

N05000006524

(Requestor's Name)

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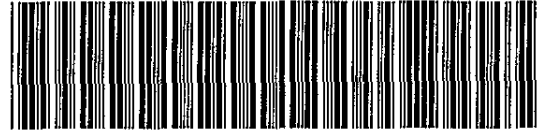
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Restat  
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**PAHOKEE ELKS LODGE # 1638  
P. O. BOX 517  
691 EAST MAIN STREET  
PAHOKEE, FLORIDA 33476-0517  
561-924-7727**

October 7, 2005

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

Re: Corporation Document Number N05000006524  
Pahokee Lodge # 1638 BPOE, Inc.

Dear Division of Corporations,

Enclosed for filing please find restatement of Articles of Incorporation of the above referenced Corporation.

Also enclosed is a check in the amount of \$35.00 for the filing fee.

Please advise me if further information is needed.

Please return the certificate of filing to the undersigned when approved.

Thank you for your help in this matter.

Sincerely,



Barbara A. Heffernan, PDDGER  
Lodge Secretary

Enc.

**ARTICLES OF RESTATEMENT OF ARTICLES OF INCORPORATION**

The undersigned Florida not-for-profit corporation, pursuant to Chapter 617 of the  
XXXVI of the Florida Statutes, hereby executes the following articles of restatement and  
sets forth:

1. The name of the corporation is **PAHOKEE LODGE # 1638 BPOE, INC.**
2. The corporation desires to restate its Articles of Incorporation in the form of the  
"Restated Articles of Incorporation" attached hereto, to replace and supercede its original  
Articles of Incorporation and all previous amendments thereto.
3. The restatement includes one or more amendments to the Articles of Incorporation  
requiring approval of members entitled to vote on the amendments.
4. The restatement was proposed by the board of directors and directed to be submitted  
to a vote at a meeting of the members entitled to vote on the proposed amendments.  
Written notice setting forth the proposed amendments or a summary of the changes to be  
effected by the amendments was given to each member entitled to vote at such meeting in  
accordance with the articles of incorporation or the bylaws. The proposed amendments  
were adopted at a meeting of the members held on September 22, 2005 by vote of a  
majority of the votes which members present at the meeting were entitled to cast.
5. The number cast for the restatement was sufficient for approval.

Executed in the name of the corporation by:

Kent H. Asher

President

October 3 2005,

Attest:

Barbara J. Heffernan

Secretary

SEAL

Corporation Document Number: N05000006524.

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**RESTATED ARTICLES OF INCORPORATION OF  
PAHOKEE LODGE # 1638 BPOE, INC.**

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have voluntarily associated ourselves together for the purpose of forming a not-for-profit corporation under Chapter 617 of the Statutes of the State of Florida, and we hereby certify:

**ARTICLE I:** The name of this not-for-profit corporation shall be: PAHOKEE LODGE # 1638 BPOE, INC.

**ARTICLE II:** The initial principal office and the mailing address of this corporation shall be:

The initial principal office is 691 East Main Street, Pahokee, FL 33476.

The mailing address of this corporation is P.O. Box 517, Pahokee, FL 33476.

**ARTICLE III:** The purposes for which said corporation is formed are:

(a) The primary purpose for which this corporation is formed is to inculcate the principles of charity, justice, brotherly love and fidelity; to promote the welfare and enhance the happiness of its members; to quicken the spirit of American patriotism; to cultivate good fellowship and to perpetuate itself as a fraternal organization.

(b) Other purposes for which this corporation is formed are: to do all the acts and things, and business and business in any manner connected with objects or purposes or powers of the corporation, or necessary, incidental, convenient or auxiliary thereto, calculated directly to promote the interests, objectives, and ideals of the organization, and in addition, to have and exercise all rights, powers and privileges now or hereafter belonging to or conferred upon non-profit corporations existing under the laws of the State of Florida.

(c) The foregoing statement of purpose or purposes shall be construed as a statement of both purpose and powers, and the purposes and powers in each clause shall, except where otherwise expressed, be in no ways limited or restricted by reference to or inference from the terms of provisions of any other clause, but shall be regarded as independent purposes and powers.

**ARTICLE IV:** This corporation is organized exclusively as a fraternal organization, as a not-for-profit corporation, and its activities shall be conducted for the aforesaid purposes in such manner that no part of its net earnings will inure to the benefit of any member, director, trustee, officer or individual.

**ARTICLE V:** The members of this corporation, their qualification and rights and privileges, shall be set forth in the bylaws of this corporation.

**ARTICLE VI:** (a) The directors, officers, or trustees of this corporation, their nominations, election or appointment, installation power and authority shall be in accordance with the provisions of the bylaws of this corporation.

(b) The governing body of this corporation shall be its board of directors, which said board of directors shall consist of all the following: the officers of the corporation, who are entitled Exalted Ruler, Esteemed Leading Knight, Esteemed Loyal Knight, Esteemed Lecturing Knight, and five persons who shall bear the title of Trustee.

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**ARTICLE VII:** The bylaws of the corporation shall define the duties of the directors, officers and trustees of the corporation; that the manner of election, and term of office, of the directors, officers and trustees of the corporation shall be as set forth in the bylaws of the corporation; that the number of persons to serve in the capacity of directors may be changed from time to time by the bylaws of said corporation, and that said corporation is hereby granted authority to make a code of bylaws for its government, and to amend the same from time to time as provided in said bylaws.

**ARTICLE VIII:** This corporation is organized with the permission of the Grand Lodge of the Benevolent and Protective Order of Elks of the United States of America, and the business of the corporation and all its acts, decisions and other actions of its officers and members in carrying out its purpose and powers shall at all times conform with the provisions of the Grand Lodge Constitution and Laws of the Order enacted pursuant thereto as well as the provisions of State law.

**ARTICLE IX:** In all matters relating to property, both real and personal, including but not limited to, purchase, sale, mortgage, hiring and leasing, the provisions of Section 16.050, Laws of the Grand Lodge relating to notice and required vote shall be fully complied with.

**ARTICLE X:** The term of this corporation shall be perpetual.

**ARTICLE XI:** Upon liquidation, dissolution or winding up of the corporation, the corporation's property shall be subject to the provisions of Section 9.170 of the Laws of the Grand Lodge.

**ARTICLE XII:** The name and street address of the initial registered agent for the corporation is:

Corey P. Miller, EA of Benham, Miller & Harris, Inc.  
2911 East Main Street  
Pahokee, FL 33476

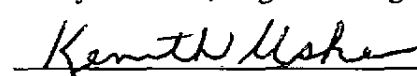
**ARTICLE XIII:** The name and address of the incorporator is:

Barbara Heffernan  
P.O. Box 71  
Pahokee, FL 33476


Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Corey P. Miller, Registered Agent

OCT 12, 2005  
Date

  
President

October 3, 2005,  
Date

Attest:   
Secretary

SEAL

Corporation Document Number: N05000006524.