

TRANSMITTAL LETTER

N000000002567

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

SUBJECT: Perry Shrine Club Holding Corporation

(Proposed corporate name - must include suffix)

200003214222--4

-04/19/00--01022--003

*****87.50 *****87.50

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 of
Status

ADDITIONAL COPY REQUIRED

FROM: Bob G. Smith

Name (Printed or typed)

1805 North Monroe Street

Address

Tallahassee, Florida 32315

City, State & Zip

850-385-3010

Daytime Telephone number

00 APR 19 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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

2000-19-2000

ARTICLES OF INCORPORATION OF
PERRY SHRINE CLUB HOLDING CORPORATION

We, the undersigned, residents of the state of Florida, being of lawful age, and members of Perry Shrine Club of Marzuq 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 the corporation is Perry Shrine Holding Corporation.

ARTICLE II

Term

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

ARTICLE III

Purposes

3.1 The corporation exists as a nonprofit corporation for the sole purpose of holding title to real or personal property other than cash and securities owned by the Perry Shrine Club.

3.2 The corporate purposes 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 Perry Shrine Club, which is exempt under Section 501 (c) (10) of the Internal Revenue Code.

ARTICLE IV

General Provisions

4.1 The Potentate of Marzuq Temple A.A.O.N.M.S., shall have the power to remove from office in the corporation any trustee or managing 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 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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR 19 AM 8:53

APPROVED
AND
FILED

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 an operating statement for the previous year showing all income and expenditures and a balance sheet 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 trustees 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 Marzuq 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.

4.10 No purchaser upon 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 Marzuq Temple, A.A.O.N.M.S. or Shriners Hospitals for Crippled Children, or both, as authorized by a vote of Marzuq 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 All members in good standing of the Perry Shrine Club are members of this corporation and they shall receive notices of meetings of the members and shall have the right to vote at such meetings.

ARTICLE VI

Trustees

6.1 The business and affairs of the corporation shall be managed by a board of trustees.

6.2 The board of trustees shall number not less than 5 nor more than 15, as determined by the bylaws of this corporation. The president, 1st vice president, 2nd vice president, secretary and treasurer of the Perry Shrine Club, by virtue of their offices shall be trustees. The remaining trustees shall be elected annually at the annual meeting of the members of this corporation.

6.3 The following persons shall serve as trustees until their successors have been duly elected and qualify:

<u>NAME</u>	<u>ADDRESS</u>
John J. Cutrer	107 Pine Tree Road Perry, Fl. 32347
Newman J. Alvarez	1221 N. Parkview Perry, Fl. 32347
Eustic P. Gunter	Route 3, Box 187 Perry, Fl. 32347
Roy B. Young	316 N. Peacock Perry, Fl. 32347
Herman L. Close	Route 4, Box 446 Perry, Fl. 32347

6.4 The trustees and managing officers of the corporation shall be members in good standing of the Perry Shrine Club and remain subject to the bylaws of Marzuq Temple, A.A.O.N.M.S., the authorizing temple, and the potentate thereof.

ARTICLE VII

Officers

7.1 The officers of this corporation shall be elected by the trustees and members and they shall be a president, 1st vice president, 2nd vice president, secretary, treasurer and such other officers and managing officers as may be provided by the bylaws of this corporation.

7.2 The following persons shall serve as officers until their successors have been elected and qualify:

<u>OFFICE</u>	<u>NAME</u>
President	C. Marshall Denman
1st Vice President	Joyce A. Osteen
2nd Vice President	Robert L. Mixon
Secretary-Treasurer	Ray L. Padgett

ARTICLE VIII

Meetings

8.1 The annual meeting of this corporation shall be at the time and place of the annual meeting of the Perry Shrine Club. The trustees and officers shall be elected at the annual meeting.

8.2 Regular and special meetings for the transaction of such business necessary to carry out the purposes of the corporation may be held within the state of Florida at such times and place as may from time to time be designated in accordance with the bylaws.

ARTICLE IX

Bylaws

9.1 The board of trustees 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 membership.

9.2 Thereafter, after due notice as provided by the bylaws, the bylaws may be amended, altered or revised by majority vote of the membership present and voting at a stated meeting or any special meeting called for that purpose.

9.3 The bylaws shall provide that the annual meeting of Perry Shrine Club shall also constitute the annual meeting of the members and trustees 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 the articles of incorporation shall be effective unless approved by the Potentate of Marzuq Temple, A.A.O.N.M.S., 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, unless prohibited by state law, are thereupon changed to conform with those of the Imperial Council, A.A.O.N.M.S. and appropriate action shall be taken by the corporation to evidence the same.

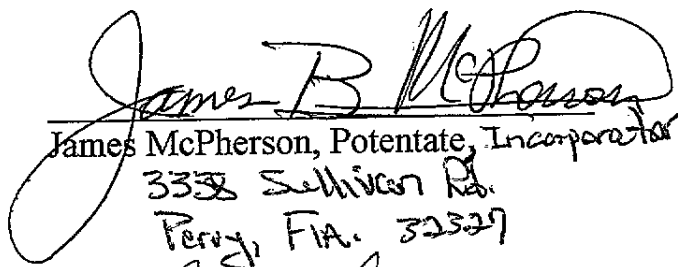
ARTICLE XI

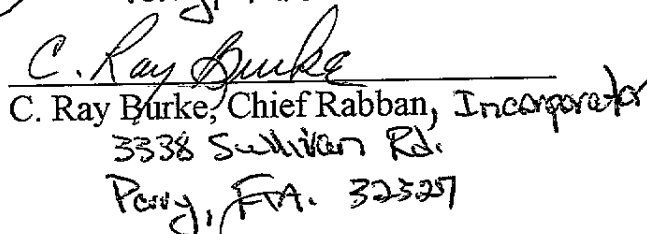
Registered Agent and Registered Office

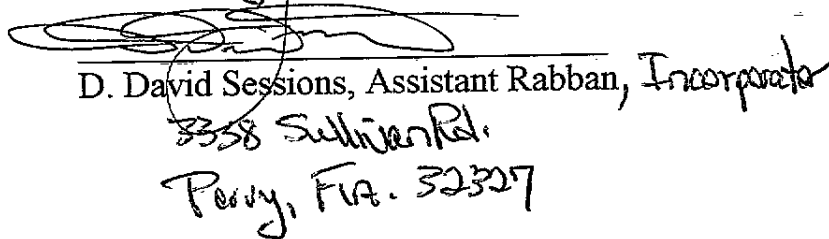
11.1 The initial registered agent is Ivan W. Rowell of Perry, Florida, and the registered office is at 3338 Sullivan Road, Perry, Florida 32347.

12.1 The principal address is 3338 Sullivan Road, Perry, Florida 32327.

IN WITNESS WHEREOF we, the undersigned, have hereunto set our hands and seal this 12th day of April 2000.


James McPherson, Potentate, Incorporator
3338 Sullivan Rd.
Perry, Fla. 32327


C. Ray Burke, Chief Rabban, Incorporator
3338 Sullivan Rd.
Perry, Fla. 32327


D. David Sessions, Assistant Rabban, Incorporator
3338 Sullivan Rd.
Perry, Fla. 32327

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

→ 1. The name of the corporation is: Perry Shrine Club Holding Corporation

2. The name and address of the registered agent and office is:

Ivan W. Rowell

(NAME)

3338 Sullivan Road

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Perry, Florida 33347

(CITY/STATE/ZIP)

APPROVED
AND
FILED
00 APR 19 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


(SIGNATURE)

April 14, 2000

(DATE)