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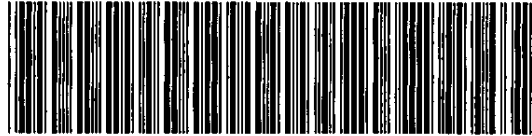
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. WHITE JUL 5 2007

KOPELOUSOS & BRADLEY, P.A.

ATTORNEYS AT LAW

1279 KINGSLEY AVENUE - SUITE 118

ORANGE PARK, FLORIDA 32073

MAILING ADDRESS: P.O. BOX 562

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JOHN KOPELOUSOS
ROBERT M. BRADLEY, JR.
STACIE R. DRAWDY

TELEPHONE: (904) 269-1111
FACSIMILE: (904) 269-1115

June 26, 2007

Florida Secretary of State
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

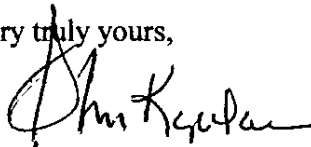
RE: Green Cove Springs Aerie #4505 FOE

Dear Sirs:

Enclosed please find the Articles of Incorporation and Certificate naming the registered agent for the above-referenced corporation. Also enclosed is a check in the amount of \$78.75 for the filing fee, registered agent certificate and one certified copy.

Please do not hesitate to contact me should you have any questions.

Very truly yours,



John Kopelousos

Enclosures

JK/sjc



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 27, 2007

JOHN KOPELOUSOS
PO BOX 0562
ORANGE PARK, FL 32067-0562

SUBJECT: GREEN COVE SPRINGS AERIE 4505 FOE
Ref. Number: W07000030427

We have received your document for GREEN COVE SPRINGS AERIE 4505 FOE and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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) 245-6933.

Dale White
Document Specialist
New Filing Section

Letter Number: 707A00042060

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ARTICLES OF INCORPORATION

OF

**GREEN COVE SPRINGS AERIE 4505 FOE, Inc.
(A Non-Profit Corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves to form a corporation for charitable and educational purposes under the provisions of Chapter 617 of the Florida Statutes, and for these purposes they adopt the following Articles of Incorporation:

Article 1. Name and Address: The name of the corporation is Green Cove Springs Aerie 4505 FOE, Inc., located at 3265 Highway 17, Green Cove Springs, FL 32043.

Article 2. Purposes, Limitations and Dissolutions:

2.1 Purposes: The corporation is organized exclusively for charitable and educational purposes, including, for such purposes the making of distributions to and for the benefit of organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), and not for pecuniary profit.

2.2 Limitations and Actions: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other 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 in Section 2.1 of this Article. 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 not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

2.3 Dissolution: Upon the dissolution of the corporation, the Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation if it shall then be in existence and shall at the time be qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code 1954 (or the corresponding provision of any future United States Internal Revenue Law), or if not, to such organization or organizations which are then so qualified as the Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is

then located, exclusively for the purposes of the corporation or to such organization or organizations which are organized and operated exclusively for such purposes as the Court shall determine.

Article 3. Powers. Subject to the restrictions and limitations set forth in Article 2 the corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the state of Florida, and to make donations for the public welfare and for charitable and educational purposes.

Article 4. Membership:

4.1 Qualifications: The members of the corporation shall be those persons 18 years of age, or older who, from time to time, shall be members of the Board of Directors of the Corporation in accordance with the terms and provisions of Article 8 of the Articles of Incorporation. The original subscribers to these Articles of Incorporation shall be the initial members of the corporation. However, the Board of Directors by a majority vote at any meeting may confer lifetime honorary, voting or non-voting memberships to persons who, in the judgment of the Board, have demonstrated an extraordinary interest in the work of the Green Cove Springs Aerie 4505 FOE.

4.2 Termination: The membership of any person shall be terminated at such time as that person shall cease to be a member of the Board of Directors of the Corporation.

Article 5. Term of Existence: This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

Article 6. Subscribers: The name and residence of each subscriber to these Articles of Incorporation are as follows:

Article 7. Officers:

7.1 Number: The officers of the corporation are Board of Directors, a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

7.2 Manner of Election: The officers of the corporation shall be elected annually by a majority vote of the Board of Directors in the month of May of every year, and shall serve for a one year term, from June 1 until May 31. Officers may be removed by the Trial Committee, which shall be appointed by the President as provided in the Constitution of the Fraternal Order of Eagles.

7.3 Names of First Officers: The names of the persons who are to serve as officers of the corporation initially and until their successors are duly elected or appointed are:

President - Billy M. Marrs
Vice President- Dennis R. Martin
Secretary – Michael P. Altman
Treasurer – Robert A. Underwood

Article 8. Board of Directors: The Affairs of the corporation shall be managed by a Board of Directors consisting of not less than three nor more than 7 persons. The initial Board of Directors shall be Billy M. Marrs, Dennis R. Martin, Michael P. Altman, and Robert A. Underwood plus Marshall E. Motes, Ronald T. Wall, Jimmie L. Felt who shall be known as Trustees. The initial board shall serve through May 2008, and the board shall be elected annually thereafter to serve for a one (1) year term, from June 1 through May 31 of each year thereafter.


Article 9. Stocks and Dividends Prohibited. The corporation shall have no capital stock, pay no dividends, distribute no part of its net income to its members, officers or trustees, and the private property of its members shall not be liable for any obligation of the corporation.


Article 10. Bylaws: The Bylaws of the corporation shall be made, altered or rescinded by a majority vote of the Board of Directors.

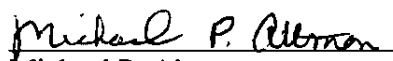
Article 11. Amendment. Amendments to these Articles of Incorporation may be proposed and adopted by a majority vote of the Board of Directors.

Article 12. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is Michael P. Altman and the name of its initial Registered Agent at that address is 7588 Old Middleburg, Road, South, Jacksonville, FL 32222.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this ____ day of June, 2007.


Billy M. Marrs


Dennis R. Martin


Michael P. Altman

**STATE OF FLORIDA
COUNTY OF CLAY**

Before me personally appeared, Billy M. Marrs, Dennis R. Martin, and Michael P Altman, to me personally known or who presented FLORIDA DRIVER'S LICENSE as identification and known before me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 16 day of June, 2007.

John Kopelousos
NOTARY PUBLIC
State of Florida at Large
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

PURSUANT to the provisions of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

GREEN COVE SPRINGS AERIE 4505 FOE, ^{Inc.} its principal office as indicated in the Articles of Incorporation at Green Cove Spring, County of Clay, State of Florida, has named MICHAEL P. ALTMAN, located 75880 Old Middleburg Road South, Jacksonville, Fl. 32222, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Michael P. Altman
Michael P. Altman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA