

NO0000001208

RICHARD ALBRITTON, JR.
ATTORNEY AND COUNSELOR AT LAW

February 14, 2000

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

1042 JENKS AVENUE
POST OFFICE BOX 1238
PANAMA CITY, FLORIDA 32401
(850) 769-7648
FACSIMILE: (850) 769-7649

Re: SHADDAI TEMPLE HOLDING CORPORATION,
A NON-PROFIT CORPORATION

600003129596--1
-02/09/00--01066--004
*****70.00 *****70.00

Dear Sir/Madam:

Please file the enclosed Articles of Incorporation for the above corporation.

Please find enclosed a check in the amount of \$70.00 for the following filing fees:

Filing Articles of Incorporation	\$35.00
Registered Agent Fee	\$35.00
TOTAL	\$70.00

Thank you for your cooperation.

Sincerely,



Richard Albritton

RAjr/jr

Enclosures as stated.

Copies to:
Law Office File
Clients

Judy GAVE
AUTHORIZATION BY PHONE TO
CORRECT zip code for RAjr.T. XI
DATE 2/23 add prin. address
DOC. EXAM SHR to Art. I

FILED
00 FEB 23 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. Thompson FEB 23 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 15, 2000

RICHARD ALBRITTON, ESQ.
P.O. BOX 1238
PANAMA CITY, FL 32401

SUBJECT: SHADDAI TEMPLE HOLDING CORPORATION
Ref. Number: W00000004078

We have received your document for SHADDAI TEMPLE HOLDING CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

You must list a complete business street address for the incorporators listed in Article XI.

If you have any further questions concerning your document, please call (850) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 900A00007882

ARTICLES OF INCORPORATION OF
SHADDAI TEMPLE HOLDING CORPORATION

FILED
00 FEB 23 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, all being citizens of the state of Florida, being of lawful age and members of Shaddai Temple, A.A.O.N.M.S., do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the Florida Nonprofit Corporation Act.

ARTICLE I

Name

- § 1.1 The name of this corporation is Shaddai Temple Holding Corporation.
The principal address is
1101 W. 19th St.
Panama City, FL 32405

ARTICLE II

Term

- § 2.1 The period of duration of this nonprofit corporation shall be perpetual.

ARTICLE III

Purposes

§ 3.1 The corporation exists solely as a nonprofit corporation having no purpose other than that of acquiring, owning, selling or otherwise disposing of, and mortgaging real estate, and the erection, maintenance and operation of buildings thereon, for the use of Shaddai Temple, A.A.O.N.M.S., of Panama City, Florida, and its members, said Shaddai Temple being an unincorporated society, fraternal and charitable in nature, embodying the charitable and educational principles of the Ancient Arabic Order of the Nobles of the Mystic Shrine for North America.

§ 3.2 The corporate purposes shall, furthermore, be in accordance with the provisions of § 501©(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 Shaddai Temple, A.A.O.N.M.S., which is exempt under § 501©(10) of the Internal Revenue Code.

ARTICLE IV

General Provisions

§ 4.1 The corporation is subject to control by Shaddai Temple, A.A.O.N.M.S., at all times.

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

§ 4.5 The corporation shall maintain its records in accordance with the Uniform Chart of Accounts prescribed by The Imperial Council, A.A.O.N.M.S.

§ 4.6 The corporation must file annually with the Imperial Recorder a statement of activities and changes in members equity for the previous year and a statement of financial position showing the financial condition of the corporation at the end of the previous year.

§ 4.7 The corporation must have its financial accounts audited or reviewed by a certified, chartered or licensed public accountant at the close of each year, as provided by the bylaws of The Imperial Council, A.A.O.N.M.S. and a copy of the audit report must be filed with the Imperial Recorder.

§ 4.8 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 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 the temple at a stated meeting of the temple, or at a special meeting which sets forth in the notice of the meeting the specific nature of the business to be transacted.

§ 4.10 No purchaser upon any sale 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 In the event of dissolution, the assets and funds remaining after payment in full of all debts of the corporation shall be conveyed to Shaddai Temple, A.A.O.N.M.S. or Shriners Hospital for Children, or both, as authorized by a vote Shaddai Temple, A.A.O.N.M.S. at a stated meeting of that temple or at a special meeting which sets forth in the notice of the meeting the special nature of the business to be transacted.

ARTICLE V

Members

§ 5.1 This corporation shall have no members.

ARTICLE VI

Directors

§ 6.1 The affairs and business of the corporation shall be managed and conducted by a board of directors consisting of eight in number, seven of whom shall be the persons who occupy the position of the official divan of Shaddai Temple, A.A.O.N.M.S. and one who shall be the immediate past potentate of such temple, and their designation as such officers in Shaddai Temple, A.A.O.N.M.S. shall constitute them the board of directors of this corporation.

§ 6.2 The directors and managing officers shall be members in good standing in Shaddai Temple, A.A.O.N.M.S. and the method of election of directors is as stated in the by-laws.

ARTICLE VII

Officers

§ 7.1 The officers of the corporation shall be a president, a vice president, secretary, and a treasurer, and such other officers as may be created and designated by the directors of the corporation.

§ 7.2 The president of the corporation shall be the person who occupies the position of potentate of Shaddai Temple, A.A.O.N.M.S.

§ 7.3 The vice president of the corporation shall be the person who occupies the position of chief rabban of the Shaddai Temple, A.A.O.N.M.S.

§ 7.4 The secretary of the corporation shall be the person who occupies the position of recorder of Shaddai Temple, A.A.O.N.M.S.

§ 7.5 The treasurer of the corporation shall be the person who occupies the position of the treasurer of Shaddai Temple, A.A.O.N.M.S.

§ 7.6 Other officers shall be elected by a majority vote of the board of directors.

ARTICLE VIII

Meetings

§ 8.1 The annual meeting of this corporation shall be at the time and place of the annual meeting of Shaddai Temple, A.A.O.N.M.S.

§ 8.2 Regular and special meetings for the transaction of such other business necessary to carry out the purposes 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 IX

Bylaws

§ 9.1 The board of directors shall provide such bylaws for the conduct of corporate business as they deem necessary and these shall be presented to the first meeting of the board of directors.

§ 9.2 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 The bylaws shall provide that the annual meeting of Shaddai Temple, A.A.O.N.M.S. shall also constitute the annual meeting of the directors of this corporation.

ARTICLE X

Amendments

§ 10.1 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 the Imperial Council, A.A.O.N.M.S.

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


§ 10.3 When a change is made by The Imperial Council, A.A.O.N.M.S. 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 to those of The Imperial Council, A.A.O.N.M.S. and appropriate action shall be taken by the corporation to evidence the same.

ARTICLE XI


Registered Agent and Registered Office

§ 11.1 The initial registered agent is Richard Albritton of Panama City, Florida and the registered office is at 1042 Jenks Avenue, Attorney-At-Law, Panama City, Florida, 32401.

IN WITNESS WHEREOF we, the undersigned, have hereunto set our hands and seal this 25th day of OCTOBER, 1999.


Incorporator Fred F. Cazenave, Potentate
1101 W. 19th St., Panama City, FL 32405


Incorporator H. Paul Churchwell, Treasurer
1101 W. 19th St., Panama City, FL 32405


Incorporator Ronald R. Miller, Recorder
1101 W. 19th St., Panama City, FL 32405

TEMPLE APPLICATION AND POTENTATES CERTIFICATE

Shaddai Temple, A.A.O.N.M.S. hereby applies to the Imperial Potentate for permission to organize a corporation to be known as Shaddai Temple Holding Company.

The corporation is necessary for the following reason. To hold title to the real estate of Shaddai Temple.

The corporation will exist solely as a non-profit corporation having no purpose other than that of acquiring, owning, selling or otherwise disposing of, and mortgaging real estate, and the erection, maintenance and operation of buildings thereon, for its own use.

The proposed articles of incorporation include the provisions required by §334.9 of the bylaws of the Imperial Council, A.A.O.N.M.S.

Upon incorporation, the potentate of Shaddai Temple will require and assume responsibility for, the obtaining of a title holding exemption ruling from the Internal Revenue Service, and he will furnish a copy thereof to the Imperial Recorder.

Dated this 25th day of October 1999

Fred F. Cuzenave Sr.

Potentate

Attest:

Ronnie Milb

Recorder

APPROVAL

The application of Shaddai Temple to organize a temple holding company, pursuant to § 334.9 of the bylaws of the Imperial Council, A.A.O.N.M.S. stating the reasons why a corporation is necessary, was presented to the undersigned.

Upon review and consideration of the foregoing and the proposed articles of incorporation, we hereby grant our approval to the application, and the corporation may be organized.

Dated this: 29th day of NOVEMBER 1999

[Signature]

Chairman -- Jurisprudence and Laws Committee

[Signature]

General Counsel

[Signature]

Imperial Potentate

This Instrument Prepared by:
RICHARD ALBRITTON, JR.
ATTORNEY AT LAW
P. O. Box 1238
Panama City, FL 32402
(850) 769-7648
Florida Bar No. 304107

FILED
00 FEB 23 PM 3:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA


**DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT**

DESIGNATION:

The initial registered office of the Corporation SHADDAI TEMPLE HOLDING CORPORATION shall be 1042 Jenks Avenue, Panama City, Florida 32401, and the initial registered agent of the Corporation at such office shall be Richard Albritton, Attorney-At-Law, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ACCEPTANCE:

Having been named the corporate registered agent to accept service of process for the above-stated corporation at the place designated in this certificate. I hereby accept the obligations of this position and acknowledge I am familiar with the obligations of said position.


RICHARD ALBRITTON, ESQ.

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 8th
day of February, 2000, by Richard Albritton, Esq., who is
personally known to me.

NOTARY PUBLIC:

Sign: Judy Reese
Print: Judy Reese
My Commission Expires:
Commission #: _____



Judy Reese
MY COMMISSION # CC862026 EXPIRES
September 23, 2003
BONDED THRU TROY FAIN INSURANCE, INC.