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TALLAHASSEE, FLORIDA

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**OLIVER J. JANNEY**

Attorney at Law  
1800 2<sup>nd</sup> Street, Suite 970  
Sarasota, FL 34236  
(941) 684-0314  
Fax: (941) 866-9283

RECEIVED  
15 MAY 29 AM 10:55  
May 26, 2015

Florida Department of State  
Division of Corporations  
New Filings Section  
Attention: Mr. Tyrone Scott  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Widows Sons of Florida Masonic Riders Association, Inc.  
Your Reference Number: W15000012330

Dear Sir:

With reference to your letter dated April 24, 2015, a copy of which is enclosed, I am enclosing an original and two copies of Articles of Incorporation and Certificate of Designation of Registered Agent for Widows Sons of Florida Masonic Riders Association, Inc.

Once these documents have been filed, we will then file Articles of Merger with Widows Sons of Florida Masonic Riders, LLC, with the not-for-profit corporation as the surviving entity.

Please credit the fees already paid to the Department's fees for filing of the Articles and issuance of a certified copy of the Articles of Incorporation and a Certificate of Status.

Sincerely yours,

  
Oliver J. Janney

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15 MAY 29 AM 10:55

Enclosures  
cc: Louis Marchetti w/encl.

**OLIVER J. JANNEY**

Attorney at Law  
1800 2<sup>nd</sup> Street, Suite 970  
Sarasota, FL 34236  
(941) 684-0314  
Fax: (941) 866-9283

**VIA ELECTRONIC MAIL**

July 21, 2015

Mr. Tim Burch  
Florida Department of State  
Division of Corporations  
New Filings Section  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Widows Sons of Florida Masonic Riders Association, Inc.  
Your Reference Number: W15000012330

Dear Mr. Burch:

In accordance with our discussion of yesterday afternoon, I can confirm that I am the attorney-in-fact for both Widows Sons of Florida Masonic Riders Association, LLC, a Florida limited liability company, and the principals of Widows Sons of Florida Masonic Riders Association, Inc., which has applied for incorporation as a Florida not for profit corporation. The same persons are the principals of both entities.

Confirming our discussion, the effective date of the incorporation of Widows Sons of Florida Masonic Riders Association, Inc. can be the earliest date that is acceptable to the Florida Department of State.

Thank you for your kind assistance in this matter.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Oliver J. Janney", with a long, sweeping horizontal line extending to the right.

Oliver J. Janney

cc: Louis Marchetti



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 1, 2015

OLIVER J. JANNEY, ATTORNEY AT LAW  
1800 2ND STREE, SUITE 970  
SARASOTA, FL 34236

SUBJECT: WIDOWS SONS OF FLORIDA MASONIC RIDERS ASSOCIATION,  
INC  
Ref. Number: W15000012330

We have received your document for WIDOWS SONS OF FLORIDA MASONIC RIDERS ASSOCIATION, INC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the corrected original and one copy of 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.

Tyrone Scott  
Regulatory Specialist II  
New Filings Section

Letter Number: 915A00012926



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 19, 2015

OLIVER J. JANNEY, ATTORNEY AT LAW  
1800 2ND STREE, SUITE 970  
SARASOTA, FL 34236

SUBJECT: WIDOWS SONS OF FLORIDA MASONIC RIDERS ASSOCIATION,  
INC  
Ref. Number: W15000012330

We have received your document for WIDOWS SONS OF FLORIDA MASONIC RIDERS ASSOCIATION, INC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the corrected original and one copy of 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.

Tyrone Scott  
Regulatory Specialist II  
New Filings Section

Letter Number: 915A00012926



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 24, 2015

OLIVER J. JANNEY, ATTORNEY AT LAW  
1800 2ND STREE, SUITE 970  
SARASOTA, FL 34236

SUBJECT: WIDOWS SONS OF FLORIDA MASONIC RIDERS ASSOCIATION,  
INC  
Ref. Number: W15000012330

We have received your document for WIDOWS SONS OF FLORIDA MASONIC RIDERS ASSOCIATION, INC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes prohibits a Florida non-profit corporation from being a party in a conversion. A Florida non-profit corporation may be a party in a merger; however, the Florida non-profit corporation must be the surviving entity.

Please return the corrected original and one copy of 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.

Tyrone Scott  
Regulatory Specialist II  
New Filings Section

Letter Number: 615A00007767



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 19, 2015

OLIVER J. JANNEY, ATTORNEY AT LAW  
1800 2ND STREE, SUITE 970  
SARASOTA, FL 34236

SUBJECT: WIDOWS SONS OF FLORIDA MASONIC RIDERS ASSOCIATION,  
INC  
Ref. Number: W15000012330

We have received your document for WIDOWS SONS OF FLORIDA MASONIC RIDERS ASSOCIATION, INC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion must be signed by an authorized person.

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

Please return the corrected original and one copy of 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.

Tyrone Scott  
Regulatory Specialist II  
New Filings Section

Letter Number: 115A00003558

**ARTICLES OF INCORPORATION OF  
WIDOWS SONS OF FLORIDA MASONIC RIDERS ASSOCIATION, INC.**

By these Articles of Incorporation (the "Articles"), the undersigned incorporator forms a corporation not for profit in accordance with the Florida Not for Profit Corporation Act (Chapter 617, Florida Statutes) and pursuant to the following provisions:

**ARTICLE I  
NAME**

The name of the corporation shall be WIDOWS SONS OF FLORIDA MASONIC RIDERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Corporation."

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at 9397 Midnight Pass Road, Suite 202, Siesta Key, Florida 34242-2949.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

Louis Marchetti, whose address is 9397 Midnight Pass Road, Suite 202, Siesta Key, Florida 34242-2949, is hereby appointed as the initial registered agent of the Corporation, and the registered office of the Corporation shall be at said address.

**ARTICLE IV  
PURPOSES AND POWERS OF THE CORPORATION**

4.1 This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, which, for purposes of these Articles includes the corresponding provisions of any future United States federal tax code, including, for such purposes, to empower members to improve themselves, their community and the world at large and to help others less fortunate than they.

4.2 Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

4.3 Upon dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal, state or local government for a public purpose. Any

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TALLAHASSEE FLORIDA



such assets not so distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is situated exclusively for such purposes.

4.4 The Corporation shall have all of the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations on the exercise of such powers as are expressly set forth in these Articles or in the bylaws of the Corporation (the "Bylaws"). The Corporation shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by these Articles and the Bylaws, and do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Corporation for the purposes of the Corporation and for the maintenance, administration and improvement of the property and common areas within its jurisdiction.

4.5 The Corporation shall not pay dividends, and no portion of any income of the Corporation shall be distributed to its directors or officers (except that reasonable compensation may be paid for services rendered to or for the Corporation with respect to one or more of its purposes), and no director or officer of the Corporation or private individual or person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

## **ARTICLE V BOARD OF DIRECTORS**

5.1 The affairs of the Corporation shall be managed by a board of not fewer than three (3) or more than eleven (11) directors. The Board of Directors shall, from time to time, fix the number of directors authorized, provided that the number of directors authorized shall generally be an odd number.

5.2 The names and addresses of the initial directors until appointment or election of their successors pursuant to these Articles and the Bylaws are as follows:

Pat Glover 189 Norfolk Avenue, N.W. Pt. Charlotte, FL 33952	Robert Nielson 2222 Hamburg Lane Punta Gorda, FL 33983
---	--

Chris Harrison 8444 Delong Avenue North Port, FL 34291	Louis Marchetti 9397 Midnight Pass Road, Suite 202 Siesta Key, FL 34242
--	---

Joseph Sikora 474 Birchcrest Boulevard Pt. Charlotte, FL 33954	Earl Hassenflu 4615 Selma Street Sarasota, FL 34232
--	---

McKinley E. Mayes  
25332 Vantage Lane  
Punta Gorda, FL 33983

5.3 The method of selection of directors shall be provided in the Bylaws.

#### **ARTICLE VI OFFICERS**

The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at a meeting designated for such purpose, and they shall serve at the pleasure of the Board of Directors.

#### **ARTICLE VII INCORPORATOR**

The name and address of the incorporator of the Corporation is as follows:

Oliver J. Janney, Esq.  
1800 2<sup>nd</sup> Street, Suite 970  
Sarasota, Florida 34236

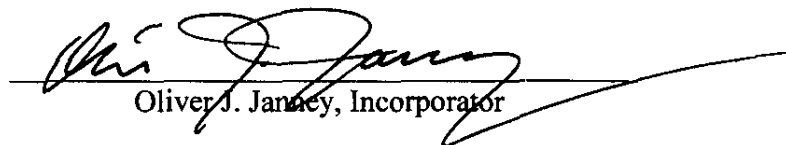
#### **ARTICLE VIII AMENDMENTS**

The power to adopt, alter, amend or repeal these Articles of Incorporation shall be vested in the Board of Directors of the Corporation.

#### **ARTICLE IX EFFECTIVE DATE**

These Articles of Incorporation shall be effective as of *date filed*.

**IN WITNESS WHEREOF**, the undersigned incorporator has signed these Articles of Incorporation this 26th day of May, 2015.

  
Oliver J. Janney, Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 of Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida (the "Corporation"), submits the following statement in designating the registered agent and registered office in the State of Florida:

1. The name of the Corporation is Widows Sons of Florida Masonic Riders Association, Inc.
2. The name and address of the registered agent and the address of the registered office as follows:

Louis Marchetti  
9397 Midnight Pass Road  
Siesta Key, Florida 34242-2949

Having been named as registered agent and to accept service of process for the Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Louis Marchetti

May 26, 2015  
\_\_\_\_\_  
Date

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JUN 21 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA