

N10000003367

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers APR 05 2010

W10-16729
621



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 2, 2010

TINO GONZALEZ
1600 SARNO RD SUITE 1
MELBOURNE, FL 32935

SUBJECT: CENTRAL BREVARD SHRINE CLUB HOLDING CORPORATION
Ref. Number: W10000016323

We have received your document for CENTRAL BREVARD SHRINE CLUB HOLDING CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved business entity. The name of a voluntarily dissolved business entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved business entity provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

Please return the corrected 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) 245-6929.

Justin M Shivers
Regulatory Specialist II
New Filing Section

Letter Number: 310A00008080

Department of State
Division of Corporation
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Will Not Revoke Dissolution of Corporation
Document # N10000002057

I Donald Vargas will not Revoke the dissolution of the Central Brevard Shrine
Club Holding Corporation and release the name to be used.



Donald Vargas
Vice President
420 Deb Lane
Merritt Island, Florida 32952
321-452-0297

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STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: CENTRAL BREVARD SHRINE CLUB HOLDING CORPORATION
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Tino Gonzalez
Name (Printed or typed)

1600 Sarno Road, Suite 1
Address

Melbourne, Florida 32935
City, State & Zip

321-751-9675
Daytime Telephone number

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
CENTRAL BREVARD SHRINE CLUB HOLDING CORPORATION**

We, the undersigned, residents of the state of Florida, being of lawful age, and members of the Central Brevard Shrine Club of Azan Shriners, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the Florida Nonprofit Corporation Act.

ARTICLE 1

Name

§1.1 Name. The name of this corporation is Central Brevard Shrine Club Holding Corporation.

ARTICLE 2

Term

§2.1 Duration. The period of duration of this nonprofit corporation shall be perpetual.

ARTICLE 3

Purpose

§3.1 Purpose. This corporation exists as a nonprofit corporation for the sole purpose of holding title to real and personal property other than cash and securities owned by the Central Brevard Shrine Club.

§3.2 Internal Revenue Code. The corporate purpose shall, furthermore, be in accordance with the provisions of §501(c)(2) of the Internal Revenue Code, as amended from time to time. Any income received by the corporation, less expenses, shall be turned over to the Central Brevard Shrine Club, which is exempt under §501(c)(10) of the Internal Revenue Code.

ARTICLE 4

General Provisions

§4.1 Potentate's Authority. The potentate of Azan Shriners shall have the power to remove from office in the corporation any director or officer for disobedience of his orders or for violation of temple bylaws with respect to the conduct of the affairs of the corporation.

§4.2 Prohibited Activities. The corporation shall not have any capital stock and no person shall receive any profits from its operations by dividends or otherwise, and no substantial part of the activities of the corporation shall be to carry on propaganda or otherwise attempt to influence legislation.

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TALLAHASSEE FLORIDA

§4.3 Personal Benefit. No part of the assets or funds may inure to the benefit of individuals personally except in payment for services actually received or performed.

§4.4 Fiscal Year. The fiscal year of this corporation shall be on a calendar year basis, and it must arrange its books of account, annual report and audit to conform to the calendar year.

§4.5 Copies of Documents. Copies of these articles of incorporation and the bylaws of the corporation, and any amendments thereto, must be filed with the Imperial Recorder.

§4.6 Records. The corporation shall maintain its records in accordance with the Uniform Chart of Accounts prescribed by The Imperial Council, A.A.O.N.M.S.

§4.7 Review. This corporation is required to have its financial statements reviewed, unless an audit is required pursuant to Shrine law, by a certified, chartered or licensed public accountant at the close of each year, as provided by the bylaws of The Imperial Council, A.A.O.N.M.S., and a copy of the accountant's report and accompanying financial statements must be filed with the Imperial Recorder.

§4.8 Corporate Debt. The private property of the members of the board of directors of the corporation and the officers thereof shall not be subject to the payment of corporate debts to any extent whatsoever.

§4.9 Disposition of Assets. The sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the corporation, may only be upon such terms and conditions and for such consideration as shall first be authorized by a vote of Azan Shriners at a stated meeting of that temple or at a special meeting which sets forth in the notice of the meeting the special nature of the business to be transacted.

§4.10. Purchaser of Assets. No purchaser of any property of the corporation shall be required to see to the application of the purchase money received therefrom or to inquire into the validity, expediency or propriety of any such sale.

§4.11 Dissolution. In the event of dissolution, the assets and funds remaining after payment in full of all debts of the corporation shall be conveyed to Azan Shriners or Shriners Hospitals For Children, or both, as authorized by a vote of Azan Shriners at a stated meeting of that temple or at a special meeting which sets forth in the notice of the meeting the special nature of the business to be transacted. No part of the assets or funds may revert or inure to the benefit of any officer or director of the corporation.

ARTICLE 5

Members

§5.1 Members. This corporation shall have no members.

ARTICLE 6

Directors

§6.1 Management. The affairs and business of this corporation shall be managed and conducted by a board of directors consisting of four in number, being the president, vice president, treasurer and secretary of the of the Central Brevard Shrine Club, and their designation as such officers of the Central Brevard Shrine Club shall constitute them the board of directors of this corporation.

§6.2 Powers. The board of directors has all of the powers usually vested in the directors of a nonprofit corporation, except as otherwise provided by Shrine law, this corporation's articles of incorporation and bylaws, and in the laws of the state of Florida.

§6.3 Good Standing. The directors of the corporation shall be members in good standing in the Central Brevard Shrine Club and remain subject to the bylaws of Azan Shriners, the authorizing temple, and the control of the potentate thereof.

ARTICLE 7

Officers

§7.1 Designation. The officers of this corporation shall be a president, vice president, treasurer and secretary

§7.2 President. The president shall be the person who occupies the position of president of the Shrine Club.

§7.3 Vice President. The vice president shall be the person who occupies the position of the vice president of the Shrine Club.

§7.4 Treasurer. The treasurer shall be the person who occupies the position of treasurer of the Shrine Club.

§7.5 Secretary. The secretary shall be the person who occupies the position of secretary of the Shrine Club.

ARTICLE 8

Meetings

§8.1 Annual. The annual meeting of this corporation shall be at the time and place of the annual meeting of Central Brevard Shrine Club.

§8.2 Regular and Special. Regular and special meetings for the transaction of such other business necessary to carry out the purpose of the corporation may be held within the state of Florida at such time and place as may from time to time be designated in accordance with the bylaws.

ARTICLE 9

Bylaws

§9.1 Bylaws. The board of directors shall provide such bylaws for the conduct of the corporate business as they deem necessary and these shall be presented to the first annual meeting of the corporation.

§9.2 Amendments. Thereafter, after due notice as provided by the bylaws, the bylaws may be amended, altered or revised by majority vote of the directors present and voting at a stated meeting or at any special meeting called for that purpose.

§9.3 Annual Meeting. The bylaws shall also provide that the notice of the annual meeting of Central Brevard Shrine Club shall also constitute the notice of the annual meeting of the directors of this corporation.

ARTICLE 10

Amendments

§10.1 Procedure. The corporation reserves the right to amend, alter, change or repeal provisions contained in these articles of incorporation in the manner now or hereafter prescribed by statute and by the bylaws of The Imperial Council, A.A.O.N.M.S.

§10.2 Approval. No amendment of the articles of incorporation shall be valid unless first approved by the potentate of Azan Shriners, the chairman of the Imperial Jurisprudence and Laws Committee, General Counsel and the Imperial Potentate.

§10.3 Shrine Law Changes. When a change is made by The Imperial Council, A.A.O.N.M.S. affecting Shrine law and the change affects the articles of incorporation or bylaws of this corporation, the articles of incorporation and the bylaws of this corporation, unless prohibited by state law, are thereupon changed to conform with those of The Imperial Council, A.A.O.N.M.S. and appropriate action shall be taken by the corporation to evidence the same.

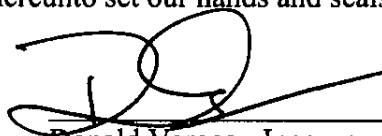
ARTICLE 11

Registered Agent and Registered Office

§11.1 Registered Agent. The initial registered agent is Phillip M. Sabelli, recorder of Azan Shriners, 1591 Eau Gallie Boulevard, Melbourne, Florida 32935.

§11.2 Registered Office. The registered office of this corporation is 1591 Eau Gallie Boulevard, Melbourne, Florida 32935.

In witness whereof, we, the undersigned, have hereunto set our hands and seals this 12th day of MARCH, 2010.



Donald Vargas - Incorporator

420 Deb Lane

Application

Merritt Island Fl

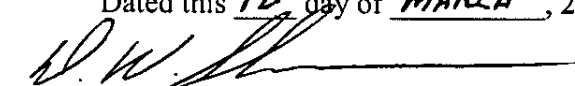
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The written application of the Central Brevard Shrine Club to organize a shrine club holding corporation was presented to me, the potentate of the temple having jurisdiction of the shrine club, stating the reason why such incorporation was necessary. A draft of the proposed articles of incorporation was attached to the application. I found that the incorporation was necessary and approved the application.

The corporation will exist solely as a nonprofit corporation and for the sole purpose of holding title to real and personal property, other than cash and securities owned by the club.

Upon incorporation, I will require, and assume responsibility for filing an application for, and obtaining, recognition of exemption from federal income tax (title holding company exemption ruling) from the Internal Revenue Service and I will furnish a copy thereof to the Imperial Recorder.

Dated this 12th day of MARCH, 2010.



Denard W. Shivers - Potentate

Attest:



Phillip M. Sabelli - Recorder

Certification

We have reviewed the foregoing application and the proposed articles of incorporation and find that the organization of the corporation is necessary, and that the proposed articles of incorporation include the provisions required by §337.9 of the bylaws of The Imperial Council, A.A.O.N.M.S. We further find that the articles of incorporation are in proper and legal form and that they will not conflict with any of the provisions of the articles of incorporation or bylaws of The Imperial Council. We, therefore, recommend their approval by the Imperial Potentate.

W. Warren Upton
W. Warren Upton - Chairman
Jurisprudence & Laws Committee

Theodore Corsones
Theodore Corsones - General Counsel

Approval

The application of the potentate of Azan Shriners to organize a shrine club holding corporation was presented to the undersigned.

I have received the advice and recommendation of the chairman of the Jurisprudence and Laws Committee and General Counsel, who confirm that the proposed articles of incorporation are in proper and legal form and that they will not conflict with any of the provisions of the articles of incorporation or bylaws of The Imperial Council, and that the organization of the corporation is necessary..

Upon review and consideration of the foregoing, I hereby grant my approval to the application, and the corporation to be known as the Central Brevard Shrine Club Holding Corporation may be organized.

Dated this 22 day of March, 2010.

Jack H. Jones

Jack H. Jones - Imperial Potentate

Attest:

Nicholas Thomas

Nicholas Thomas - Imperial Recorder

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