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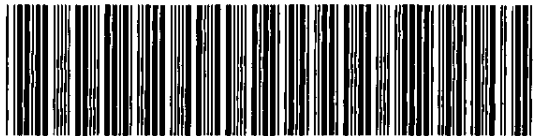
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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J. Shivers OCT 07 2008

Christopher A. Desrochers, P.L.

2504 Ave. G NW
Winter Haven, FL 33880
(863) 299-8309
Fax: (863) 299-8309

October 2, 2008

Florida Dept. of State
Division of Corporations
Clifton Building
2661 Executive Ctr. Cir.
Tallahassee, FL 32301

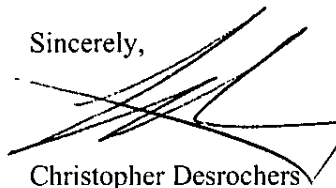
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2008 OCT -6 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: South Florida Fraternal Corporation.

To Whom It May Concern:

Enclosed, please find an original Articles of Incorporation for South Florida Fraternal Corporation, for filing. Also enclosed is a check for \$78.75, which constitutes the filing fee and the fee for a certified copy of the articles. Please return the certified copy to the address listed at the top of this page. I thank you very much for your attention in this matter.

Sincerely,



Christopher Desrochers

Enclosures:

Original Articles of Incorporation.
BA Ck. # 4910 for \$78.75 payable to Fla. Dept. of State.

**ARTICLES OF INCORPORATION
SOUTH FLORIDA FRATERNAL CORPORATION
3730 CLEVELAND HEIGHTS BLVD. STE. 1
LAKELAND, FL 33803**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME

The name of the corporation shall be: SOUTH FLORIDA FRATERNAL CORPORATION.

ARTICLE TWO: PRINCIPAL OFFICE

The principal place of business of this corporation shall be: 3730 CLEVELAND HEIGHTS BLVD. STE. 1, LAKELAND, FL 33803. The mailing address of this corporation shall be: 3730 CLEVELAND HEIGHTS BLVD. STE. 1, LAKELAND, FL 33803.

ARTICLE THREE: PURPOSE

The specific purposes for which the corporation is organized are to assist Woodmen of the World members as well as needy members of the general public through educational, charitable, fraternal, and philanthropic activities; to promote fraternalism and community awareness through a variety of fraternal and charitable activities; in its capacity as a parent lodge to form subordinate lodges to carry on the fraternal and other goals of the corporation in a regional and local context; and to conduct itself in any legitimate activity that is in accord with state and federal law and the nature and goals of the corporation.

The general purposes for which this corporation is formed are to operate exclusively for such fraternal, religious, educational, and charitable purposes as will qualify it as an exempt organization under Section 501(c)(10) 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.

This corporation will 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.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(10) of the Internal Revenue Code, or the corresponding provision of any future federal tax code. Further, as to contributions received for educational, charitable, or religious purposes, and notwithstanding any other provision of these articles, this organization shall not carry on any activities with such contributions not permitted to be carried on by an organization, contributions to which are deductible under section 170(c)(2) or section 170(c)(4) of the Internal Revenue Code, or both, or the corresponding provision of any future federal tax code.

The property of this corporation is irrevocably dedicated to fraternal, religious, educational, and charitable purposes, and no part of the net earnings of this corporation shall ever inure to the benefit of, or be distributable to, its directors, officers, members, or any private individuals, 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 this Article. Further, the net earnings of this corporation are devoted exclusively to fraternal purposes and to such purposes that would be considered exempt purposes under section 501(c)(3) of the Internal Revenue Code.

ARTICLE FOUR: MANNER OF ELECTION OF OFFICERS AND DIRECTORS

The powers of this corporation will be exercised, its property controlled, and its affairs conducted by a board of directors. The board of directors will consist of three directors. However, this number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation; provided that the minimum number of directors shall be three. The method of election of directors shall be the method as stated in the bylaws of this corporation.

The officers authorized are as follows: President, Vice President, Secretary, and Treasurer. The bylaws may

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also authorize the election of other officers and may authorize the election of more than one vice president. The method of election of officers shall be the method as stated in the bylaws of this corporation. The board of directors may, within its discretion, leave any of the authorized offices vacant except for the office of secretary. The duties and responsibilities of each officer are contained in the bylaws of the corporation.

The initial officers and directors of the corporation shall be as follows:

President – Max Aines, 3730 Cleveland Heights Blvd., Ste. 1, Lakeland, FL 33803.

Vice President – Bob Harley, PO Box 219, Highland City, FL 33846.

Secretary – Lou McCraney, 3105 Brook Dr., Lakeland, FL 33811.

Treasurer – Elizabeth Anderson, 3730 Cleveland Heights Blvd., Ste. 1, Lakeland, FL 33803.

Group “A” Trustees (three year term):

Berniece Bauschke, 5864 Lk. Victoria, Lakeland, FL 33813.

Linda Chapman, 12002 Riverhills Dr., Tampa, FL 33617.

Larry Holt, 3115 Valley High Dr., Lakeland, FL 33813.

Ila Stapleton, PO Box 115, Alva, FL 33920.

Betty Jackman, 9530 Windsor Club Cir., Ft. Myers, FL 33905.

Al Couture, 3107 Tarabrook Dr., Tampa, FL 33618.

Group “B” Trustees (two year term):

Christopher Desrochers, 2504 Ave. G NW, Winter Haven, FL 33880.

Ken Harshman, 22 E. Thrush St., Apopka, FL 32712.

Don Mitchell, 535 E. Lk. Bonny Dr., Lakeland, FL 33810.

Vivian Powell, 1755 Mahaffey Cir., Lakeland, FL 33811.

Cassie Wilbanks, 27020 E. CR 44A, Eustis, FL 32736.

Holland Henderson, 3730 Cleveland Heights Blvd., Ste. 1, Lakeland, FL 33803.

Group “C” Trustees (one year term):

Herb Chapman, 12002 Riverhills Dr., Tampa, FL 33617.

Kyle McMahan, 3730 Cleveland Heights Blvd., Ste. 4, Lakeland, FL 33803.

Robby Molony, 2623 High Ridge Dr., Lakeland, FL 33813.

Robert Chapman, 3450 Gallagher Rd., Dover, FL 33527.

Mike Middleton, 9942 58th St. E, Parrish, FL 34219.

Keith Oldaker, PO Box 2891, Apopka, FL 32704.

ARTICLE FIVE: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are: CHRISTOPHER DESROCHERS, 2504 AVE. G NW, WINTER HAVEN, FL 33880.

ARTICLE SIX: INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are: MAX AINES, 3730 CLEVELAND HEIGHTS BLVD. STE. 1, LAKELAND, FL 33803.

ARTICLE SEVEN: CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes.

ARTICLE EIGHT: BYLAWS

Within 90 days of the approval of these articles, the Board of Directors will promulgate bylaws. These bylaws may only be amended, revised, or repealed by the manner and procedure stated in the bylaws of this corporation.

ARTICLE NINE: AMENDMENT OF ARTICLES

The Articles of Incorporation may only be amended by a unanimous vote of the Board of Directors.

ARTICLE TEN: CHARTERING OF SUBORDINATE LODGES

As a parent lodge, this corporation is authorized to create, charter, and create and charter subordinate lodges as provided by the bylaws.

ARTICLE ELEVEN: DISSOLUTION

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Dated this 2nd day of October, 2008.


MAX AINES, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 21 day of October, 2008.


CHRISTOPHER DESROCHERS

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