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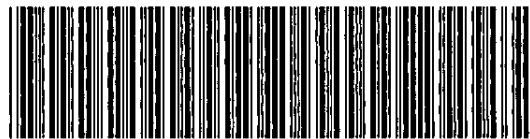
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DIVISION OF CORPORATIONS
13 OCT 11 PM 3:32

10/15/13



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 24, 2013

FRANK J. GUIDA, CPA
500 N MAITLAND AVE, SUITE 215
MAITLAND, FL 32794-1708

SUBJECT: SHRINERS INTERNATIONAL SESSION OF 2018, INC.
Ref. Number: W13000053119

RECEIVED
13 OCT 11 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for SHRINERS INTERNATIONAL SESSION OF 2018, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return 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) 245-6052.

Pamela Smith
Regulatory Specialist II

Letter Number: 513A00022440

Resubmitted 10/9/13

Frank J. Guida - Certified Public Accountant

Frank J. Guida C.P.A., P.A.

*500 No. Maitland Avenue, Suite 215
P. O. Box 941708
Maitland, Florida 32794-1708*

*Phone (407) 539-0031
Fax (407) 975-6515
guida@cpaconsultant.com*

September 17, 2013

Florida Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314


RE: Incorporation of Shriners International Session of 2018, Inc.

Dear Sir or Madam

Enclosed please find the original and one copy of the Articles of Incorporation for Shriners International Session of 2018, Inc. I have enclosed check for \$87.50 for the filing fee, certified copy and certificate of Status.

If you require any additional information, please let me know

Sincerely,



Frank J. Guida

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DIVISION OF CORPORATIONS

Articles of Incorporation

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SHRINERS INTERNATIONAL SESSION OF 2018, INC.

ARTICLE 1

Name

The name of this corporation is *Shriners International Session of 2018, 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 2018, 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 and President: Gary J. Bergenske of Orlando, Florida.
2. First Vice President: Gordon H. Harris of Orlando, Florida.
3. Second Vice President: Bob Amico of St. Cloud, Florida.
4. Third Vice President: Mike Juett of Orlando, Florida.
5. 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.

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 person who, by customary progression, will be elected the Imperial Potentate in 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.

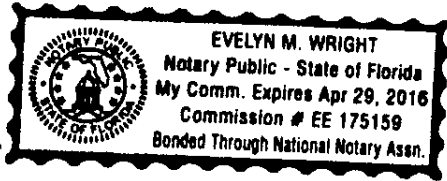
In witness whereof, I, the undersigned, the above named incorporator, have executed these articles of incorporation this 21st day of August, 2013.

Gordon H. Harris
Gordon H. Harris, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

On the 21st day of August, 2013, 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.



Evelyn M. Wright
Notary Public in and for said county and state
[SEAL]

Application

I, the undersigned, who by customary progression will be elected Imperial Potentates in 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 2018, Inc.

Gary J. Bergenske
Gary J. Bergenske
2018 Imperial Potentate

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Certification

13 OCT 11 PM 3:32

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 2018, Inc. and to its proposed articles of incorporation.



Alex L. Rogers, 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 2018, Inc. and approve its proposed articles of incorporation.

Dated this 9 day of September, 2013.



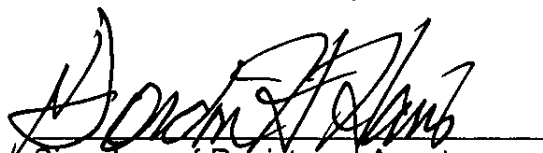
John A. Cinotto, Imperial Potentate

Attest: 

Jack H. Jones, Imperial Recorder

Acceptance as Registered Agent

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature of Registered Agent

Date: October 7, 2013

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