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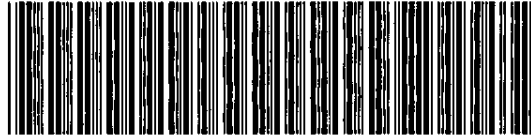
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TALLAHASSEE, FLORIDA

J 2/19/15

**ARTICLES OF INCORPORATION
COVER LETTER**

February 11, 2015

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

Re: BFFAR, II, INC.

Enclosed for filing are an original and one copy of the Articles of Incorporation and a check for:

\$70.00 Filing Fee

\$78.75 Filing Fee & Certificate of Status

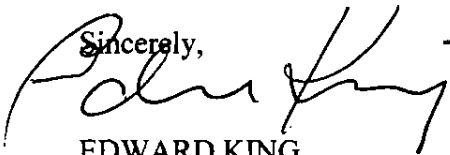
\$78.75 Filing Fee & Certified Copy of Articles of Incorporation (include second copy of Articles of Incorporation)

\$87.50 Filing Fee, Certified Copy of Articles of Incorporation & Certificate of Status (include second copy of Articles of Incorporation)

From: EDWARD KING
603 Ocean Marina Drive, Flagler Beach, FL 32136
603-661-5697
ekingadek@aol.com

Please file the Articles and return the appropriate documents to me at the above address. Also, please use the above email address for notifications regarding annual reports or other matters requiring the attention of the corporation. Thank you for your assistance in this matter.

Sincerely,



EDWARD KING

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BFFAR, II, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for purposes of forming a nonprofit corporation under the Florida Not-for-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

**ARTICLE 1
NAME**

The name of the corporation is as follows: BFFAR, II, INC..

**ARTICLE 2
ADDRESS**

The address of the principal office of the corporation is 603 Ocean Marina Drive, Flagler Beach, FL 32136. The mailing address of the corporation is 603 Ocean Marina Drive, Flagler Beach, FL 32136.

**ARTICLE 3
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 603 Ocean Marina Drive, Flagler Beach, FL 32136, State of Florida. The name of its initial registered agent at that address is: EDWARD KING.

**ARTICLE 4
MEMBERS**

The corporation shall have only one class of members, and shall issue membership certificates to each member. The corporation shall not issue shares of stock.

**ARTICLE 5
NOT-FOR-PROFIT**

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. Section 501 (c) (10) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation, and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these articles, under law and under 26 U.S.C.A. Section 501 (c) (10).

**ARTICLE 6
DURATION**

The duration of the corporation shall be perpetual.

ARTICLE 7 PURPOSES

The corporation is organized, and shall be operated, exclusively for purposes of operating a Lodge devoting its net earnings to charitable, fraternal, and other specified purposes as permitted by law. The corporation shall provide no life, sickness, or accident benefits to members.

ARTICLE 8 POWERS

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease, or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-for-Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation, or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE 9 IMMUNITY STATUS

It is intended that the corporation shall qualify as a cultural or educational institution within the United States under 22 U.S.C.A. Section 2459 ("Immunity from seizure under judicial process of cultural objects imported for temporary exhibition or display"). This qualification shall not interfere with the corporation's tax-exempt status.

ARTICLE 10 LIMITATION

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributed to its members (if the corporation ever has any), directors or officers. However, 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 in Article 7 (Purposes) of these Articles.

ARTICLE 11 TAX-EXEMPT STATUS

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation (26 U.S.C.A. Section 501 (a) as an organization described in 26 U.S.C.A. Section 501 (c) (10), and which is a fraternal organization as defined in 26 U.S.C.A. Section 509. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on

propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. 501 (c) (10). All references in these Articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 12 DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific, or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. Section 170 (c) (1) or 26 U.S.C.A. Section 170 (c) (2) (B) and is described in 26 U.S.C.A. Section 509 (a) (1), (2), or (3).

ARTICLE 13 BOARD OF DIRECTORS

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner, and at the times, set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

The names and addresses of the initial directors of the corporation are:

EDWARD KING, 603 Ocean Marina Drive, Flagler Beach, FL 32136
STACY BARKLEY, 136 Lehigh Street, Flagler Beach, FL 32136
FRANK BOLTON, 1544 Ocean Shore Blvd, Ormond Beach, FL 32176

ARTICLE 14 OFFICERS

The officers of the corporation may consist of a president, one or more vice-presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaw or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by a majority vote of the board of directors) at such time, and in such manner, as may be prescribed by the bylaws or by law.

The initial officers of the corporation are:

President: STACY BARKLEY
Treasurer: EDWARD KING

Secretary: EDWARD KING
Vice President: FRANK BOLTON

The address for each of the above stated officers is 603 Ocean Marina Drive, Flagler Beach, FL 32136

**ARTICLE 15
INCORPORATORS**

The name and street address of each incorporator is as follows:

EDWARD KING, 603 Ocean Marina Drive, Flagler Beach, FL 32136

**ARTICLE 16
BYLAWS**

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

**ARTICLE 17
AMENDMENT**

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

**ARTICLE 18
INDEMNIFICATION AND CIVIL LIABILITY**

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

**ARTICLE 19
COMMENCEMENT OF CORPORATE EXISTENCE**

The date when the corporate existence shall commence shall be the date these articles of incorporation are filed with the State of Florida.

WITNESSETH, the undersigned incorporator has signed these articles of incorporation this
11th day of FEB, 20 15.


EDWARD KING Incorporator
for BFFAR, II, INC.

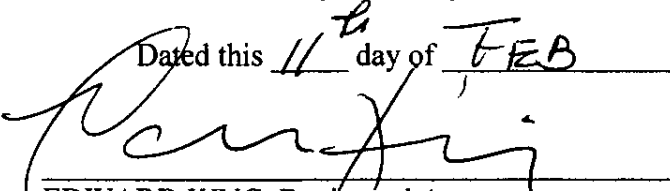
**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE BY REGISTERED AGENT
OF BFFAR, II, INC.**

Pursuant to the provisions of Section 617.0501, Fla. Stat., the undersigned corporation organized under the not-for-profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of Corporation: BFFAR, II, INC.
2. Name and address of the registered agent and office:
EDWARD KING, 603 Ocean Marina Drive, Flagler Beach, FL 32136.

I, the undersigned person, having been named as registered agent and appointed to accept service of process for the above-named corporation at the place designated in this statement, accept the appointment as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 11th day of FEB, 20 15.



EDWARD KING, Registered Agent
of BFFAR, II, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA