

**Electronic Articles of Incorporation
For**

**N04000000397
FILED
January 12, 2004
Sec. Of State**

HONORCLUB INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

HONORCLUB INC.

Article II

The principal place of business address:

22 SHERWOOD DRIVE
SHALIMAR, FL. 32579

The mailing address of the corporation is:

P.O. BOX 855
SHALIMAR, FL. 32579

Article III

The specific purpose for which this corporation is organized is:

TO PROVIDE DISCOUNTS AND OTHER FINANCIAL BENEFITS TO ITS MEMBERS. THIS CORPORATION MAY TRANSACT ANY AND ALL LAWFUL BUSINESSES FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATIONS ACT.

Article IV

The manner in which directors are elected or appointed is:

APPOINTED BY THE INCORPORATOR.

Article V

The name and Florida street address of the registered agent is:

B. T BREAZEALE II
22 SHERWOOD DRIVE
SHALIMAR, FL. 32579

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: B. THOMAS. BREAZEALE II

Article VI

The name and address of the incorporator is:

B. THOMAS BREAZEALE II
22 SHERWOOD DRIVE
P.O. BOX 855
SHALIMAR, FL 32579

Incorporator Signature: B. THOMAS BREAZEALE II

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
SEAN R NOLAND
40840 N. GRAND AVE.
ANTIOCH, IL. 60002

Title: D
EDWARD P HALEY
900 NORTH SHORE DRIVE
LAKE BLUFF, IL. 60044

Title: D
ANDREW M HALEY
900 NORTH SHORE DRIVE
LAKE BLUFF, IL. 60044

Title: D
B. T BREAZEALE II
22 SHERWOOD DRIVE
SHALIMAR, FL. 32579