

N12000006911

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

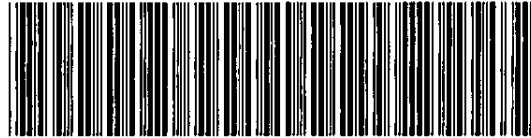
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800237026008

07/13/12--01025--021 **87.50

FILED
12 JUL 13 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: Shriners International Session of 2017, Inc.
(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: Gordon H. Harris
Name (Printed or typed)

1201 E. Robinson Street
Address

Orlando, FL 32801
City, State & Zip

407-843-0404
Daytime Telephone number

evelyn@hhbslaw.com
E-mail address: (to be used for future annual report notification)

FILED
12 JUL 13 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Articles of Incorporation
SHRINERS INTERNATIONAL SESSION OF 2017, INC.

FILED
JUL 13 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

Name

The name of this corporation is *Shriners International Session of 2017, Inc.*

ARTICLE 2

Registered Agent And Registered Office

The initial registered agent shall be Gordon H. Harris, with the registered office at 1201 East Robinson Street, Orlando, Florida 32801.

ARTICLE 3

Location

The principal office of the corporation shall be located at 1201 East Robinson Street, Orlando, Florida 32801.

ARTICLE 4

Duration

The corporation shall be perpetual.

ARTICLE 5

Nonprofit and Tax Exemption

§5.1 Type. This corporation is a non-membership, non-stock, nonprofit mutual benefit corporation under the Florida Nonprofit Corporation Act. This corporation will not have any voting members.

§5.2 Shriners International. Shriners International is recognized for exemption under §501(c)(10) of the Internal Revenue Code. It is a group ruling (exemption number 0229)

which includes all of its U.S. temples, their shrine clubs and temple units, associations of temples, associations of temple units, and annual Shriners International convention corporations (including this corporation), as subordinate organizations to the central organization. Its federal identification number is 36-2158164.

(a) Subordinate organization. As a result of the aforesaid group ruling, U.S. Shriners International convention corporations (including this corporation), are not required to file a separate application for tax exempt status. This corporation is a nonprofit organization. It has been established and exists as a subordinate organization of Shriners International as a result of the aforesaid group ruling. It is, however, to submit its authorization to the Internal Revenue Service and state that it desires to be considered as a subordinate organization to the central organization.

(b) Form 990 (Return of Organization Exempt from Income Tax). U.S. Shriners International convention corporations (including this corporation), must file their own Form 990 if their gross receipts are in excess of \$50,000 annually, or as may be amended from time to time, or, if less than such sum, a postcard return (Form 990N). A copy thereof is to be sent to the Executive Vice President of Shriners International.

(c) Form SS-4 (Application for Employer Identification Number). U.S. Shriners International convention corporations (including this corporation), must file their own Form SS-4 (Application for Employer Identification Number). A copy thereof is to be sent to the Executive Vice President of Shriners International.

ARTICLE 6

Purposes

This corporation is organized for the following specific purposes:

1. To enter into contracts with Shriners International, an Iowa corporation and Shriners Hospitals for Children, a Colorado corporation (herein "SHC") and its appendant corporations, to host their annual session and annual meetings, at Daytona Beach, Florida in 2017, and with the convention city, convention hotels, and other organizations as appropriate.

2. To provide facilities to Shriners International and SHC for holding their annual session and annual meeting and to enter into any agreements necessary for that purpose.

3. To ratify, and assume liability for, the acts of Shriners International regarding contracts with the convention city, convention hotels, and other organizations as appropriate, made on its behalf by Shriners International.

4. To apply for any licenses and permits required by law to accomplish the purposes of this corporation.

5. To receive, administer and expend funds in connection with the conduct of the annual session of Shriners International and the annual meeting of SHC.

6. To enter into any kind of lawful activity permitted by a nonprofit corporation and to perform and carry out contracts of any kind necessary to or in conjunction with, or incidental to, the accomplishment of the purposes of this corporation.

ARTICLE 7

Board of Directors and Officers

The affairs of the corporation shall be managed by a board of directors. The members of the initial board of directors and officers, who shall serve until their successors are elected and qualify, are:

1. Chairman of the Board: Christopher L. Smith of Olive Branch, Mississippi.
2. Vice Chairman and President: Gary J. Bergenske of Orlando, Florida.
3. First Vice President: Gordon H. Harris of Orlando, Florida.
4. Second Vice President: Bob Amico of St. Cloud, Florida.
5. Third Vice President: Mike Juett of Orlando, Florida.
6. Treasurer/Secretary: Frank Guida of Maitland, Florida.

The method of selection of the subsequent board of directors, officers, their term, removal from office, qualifications, powers, duties, compensation, filling of vacancies, and times and places of meetings, shall be as provided as in the bylaws of this corporation.

ARTICLE 8

Property

The property of this corporation is irrevocably dedicated to the purposes set forth above and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer thereof, or to the benefit of any 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.

FILED
JUN 13 PM 1:53
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 9

Prohibited Activities

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office, and any advocating of a particular position or viewpoint must present a sufficiently full and fair exposition of the pertinent facts to permit an individual or the public to form an independent opinion or conclusion.

Notwithstanding any other provision of these articles, the corporation shall not carry on or engage in any other activities or exercise any powers not permitted to be carried on or exercised by a corporation organized for the same purpose, except to an insubstantial degree.

ARTICLE 10

Non-Liability

Neither the directors of this corporation or any officer thereof, by reason of holding such office, shall be personally liable for the debts, liabilities or obligations of the corporation.

ARTICLE 11

Operating Year

The operating year shall be the calendar year ending the last day of December.

ARTICLE 12

Bylaws

The initial bylaws shall be as prepared by the initial board of directors, and may be adopted after receiving the written consent of the persons who, by customary progression, will be elected the Imperial Potentates in 2016 and 2017, and the reigning Imperial Potentate.

ARTICLE 13

Winding Up and Dissolution

§13.1 This corporation acknowledges that any advancement that may be made to it by Shriners International is an advancement only and is to be used for ordinary, necessary and customary financial aid to this corporation in connection with the annual session and annual meeting. Upon conclusion of the annual session and annual meeting, and the completion of its affairs and business, this corporation shall:

1. Pay all its ordinary, necessary and customary expenses;
2. Reimburse Shriners International for the advancements made to this corporation. The per capita tax distribution made to this corporation pursuant to §211.5(e) of the international bylaws is not considered an advancement;
3. Cause its books and records to be reviewed or audited, and submit a final report to Shriners International and Shriners Hospitals for Children;
4. Pay any honoraria, and repay any sums advanced by any Shrine related entity to this corporation for seed funds, after receiving the approval of a majority of the board of directors of Shriners International subsequent to their due and deliberate consideration of the audit or review of the financial records of this corporation;
5. Disburse the remaining assets to Shriners International to defray convention related expenses of Shriners International; and
6. Wind up its affairs and file articles of dissolution of this corporation with the state of incorporation.

ARTICLE 14

Incorporator

The name and address of the incorporator is Gordon H. Harris, whose address is 1201 East Robinson Street, Orlando, Florida 32801.

ARTICLE 15

Shriners International Authority

This corporation is subordinate to the authority of Shriners International and Shriners Hospitals for Children.

In witness whereof, I, the undersigned, the above named incorporator, have executed these articles of incorporation this 25th day of June, 2012.

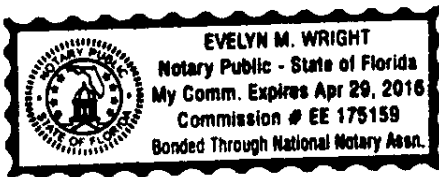

Gordon H. Harris, Incorporator

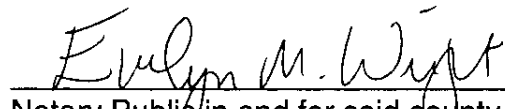
And Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

On the 25th day of June, 2012, before me, the undersigned, a notary public in and for the county and state, personally appeared Gordon H. Harris, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged that he executed the same.

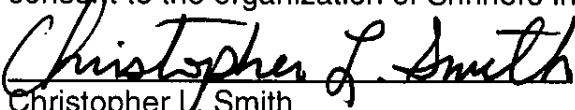
Witness my hand and official seal.

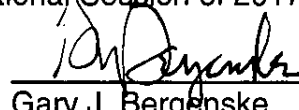



Notary Public in and for said county and state
[SEAL]

Application

We, the undersigned, who by customary progression will be elected Imperial Potentates in 2016 and 2017 have read the provisions of these articles of incorporation and agree to them, and request the reigning Imperial Potentate to determine that unique and compelling reasons exist for this corporation and that the intended activity cannot reasonably be carried on without a corporate structure; and that he grant his written consent to the organization of Shriners International Session of 2017, Inc.


Christopher L. Smith
2016 Imperial Potentate


Gary J. Bergenske
2017 Imperial Potentate

FILED
12 JUL 13 PM 1:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Certification

I have reviewed the foregoing application and the proposed articles of incorporation and, pursuant to §335.15 of the bylaws of Shriners International, find that unique and compelling reasons have been advanced for, and that the entity making the request cannot reasonably carry on its intended activity without, a corporate structure.

I further find 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 Shriners International or SHC.

I recommend that the reigning Imperial Potentate grant his written consent for the formation of the corporation to be known as Shriners International Session of 2017, Inc. and to its proposed articles of incorporation.



Robert O. Kuehn, General Counsel

Approval

The application for the organization of the foregoing corporation was presented to me for my written consent.

I have received the advice and recommendation of General Counsel, who confirms that unique and compelling reasons have been advanced for, and that the entity making the request cannot reasonably carry on its intended activity without, a corporate structure.

In consideration of all of the foregoing, I hereby grant my written consent for the formation of the corporation to be known as Shriners International Session of 2017, Inc. and approve its proposed articles of incorporation.

Dated this 25th day of June, 2012.


Alan W. Madsen, Imperial Potentate

Attest:


Jack H. Jones, Imperial Recorder

FILED
-12 JUL 13 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA