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FLORIDA PROFIT/NON PROFIT CORPORATION
SHRINERS INTERNATIONAL SESSION OF 2016, INC.

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April 17, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: SHRINERS INTERNATIONAL SESSION OF 2016, INC.
REF: W13000022413

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**ARTICLES OF INCORPORATION
OF
SHRINERS INTERNATIONAL SESSION OF 2016, INC.
(A CORPORATION NOT FOR PROFIT)**

ARTICLE I - NAME

The name of this Corporation shall be, SHRINERS INTERNATIONAL SESSION OF 2016, INC. and its principle address is:

2900 Rocky Point Drive
Tampa, Florida 33607 US

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSES

This corporation is organized for the following specific purposes:

- (a) To enter into written contracts Shriners Hospitals, an Iowa corporation (herein SI) and Shriners Hospital for Children, a Colorado Corporation (herein "SHC") and its appended corporations, to host their annual session and annual meeting, at Tampa, Florida in 2016, and with the convention city, convention hotels, and other organizations as appropriate.
- (b) To provide facilities to SI and SHC for holding their annual session and annual meeting and to enter into any agreements necessary for that purpose.
- (c) To ratify, and assume liability for, the acts of SI regarding contracts with the convention city, convention hotels, and other organizations as appropriate, made on its behalf by SI.
- (d) To apply for any licenses and permits required by law to accomplish the purposes of this corporation.
- (e) To receive, administer and expend funds in connection with the conduct of the annual session of SI and the annual meeting of SHC.

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(f) 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.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(10) of the Internal Revenue Code, or corresponding section of any future federal tax code;

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code; and,

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(10) of the Internal Revenue Code, 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 disposed of shall be disposed of by the Court of Common Pleas of 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.

ARTICLE IV

Nonprofit and Tax Exemption

Nonprofit. 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.

Shriners International. Shriners International (herein "SI") 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 SI 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, SI 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 SI 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).** An organization that normally has \$50,000 or more in gross receipts and that is required to file an exempt organization information form must either file Form 990, Return of Organization Exempt from Income Tax, or Form 990-EZ, Short Form Return of Organization Exempt from Income Tax. Small organizations – those whose annual gross receipts are normally less than the threshold – are not required to file an annual return – but may be required to file an annual electronic notice – e-Postcard. These monetary thresholds change from time to time so advice must be sought by the organization's tax counselor prior to filing an annual return. A copy of the form filed is to be sent to the Executive Vice President-SI.

(c) **Form SS-4 (Application for Employer Identification Number).** U.S. SI 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 SI.

ARTICLE V - MEMBERSHIP AND ADMISSION

Qualification for membership and the manner of admission shall be set out and regulated by the By-Laws as adopted by the Corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be 750 West Lumsden, Brandon, Florida 33511. The initial registered agent of this Corporation at such office shall be CLIFTON C. CURRY, JR., ESQUIRE, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time with respect to keeping an office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

The Board of Directors shall consist of three members who shall have the power to notice, amend, and repeal the By-Laws of the Corporation. The number of directors may be increased or decreased from time to time as set out in the By-Laws, but the number of directors shall never be less than one. The names and addresses of the initial Board are:

- (a) Chairman of the Board: Jerry G. Grant 2929 Buffalo Speedway, Houston, TX 77098.
- (b) Vice Chairman and President: Chris L. Smith 8733 Germantown Road, Olive Branch, MS 38654.
- (c) First Vice President: John A. Massey 5321 Lake LeClare Road, Lutz, FL 33558.

- (d) Second Vice President: William Brown 3608 W Mullen Ave, Tpa, Fl 33609-4512
- (e) Third vice President: Jerry Gibson all I have is Jackson Mississippi
- (f) Treasurer/Secretary: Thomas Edwards 12207 Glendcliff Cir, Tpa Fl 33626

Election. 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 VIII

Fiscal

Per Capita Tax. Of the annual per capita tax paid by the Nobles of the Order to SI, \$0.50 (or such future amount as may be adopted) is set apart to be used for such financial aid in connection with the current annual session of SI as the Imperial Potentate deems necessary.

Budget. The board of directors of this corporation shall adopt a realistic budget of anticipated revenues and anticipated expenses to address all financial aspects of the annual session and annual meeting that are the responsibility of this corporation. The adoption of the budget constitutes the appropriation of funds for the purposes indicated in the budget. There shall be no expenditure of funds except as authorized by the budget.

Inurement. The property of this corporation is irrevocably dedicated to the purposes set forth herein and no part of the revenue or assets of the corporation shall ever inure to the benefit of any director or officer thereof, or to the benefit of any private person, 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 the corporation.

Failure to Convene. If, for any reason, the annual session and annual meeting herein described are not held in the city designated, all of the foregoing moneys sent to the corporation by SI and not expended or committed for convention expenses shall be immediately repaid to SI by the corporation.

ARTICLE VIII -PROHIBITED ACTIVITIES

Activities Prohibited. 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 X -NON-LIABILITY

Personal 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 XI - OPERATING YEAR

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

ARTICLE XII -BYLAWS

Preparation and Adoption. 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 2015 and 2016, and the reigning Imperial Potentate.

ARTICLE XIII-WINDING UP AND DISSOLUTION

Procedure. This corporation acknowledges that any of the per capita distributed to it by SI 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:

- (a) Pay all its ordinary, necessary and customary expenses;
- (b) Reimburse SI 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);
- (c) Cause its books and records to be reviewed or audited, and submit a final report to SI and SHC.
- (d) Pay any honoraria, and any sums advanced by any entity to this corporation, after receiving the approval of a majority of the board of directors of SI subsequent to their due and deliberate consideration of the audit or review of the financial records of this corporation.
- (e) Disburse the remaining assets to SI to defray convention related expenses of SI; and
- (f) Wind up its affairs and file articles of dissolution of this corporation with the state of incorporation.

ARTICLE XIII -SHRINERS INTERNATIONAL AUTHORITY

§14.1 Subordinate. This corporation is subordinate to the authority of SI and SHC.

In witness whereof, I, the undersigned, the above named incorporator, have executed these

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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 SI 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 2016, Inc. and to its proposed articles of incorporation.


Robert O. Kuehn - General Counsel

ACKNOWLEDGEMENT

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

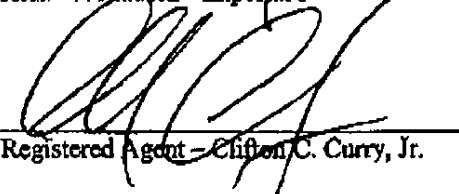
I have received the advice and recommendation of General Counsel, who confirms that unique and compelling reasons have been advanced for, and that the entity making the request cannot reasonably carry on its intended activity without, a corporate structure.

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 2016, Inc. and approve its proposed articles of incorporation.

Dated this 5 day of April, 2013.


Alan W. Madsen - Imperial Potentate

Attest: 
Jack H. Jones - Imperial Recorder


Registered Agent - Clifford C. Curry, Jr.

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articles of incorporation this 9th day of April, 2013

Clifton C. Curry, Jr. - Incorporator

ARTICLE XV-INCORPORATOR
Incorporator

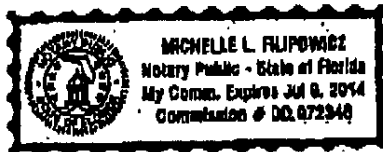
§15.1 Name. The name and address of the incorporator is Clifton C. Curry, Jr., 750 E. Lumsden Road, Brandon Florida 33511.

STATE OF FLORIDA)
) ss
COUNTY OF HILLSBOROUGH)

On the 9th day of April, 2013, before me, the undersigned, a notary public in and for the county and state, personally appeared Clifton C. Curry, Jr., 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.

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



Application

We, the undersigned, who by customary progression will be elected Imperial Potentates in 2015 and 2016 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 2016, Inc.

[Signature]
Jerry G. Gantt
2015 Imperial Potentate

[Signature]
Chris L. Smith
2016 Imperial Potentate

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