CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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N.P.R.S.C. INC.

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*****78.75 *****78.75

✓ Art of Inc. File
___ LTD Partnership File
___ Foreign Corp. File
___ L.C. File
___ Fictitious Name File
___ Trade/Service Mark
___ Merger File
___ Art. of Amend. File
___ RA Resignation
___ Dissolution / Withdrawal
___ Annual Report / Reinstatement
✓ Cert. Copy
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___ Certificate of Good Standing
___ Certificate of Status
___ Certificate of Fictitious Name
___ Corp Record Search
___ Officer Search
___ Fictitious Search
___ Fictitious Owner Search
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___ UCC 1 or 3 File
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___ UCC 11 Retrieval
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DIVISION OF CORPORATIONS
01 JAN 12 AM 11:42
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W1-1084/75

OB 1-18-01

Signature

Requested by:

Name	Date	Time
SA	1/12/01	11:30

Walk-In ______ Will Pick Up ______

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 12, 2001

CAPITAL CONNECTION, INC.

,

SUBJECT: N.P.R.S.C., INC.
Ref. Number: W01000001024

We have received your document for N.P.R.S.C., INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 101A00002007

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01 JAN 18 PM 2:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

corrected

ARTICLES OF INCORPORATION

OF

N.P.R.S.C., INC.

The undersigned persons, acting as incorporators of a corporation under the law of the State of Florida, adopt the following Articles of Incorporation for such corporation:

SECTION ONE
NAME

The name of the corporation is N.P.R.S.C., INC. The principal office address is 7404 San Moritz Drive, Port Richey, FL 34668, and the mailing address is P.O. Box 178, New Port Richey, FL 34656-0178.

SECTION TWO
SPECIFIC AND GENERAL PURPOSES

The corporation is a nonprofit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of Shrine charities for charitable purposes by the distribution of its funds for such purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(d) The Advisory Board of the Board of Directors may from time to time on behalf of the corporation accept gifts of money or securities upon such terms as they shall approve, and may hold such cash or securities in the name of the corporation or of such nominee or nominees as the Advisory Board or the Board of Directors may scope of the activities of the corporation as the Advisory Board or the Board of Directors may determine. The Advisory Board or the Board of Directors may enter into an agreement with any donor to continue to devote the principal or income of his gift to such particular purpose as the donor may designate, provided that such purpose is duly approved or ratified by resolution of the Advisory Board or of the Board of Directors; and after such agreement, the principal or income of that particular gift shall be devoted in accordance with such agreement for the time specified in such agreement.

(e) The control, management, investment, and disposition of the property of this corporation for the purpose of earning an income from such property, as distinguished from the matter of applying property and funds to charitable purposes, shall be exclusively vested in a finance committee consisting of three (3) members from the Board of Directors or Officers of the corporation and four (4) members from the general membership as selected by the Directors and Officers. Or, the control, management, investment and disposition of the property of this corporation for the purpose of earning an income from such property may, as the Board of Directors shall from time to time determine, be delegated, in whole or in part to one or more trust companies or banks duly authorized to conduct a trust or banking business in the State of Florida.

SECTION THREE
DURATION

The corporation shall be perpetual in duration.

SECTION FOUR
MEMBERSHIP

The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the difference classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments as well as the method of collection thereof, shall be set forth in the By-Laws.

SECTION FIVE
REGISTERED OFFICE; REGISTERED AGENT

The street address of the initial registered office of the corporation is 7512 Ridge Road, city of Port Richey, County of Pasco, State of Florida 34668. The name of its initial registered agent at such address is G. Frank Parker, Jr.

SECTION SIX
DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be a minimum of five (5); provided however, that such number may be changed by a By-Law duly adopted pursuant to the By-Laws of this corporation.

The Directors named in this Certificate of Incorporation as the first Board of Directors shall hold office until the first meeting of members, to be held on January 11, 2001, at 10:00 a.m., at 5446 Leisure Lane, New Port Richey, FL, at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the second annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 11:00 a.m., on the second Thursday in January of each year at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial Directors are as follows:

Name:	Address:
George Hale	3302 Scorecard Drive New Port Richey, FL 34655
Robert Lee	4822 Bellemede Drive New Port Richey, FL 34655
Lester Manuel	4309 Duey Drive New Port Richey, FL 34652

Name:	Address:
Ray Jockers	5533 Pilots Place New Port Richey, FL 34652
Bill Crane	7434 Nova Scotia Drive Port Richey, FL 34668
Walter E. Reutter	7835 Embassy Boulevard Port Richey, FL 34668
Fred Dors	3302 Rankin Drive New Port Richey, FL 34655

SECTION SEVEN
INCORPORATORS

The names and street addresses of each incorporator are as follows:

Name:	Address:
Charles B. McKenzie	8815 Kilmer Way Hudson, FL 34667
Walter E. Reutter	7835 Embassy Boulevard Port Richey, FL 34668
John Korka	11922 Loblolly Pine Drive New Port Richey, FL 34654
Fred Dors	3302 Rankin Drive New Port Richey, FL 34655

SECTION EIGHT
OFFICERS

The Board of Directors shall elect the following officers: President, Vice Presidents, Treasurer, and Secretary, and such other officers as the By-Laws of this corporation may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

Name/Address:	Office:
George Hale 3302 Scorecard Drive New Port Richey, FL 34655	President
Joseph Patterson 4839 San Pointe Drive New Port Richey, FL 34655	First Vice President
Harry Halker 12021 Exoria Avenue New Port Richey, FL 34654	Second Vice President
Dallas Adkins P.O. Box 296 Elfers, FL 34680-0296	Third Vice President
Otis Compton 7518 Jasmine Boulevard Port Richey, FL 34668	Treasurer
James Bierce 7404 San Moritz Drive Port Richey, FL 34668	Secretary

SECTION NINE
MODIFICATION OF BY-LAWS

Subject to the limitations contained in the By-Laws and any limitations set forth in the laws of the State of Florida, the By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the By-Laws.

SECTION TEN
DEDICATION OF PROPERTY

The property of this corporation is irrevocably dedicated to Shrine charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer or member of this corporation, or to the benefit of any private individual.

SECTION ELEVEN
DISTRIBUTION ON DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

SECTION TWELVE
AMENDMENT

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote, Amendments may be adopted by a vote of two-thirds (2/3rds) of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this nonprofit charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 11th day of January, 2001.

Charles B. McKenzie, Incorporator

Walter E. Reutter, Incorporator

John Korka, Incorporator

Fred Dors, Incorporator

I hereby accept the designation of Resident Agent.

G. Frank Parker, Jr.

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 11 day of JANUARY, by G. FRANK PARKER, JR., as Resident Agent, ~~who is personally known~~ to me or who has produced ______________ as identification and who did/did not take an oath.

Patricia Spence

Patricia Spence
MY COMMISSION # CC844484 EXPIRES
June 8, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public, State of Florida
Print Name: Patricia Spence
My Commission Expires:
June 8, 2003

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 11th day of JAN, 2001, by CHARLES B. McKENZIE, as Incorporator, who is ~~personally known~~ to me or who has produced Fl. dr. Li' as identification and who did/did not take an oath.

Teresa Heidt

STATE OF FLORIDA NOTARY PUBLIC
TERESA HEIDT
My Comm Exp. 10/24/2002
No. CC 765337
[ ] Personally Known [ ] Other I.D.

Notary Public, State of Florida
Print Name: TERESA Heidt
My Commission Expires: 10/24/2002

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 11th day of JAN, 2001 by WALTER E. REUTTER, as Incorporator, who is personally known to me or who has produced Fl. dr. Li' as identification and who did/did not take an oath.

Teresa Heidt

Notary Public, State of Florida
Print Name: TERESA Heidt
My Commission Expires:
10/24/2002

STATE OF FLORIDA NOTARY PUBLIC
TERESA HEIDT
My Comm Exp. 10/24/2002
No. CC 765337
[ ] Personally Known [ ] Other I.D.

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 11th day of JAN, 2001 by JOHN KORKA, as Incorporator, who is personally known to me or who has produced Fl. dr. Li as identification and who did/did not take an oath.

TERESA HEIDT
My Comm Exp. 10/24/2002
No. CC 765337
[ ] Personally Known [ ] Other I.D.

Teresa Heidt
Notary Public, State of Florida
Print Name: Teresa Heidt
My Commission Expires: 10/24/2002

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 11th day of JAN, 2001 by FRED DORS, as Incorporator, who is personally known to me or who has produced Fl. dr. Li as identification and who did/did not take an oath.

TERESA HEIDT
My Comm Exp. 10/24/2002
No. CC 765337
[ ] Personally Known [ ] Other I.D.

Teresa Heidt
Notary Public, State of Florida
Print Name: TERESA Heidt
My Commission Expires: 10/24/2002