF, I have hereunto subscribed my name this 27<sup>th</sup> day of October, 2020.

  
Keith Tomey, President

STATE OF FLORIDA  
COUNTY OF OKEECHOBEE

The foregoing instrument was acknowledged before me in person, this 27<sup>th</sup> day of October 2020, by Keith Tomey as President of Jewel Fez Club of Okeechobee, Inc. a Florida not for profit corporation, on behalf of the corporation. He is personally known to me.



  
Notary Public, State of Florida  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
**JEWEL FEZ CLUB OF OKEECHOBEE, INC.**

Pursuant to *F.S. 617.1007(1)* the undersigned not-for-profit corporation (document number 745392), hereby amends and restates its Articles of Incorporation as specifically proved herein.

**ARTICLE 1**

Name and Address

The new name of this corporation is Okeechobee Shrine Club Holding Corporation. The principal place of business and mailing address of this corporation is 1855 SW 53<sup>rd</sup> Street, Okeechobee, FL 34974.

**ARTICLE 2**

Term

This corporation shall have perpetual existence.

**ARTICLE 3**

Purpose

**§3.1 Purpose.** This corporation exists as a not-for-profit corporation for the sole purpose of holding title to real and personal property other than cash and securities owned by the Okeechobee Shrine Club.

**§3.2 Internal Revenue Code.** The corporate purpose 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 the Okeechobee Shrine Club, which is exempt under §501(c)(10) of the Internal Revenue Code.

**ARTICLE 4**

General Provisions

**§4.1 Potentate's Authority.** The Potentate of Amara Shriners, shall have the power to remove from office in the corporation any director or officer for disobedience of his orders or for violation of Temple bylaws with respect to the conduct of the affairs of the corporation.

**§4.2 Prohibited Activities.** 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 Personal Benefit.** 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 Fiscal Year.** The fiscal year of this corporation shall be on a calendar year basis, and it must arrange its books of account, annual report and audit to conform to the calendar year.

**§4.5 Copies of Documents.** Copies of these articles of incorporation and the bylaws of the corporation, and any amendments thereto, must be filed with the Imperial Recorder.

**§4.6 Records.** The corporation shall maintain its records in accordance with the Uniform Chart of Accounts prescribed by Shriners International.

**§4.7 Review.** This corporation is required to have its financial statements reviewed, unless an audit is required pursuant to Shrine law, by a certified, chartered or licensed public accountant at the close of each year, as may be provided by the bylaws of Shriners International, and a copy of the accountant's report and accompanying financial statements must be filed with the Imperial Recorder.

**§4.8 Corporate Debt.** 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 Disposition of Assets.** The sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, 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 Amara Shriners at a stated meeting of that temple or at a special meeting which sets forth in the notice of the meeting the specific nature of the business to be transacted. (See §337.9(c)(4)).

**§4.10. Purchaser of Assets.** No purchaser 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 Dissolution.** In the event of dissolution, the assets and funds remaining after payment in full of all debts of the corporation shall be conveyed to Amara Shriners or Shriners Hospitals For Children, or both, as authorized by a vote of Amara Shriners at a stated meeting of that temple or at a special meeting which sets forth in the notice of the meeting the specific nature of the business to be transacted. No part of the assets or funds may revert to or inure to the benefit of any officer or director of the corporation.

#### **§4.12 Definitions.**

a. "Shrine law" means the articles of incorporation and bylaws of Shriners International, an Iowa corporation, as amended, and any general or special orders at the time in effect, but it does not include the law of the land.

b. "Amara Shriners" is a subordinate unincorporated non-profit association of Shriners International.

c. Capitalized words herein not otherwise defined shall be given the same meaning ascribed to them in Shrine law and the bylaws of Amara Shriners, to the extent not in conflict therewith.

### **ARTICLE 5**

#### **Members**

This corporation shall have no members.

### **ARTICLE 6**

#### **Directors**

**§6.1 Management.** The affairs and business of this corporation shall be managed and conducted by a board of directors consisting of four in number, being the president, vice president, treasurer and secretary of the of the Okeechobee Shrine Club, and their designation as such officers of the Okeechobee Shrine Club shall constitute them the board of directors of this corporation.

**§6.2 Powers.** The board of directors has all of the powers usually vested in the directors of a nonprofit corporation, except as otherwise provided by Shrine law, this corporation's articles of incorporation and bylaws, and in the laws of the state of Florida.

**§6.3 Good Standing.** The directors of the corporation shall be members in good standing in the Okeechobee Shrine Club and remain subject to the bylaws of Amara Shriners, the authorizing temple, and the control of the Potentate thereof.

## **ARTICLE 7**

### **Officers**

**§7.1 Designation.** The officers of this corporation shall be a president, vice president, treasurer and secretary

**§7.2 President.** The president shall be the person who occupies the position of president of the Okeechobee Shrine Club.

**§7.3 Vice President.** The vice president shall be the person who occupies the position of the vice president of the Okeechobee Shrine Club.

**§7.4 Treasurer.** The treasurer shall be the person who occupies the position of treasurer of the Okeechobee Shrine Club.

**§7.5 Secretary.** The secretary shall be the person who occupies the position of secretary of the Okeechobee Shrine Club.

## **ARTICLE 8**

### **Meetings**

**§8.1 Annual.** The annual meeting of this corporation shall be at the time and place of the annual meeting of Okeechobee Shrine Club.

**§8.2 Regular and Special.** Regular and special meetings for the transaction of such other business necessary to carry out the purpose 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 9**

### **Bylaws**

**§9.1 Bylaws.** 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 annual meeting of the they corporation. This corporation's bylaws yield to its articles of incorporation, as amended.

**§9.2 Amendments.** 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 Annual Meeting.** The bylaws shall also provide that the notice of the annual meeting of the Okeechobee Shrine Club shall also constitute the notice of the annual meeting of the directors of this corporation.

## ARTICLE 10

### Amendments

**§10.1 Procedure.** 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 Shriners International.

**§10.2 Approval.** No amendment of the articles of incorporation shall be valid unless first approved by the Potentate of Amara Shriners, the chairman of the Imperial Jurisprudence and Laws Committee, General Counsel and the Imperial Potentate.

**§10.3 Shrine Law Changes.** When a change is made by Shriners International 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 Shriners International and appropriate action shall be taken by the corporation to evidence the same.

## ARTICLE 11

### Adoption

This restatement of the articles of incorporation and all the amendments therein were duly adopted by the board of directors of the corporation. Upon adoption, these restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

Okeechobee Shrine Club Holding Corporation

By: 

Keith Tomcy, President