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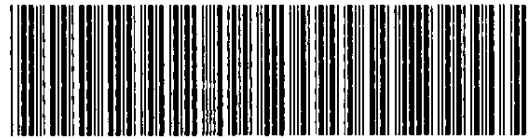
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TALLAHASSEE FLORIDA

MRS
2/15

TAMARA VAUGHN, ESQ.

Attorney at Law
1133 Bal Harbor Blvd.
Suite 1139 PMB 125
Punta Gorda, Florida 33950
Telephone: (941) 815-8551
Facsimile: (941) 505-1102

February 10, 2011

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

Re Elks Riders USA Charitable Foundation, Inc.

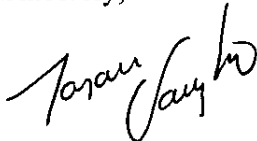
To Whom It May Concern:

Enclosed please find for filing the articles of incorporation for a not for profit corporation. Also enclosed is a check in the amount of \$78.⁷⁵ for the filing fee and a certificate of status.

Please forward the certified copy of the articles and the certificate of status to this office at your earliest convenience I appreciate your assistance in this matter.

If you have any questions or comments, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Tamara Vaughn", with a stylized flourish at the end.

Tamara Vaughn

ARTICLES OF INCORPORATION

FOR

Elk's Riders USA Charitable Foundation, Inc.

(a corporation not for profit)

501 (c)(3)

We, the undersigned, hereby associate ourselves for the purpose of becoming incorporated as a nonprofit corporation under the laws of the State of Florida and we do hereby subscribe to and adopt the following articles of incorporation:

ARTICLE I

NAME AND MAILING ADDRESS

The name of this corporation is

Elk's Riders USA Charitable Foundation, Inc.

and its mailing address shall be 23188 Freedom Avenue Charlotte Harbor, Florida 33980.

ARTICLE II

DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III

PURPOSES

The purposes for which this corporation is formed are exclusively charitable and educational and those within the authorization of Chapter 617, Fla. Stat. as well as within the meaning and exemption of I.R.C. Section 501 (c)(3) and include the following:

- A. Promote educational opportunities and scholarship programs to our youth that will inspire and motivate our leaders of tomorrow.
- B. Promote healthy drug free beginnings for our youth by empowering them through informational and educational programs designed to respond to the changing needs of our youth.

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- C. To support the charitable efforts of the Elk's Riders USA, Inc., Elks National Foundation and the Benevolent and Protective Order of Elks USA by participating in and initiating benevolent programs and events that will build stronger communities and improve the quality of life.
- D. Organize and fund programs through charitable events which will assist our veterans, the men and women who have served our country in the armed forces, and address the unmet needs of our service personnel.
- E. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
- F. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- G. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV

INITIAL REGISTERED OFFICE AND INITIAL REGISTEREDS AGENT

The street address of the initial registered office of the corporation is

The name of the initial registered agent of the corporation is:

Carl Gerace

23188 Freedom Avenue

Charlotte Harbor, Fl. 33980

ARTICLE V
SUBSCRIBERS

The name and residences of the subscribers to this certificate are:

Name:

Address:

Carl Gerace

23188 Freedom Avenue

Charlotte Harbor, Fl. 33980

ARTICLE VI
OFFICERS

Section 1: The daily business affairs of this corporation shall be managed by the officers of this corporation. The officers shall be a president, vice-president, a secretary, a treasurer and such other offices as may be provided for in the Bylaws, all of whom shall be elected by the Board of Directors of the corporation at its annual meeting.

Section 2: Officers of this corporation shall be members of the Board of Directors.

Section 3: The names of the persons who are to serve as officers until the first election under these articles of incorporation are:

Office:

Name:

President

Carl Gerace

Secretary

Linda Sewell

Treasurer

Catherine Gerace

ARTICLE VII
BOARD OF DIRECTORS

Section 1: This corporation shall have five initial directors. The number of directors may be changed from time to time by the Bylaws but may never be less than three.

Section 2: Members of the Board of Directors shall be elected in accordance with the methods and qualifications specified in the Bylaws of the Corporation.

Section 3: The names and address of the initial Board of Directors, all of whom shall hold office until their successor are duly elected and qualified are:

Name:	Address:
Carl Gerace	23188 Freedom Avenue Charlotte Harbor, Fl. 33980
Catherine Gerace	23188 Freedom Avenue Charlotte Harbor, Fl. 33980
Linda Sewell	23188 Freedom Avenue Charlotte Harbor, Fl. 33980
Hugh Sewell	23188 Freedom Avenue Charlotte Harbor, Fl. 33980
Truman Bass	23188 Freedom Avenue Charlotte Harbor, Fl. 33980

ARTICLE VIII

BYLAWS

The Board of Directors shall adopt such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary, and may from time to time, amend, alter or rescind the same by simple majority vote of those present at a board meeting called for that purpose, or at a regular board meeting upon notice given, except as otherwise provided herein.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended in accordance with the methods and conditions specified in the Bylaws of the Corporation.

ARTICLE X

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making adequate provisions for the payment of all the liabilities of the corporation, distribute all of the remaining assets of the corporation to the Elks National Foundation or a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, religious, educational and/or scientific purposes and which has established its exempt status under I.R.C. Section 501 (c)(3), or the corresponding provisions of any prior or future United State Revenue Code. Any corporate 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 said purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes as this corporation is organized.

ARTICLE XI
INDEMNIFICATION

Every officer and director of this corporation shall be indemnified by the corporation against expenses and liabilities, including attorney's fees, reasonably incurred by or imposed on him or her in connection with a proceeding to which he or she is a party or in which he or she is involved because of being or having been an officer or director of this corporation, or a settlement of such proceeding whether or not he or she is a director or officer at the time the expenses are incurred, unless he or she is judged guilty of willful misfeasance or malfeasance in the performance of his or her duties; but if the settlement is made, the indemnification applies only when the board of Directors approves the settlement and reimbursement as being in the best interest of the corporation. The indemnification is in addition to and not exclusive of other rights to which the directors or officers are entitled.

ARTICLE XII
PROHIBITED ACTIVITIES

Section 1: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 of this corporation.

Section 2: No substantial part of the activities of the corporation shall be 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.

Section 3: Other provisions of these Articles of Incorporation, notwithstanding, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation contributions to which are deductible under I.R.C. 170(c)(2) or the corresponding provisions of any future United State Internal Revenue Code.

Section 4.: "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U. S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

- a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- b) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, we the undersigned, being each of the subscribers to these articles, have executed these articles of incorporation this 31 day of January 2011.

Signed, Sealed and Delivered in the Presence of:

Tamara Vaughn

Witness

Tamara Vaughn

Print Name

Carol Chilson

Witness

Carol Chilson

Print Name

STATE OF FLORIDA)

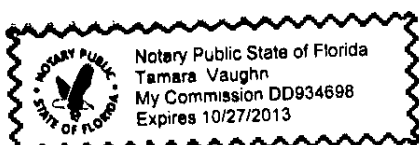
COUNTY OF CHARLOTTE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Carl Gerace who is personally known to me as incorporator of **Elk's Riders USA Charitable Foundation, Inc.** a Florida Corporation, and on behalf of the Corporation and acknowledged that she executed these Articles of Incorporation this 31 day of January 2011.

My Commission Expires:

Tamara Vaughn

Notary Public State of Florida - Tamara Vaughn



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TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING A RESIDENT AGENT
AND REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

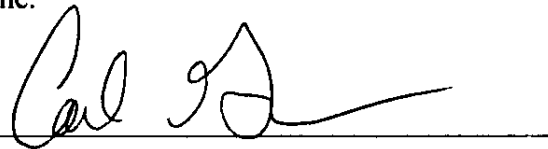
In compliance with Section 48.091 Fla. Stat. the following is submitted:

Elk's Riders USA Charitable Foundation, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 23188 Freedom Avenue Charlotte Harbor, Florida 33980 has designated Carl Gerace whose address is 23188 Freedom Avenue Charlotte Harbor, Florida 33980 as its agent to accept service of process within this state.

Elk's Riders USA Charitable Foundation, Inc.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said laws relative to same.

A handwritten signature in black ink, appearing to read 'Carl Gerace', is written over a horizontal line.

Carl Gerace