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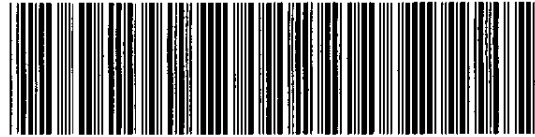
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FILED
2009 APR -7 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009-14478

John G. Shiley, P. A.

ATTORNEY AT LAW
7875 Bird Road, Suite 221
Miami, Florida 33155
Ph: (786) 388-0047

March 23, 2009

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

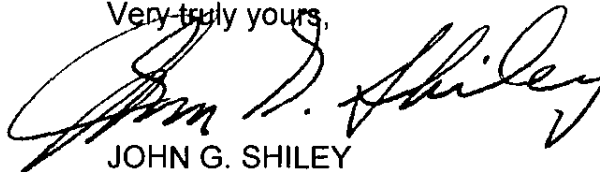
Re: Articles of Incorporation of:
FLORIDA SHRINE ASSOCIATION CONVENTION OF 2009, INC.

Dear Sir/Madam:

Enclosed, please find the original and one (1) copy of Articles of Incorporation of FLORIDA SHRINE ASSOCIATION CONVENTION OF 2009, INC., for filing. Also, please find my check in the amount of \$78.75 which is the filing fee and the cost of a certified copy of the said corporation.

Thank you for your assistance in this matter and should you have any questions with regard to the above, kindly feel free to contact me.

Very truly yours,



JOHN G. SHILEY

JGS:gs
Encl.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
FLORIDA SHRINE ASSOCIATION CONVENTION OF 2009, INC.**

1, the undersigned, desiring to form a corporation not for profit, for charitable and philanthropic purposes under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

NAME AND LOCATION

The name of the corporation shall be **FLORIDA SHRINE ASSOCIATION CONVENTION OF 2009, INC.**, and it is to be located in Miami-Dade County, at **1480 N.W. North River Drive, Miami, Florida 33125**

ARTICLE II

PURPOSES

The general nature of the objects and purposes of this corporation shall be to do all things necessary and incidental to organizing, promoting, holding and conducting the convention of the **FLORIDA SHRINE ASSOCIATION** for 2009, and to transact any and all other lawful business for which non-profit corporations may be incorporated under the Laws of the State of Florida, and for the education and entertainment of its members and visiting Shriners.

ARTICLE III

QUALIFICATIONS OF MEMBERS

Any Shriner in good standing in a Florida Temple shall be eligible for membership. Members shall be received upon written applications and upon approval by the majority of the Directors.

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TALLAHASSEE, FLORIDA

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**ARTICLE IV
TERM OF EXISTENCE**

This corporation shall exist until December 31, 2009 at said time it shall terminate and automatically dissolve.

**ARTICLE V
SUBSCRIBER**

The name and residence of the subscriber is:

JOHN G. SHILEY 7875 Bird Road, Suite 221

Miami, FL 33155

**ARTICLE VI
OFFICERS**

The affairs of the corporation are to be managed by a Board of Directors consisting of five (5) members; and the officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as may be provided for in the by-laws. The Directors shall be elected at the annual meeting of the members and shall serve until the next annual meeting of the Board of Directors, unless removed earlier in accordance the bylaws.

A. The initial Board of Directors shall be:

John W. Borsa Jr. 5401 Johnson Street, Hollywood, FL 33021

John G. Shiley 7875 Bird Road, Suite 221, Miami, FL 33155

Jerome Jacobs 3201 Stonebook Circle, Davie, FL

Stanley T. Mykytka 7160 S.W. 6th Street, Miami, FL

Alvaro A. Lourido 6416 SW 14th Street, West Miami, FL

Vacancies in the initial Board of Directors occurring before the first election shall be filled by the Directors remaining in office even though they do not constitute a quorum of the Board of Directors.

ARTICLE VII REGISTERED AGENT

The initial resident agent for this corporation is JOHN G. SHILEY and initial resident office is located at 7875 Bird Road, Suite 221, Miami, Florida, 33155.

I JOHN G. SHILEY, accept the appointment as Registered Agent, I state that I am familiar with and accept the obligations of that position.

ARTICLE VIII SUBORDINATION

This Corporation shall be subordinate to and subject to the authority of the Imperial Potentate of the shrine of North America and of the Imperial Council of the Shrine of North America.

ARTICLE IX INDEBTEDNESS

The members, directors, subscriber and officers of this Corporation shall not be

individually indebted or suffer any individual liability for the corporate debts or liabilities of the Corporation.

ARTICLE X REAL ESTATE

The Corporation shall not hold title to any real estate.

ARTICLE XI INDEMNIFICATION

The Corporation shall indemnify and hold harmless the Imperial Council, A.A.O.N.M.S., an Iowa Corporation and Shiner's Hospital for Children, a Colorado Corporation.

ARTICLE XII GENERAL PROVISIONS

Section 1. Amendments. The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Charter, in the manner now, or hereafter, prescribed by Statute.

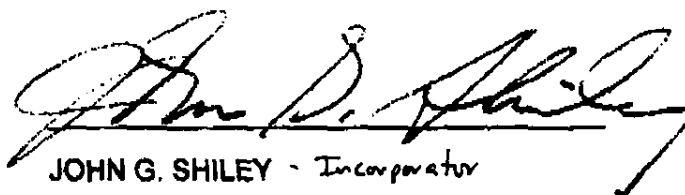
Section 2. In the event of dissolution of the Corporation by lapse of time or otherwise, all remaining assets and funds of the Corporation, if any, shall be conveyed or transferred to Mahi Temple, A.A.O.N.M.S. and no part of the assets or funds of the Corporation shall enure to the benefit of any member of the Corporation.

Section 3. Upon completion of the 2009 Florida Shrine Association Convention and the obligations of the Corporation in connection therewith, this corporation shall be dissolved and finally liquidated as set forth in section 2 above.

ARTICLE XIII
A CORPORATION NOT FOR PROFIT

This Corporation exists solely as a Non-Profit Corporation, having no purpose other than as stated in these Articles, and no part of the assets or funds of the Corporation may enure to the benefit of any individual or individuals personally, except in payment of services actually rendered or performed

IN WITNESS WHEREOF, the undersigned, having hereunto set his hand and seal, this 18 day of February, 2009.


JOHN G. SHILEY - Incorporator

STATE OF FLORIDA)

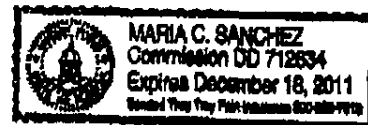
COUNTY OF MIAMI DADE)

BEFORE ME, the undersigned authority, personally appeared JOHN G. SHILEY, who is personally known to me, subscriber of the foregoing Article of Incorporation of FLORIDA SHRINE ASSOCIATION CONVENTION OF 2009,, INC. and acknowledge before me that he executed and subscribed to the same for the uses and purposes therein expresses.

WITNESS my hand and seal in Miami, Miami-Dade County, FL this 18 day of
February 2009, and who is personally known to me and who did/did not take an oath.

Maria C. Sanchez
NOTARY PUBLIC

MARIA C. Sanchez
Printed Name



John W. Borsa Jr.
John W. Borsa Jr.

Jerome F. Jacobs
Jerome F. Jacobs

Alvaro A. Lourido
Alvaro A. Lourido

ACCEPTANCE OF RESIDENT AGENT

I, JOHN G. SHILEY, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, to wit, 7875 Bird Road, Suite 221, Miami, FL 33155. 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.


JOHN G. SHILEY, Registered Agent

2/18/09
DATE

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TALLAHASSEE, FLORIDA