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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

imperial council session of 2006, inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 30, 2003

EMPIRE CORPORATE KIT COMPANY

SUBJECT: IMPERIAL COUNCIL SESSION OF 2006, INC.
REF: W03000012291

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
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ARTICLES OF INCORPORATION

OF

**IMPERIAL COUNCIL SESSION OF 2006, INC.
(A CORPORATION NOT FOR PROFIT)**

ARTICLE I - NAME

The name of this Corporation shall be IMPERIAL COUNCIL SESSION OF 2006, INC., with its principal office at 750 West Lumsden Road, Brandon, Florida 33511.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

I. The purposes for which the Corporation is organized are to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the purpose set forth in Article III, Section VIII, hereof.

II. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

III. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IV. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

V. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

VI. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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VII. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

VIII. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(10) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall this Corporation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office, and any advocating of a particular position or viewpoint must present a sufficiently full and fair exposition of the pertinent facts to permit an individual or the public to form an independent opinion or conclusion.

IX. This Corporation is organized for the following specific purposes:

1. To enter into a contract with The Imperial Council of the Ancient Arabic Order of the Nobles of the Mystic Shrine for North America, an Iowa corporation (herein referred to as "The Imperial Council"), and Shriners Hospitals for Children, a Colorado corporation and its appendant corporations (herein referred to as "SHC"), to host their annual session and annual meetings, at Tampa, Florida, in 2006.

2. To receive, administer and expend funds in connection with the conduct of the annual session of The Imperial Council and the annual meeting of SHC.

3. To contract for and provide facilities to The Imperial Council and SHC for holding their annual session and annual meeting and to enter into any transactions necessary for that purpose.

4. To enter into any kind of lawful activity permitted by a nonprofit corporation and to perform and carry out contracts of any kind necessary to or in conjunction with, or incidental to, the accomplishment of the purposes of the Corporation.

5. To apply for any licenses and permits required by law for the above stated purposes.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be 750 West Lumsden Road, Brandon, Florida 33511. The initial registered agent of this Corporation at such office shall be Clifton C. Curry, Jr., 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.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The Board of Directors shall be selected according to the By-Laws and shall consist of five members who shall have the power to notice, amend, and repeal the By-Laws of the Corporation. The number of directors may be increased or decreased from time to time as set out in the By-Laws, but the number of directors shall never be less than three. The names and addresses of the initial Board are:

<u>Name</u>	<u>Address</u>
John A. Massey Director General	5321 Lake LeClare Road Lutz, FL 33558-8043
William D. "Bill" Brown Deputy Director General	2538 W. Maryland Ave. Tampa, FL 33629-8171
Gary W. Dunwoody Imperial Officer	3803 N. Hills Blvd North Little Rock, AK 72116
Roger Langston	1525 Riverhills Drive Temple Terrace, FL 33637
John H. Epps	1710 E. 15 th St Little Rock, AK 72202

ARTICLE VI - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
John A. Massey	5321 Lake LeClare Road Lutz, FL 33558-8043

ARTICLE VII - OFFICERS

The Corporation is to be managed by a Director General, Deputy Director General, Secretary, and Treasurer. Officers shall be elected by the Board of Directors annually on the 15th day of January.

ARTICLE VIII - PROPERTY

The property of this Corporation is irrevocably dedicated to the purposes set forth above and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director or officer thereof, or to the benefit of any private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth.

Notwithstanding any other provision of these articles, the Corporation shall not carry on or engage in any other activities or exercise any powers not permitted to be carried on or exercised by a corporation organized for the same purpose, except to an insubstantial degree.

ARTICLE IX - NON-LIABILITY

Neither the directors of this Corporation, or any officer thereof, by reason of holding such office, shall be personally liable for the debts, liabilities or obligations of the Corporation.

ARTICLE X - OPERATING YEAR

The operating year shall be the calendar year ending the last day of December.

ARTICLE XI - BYLAWS

The initial bylaws shall be as prepared and adopted by the initial board of directors.

ARTICLE XII - DISSOLUTION

Upon the dissolution of this Corporation, the board of directors, after paying or making provision for the payment of all ordinary and necessary expenses of the Corporation and after reimbursing The Imperial Council and paying all customary travel expenses, meals and hotel costs of the staff members of the international office of The Imperial Council and SHC, shall disburse all of the assets remaining to SHC, if such Colorado corporation is in existence on the date of dissolution. In the event such Colorado corporation is not in existence at the time of said dissolution, the board of directors shall pay over and convey the assets to such organization or organizations organized and operating exclusively for charitable, scientific or educational purposes, which shall be selected by the board of directors of the Corporation, provided, however, that any such recipient organization or organizations shall at the time qualify as exempt from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, and shall be described as in Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent applicable law. Any such assets not so disposed of shall be disposed of by any proper court having jurisdiction over the matter exclusively for such purposes or to such organizations as the court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE XIII - IMPERIAL APPROVAL

This Corporation is subordinate to the authority of The Imperial Council and SHC. The Imperial Potentate of The Imperial Council has determined that unique and compelling reasons exist

for this Corporation and that the intended activity cannot reasonably be carried on without a corporate structure.

In witness whereof, I, the undersigned, the above-named incorporator, have executed these Articles of Incorporation this 27 day of March, 2003.

John A. Massey
John A. Massey-Incorporator
Director General

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On the 27th day of April, 2003, before me, the undersigned a notary public in and for the county and state, personally appeared John A. Massey, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged that he/she executed the same.

Witness my hand and official seal.

Virginia J. Massey
Notary Public in and for said county and state
(SEAL)
VIRGINIA J. MASSEY
MY COMMISSION # DD 067583
EXPIRES: November 12, 2005
1-800-3-NOTARY FL Notary Service & Bonding, Inc.

APPROVAL

The application to form an Imperial Council Session corporation, pursuant to Section 335.16 of the bylaws of The Imperial Council, was presented to the undersigned, stating why a corporation is necessary.

The Articles of Incorporation are in proper form and they do not conflict with any provision of the Articles of Incorporation or bylaws of The Imperial Council or SHC.

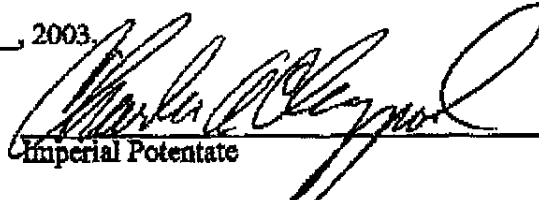
I recommend the approval of the Articles of Incorporation of The Imperial Council Session of 2006, Inc.


Theodore Corsones - General Counsel

I find that unique and compelling reasons exist for the formation of this Corporation and that the intended activity cannot reasonably be carried on without a corporate structure.

I hereby grant my written consent to the organization of The Imperial Council Session of 2006, Inc., and approve its Articles of Incorporation.

Dated this 5 day of April, 2003.


Imperial Potentate

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING REGISTERED OFFICE
AND REGISTERED AGENT (AND RESIDENT AGENT)**

Pursuant to applicable Florida Statutes, the following is submitted:

That IMPERIAL COUNCIL SESSION OF 2006, INC., desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the ARTICLES OF INCORPORATION at 750 West Lumisden Road, Brandon, Florida 33511, has named Clifton C. Curry, Jr., as its Registered Agent (and Resident Agent).

ACKNOWLEDGMENT

Having been named Registered Agent for the above-stated Corporation as designed in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said office.



Clifton C. Curry, Jr., as Registered Agent

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