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June 24, 1997

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

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-06/27/97--01093--004
*****87.50 *****87.50

Re: HARRY-ANNA CHARITIES, INC.

Dear Sir:

Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced matter.

Please file the Articles of Incorporation with the State and return a certified copy of same to my office.

Also enclosed is a check in the amount of \$87.50 for costs of filing.

Should you have any questions, please contact my office.

Very truly yours,


R. W. WELLBAUM, JR.

RWW/jsb

Enclosures

N.C. / Amend.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 27 PM 2:19

FILED

UFW 7-3-97

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HARRY-ANNA CHARITIES, INC.

97 JUN 27 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted being amended.

ARTICLE I

The "NAME" of the corporation shall be "Florida Elks Charities Inc."

SECOND: The date of adoption of the amendment was May 23, 1997.

THIRD: The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

Florida Elks Charities Inc.
Corporation Name

Wm. Larry Henley
Signature of President

Wm. Larry Henley
Type or Print Name

President 6-13-97
Title Date

Page Two of Two Pages

CERTIFICATE OF AMENDMENT OF HARRY-ANNA CHARITIES, INC.

I, Frank D. Willis Jr., do hereby certify that I am the duly elected and qualified Secretary and keeper of the records of "Harry-Anna Charities, Inc., now known as FLORIDA ELKS CHARITIES, INC. and that the above is a true and correct copy of the resolution duly adopted at a meeting of the Board of Directors thereof, convened and held in accordance with the law and the By-Laws of said Corporation on February 7, 1997, and said resolution was adopted by the general members at the meeting of May 23, 1997, and that such resolution is now in full force and effect.

FLORIDA ELKS CHARITIES, INC.,

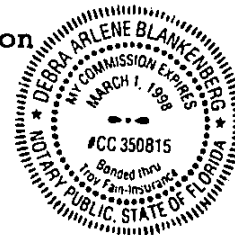
By *Frank D. Willis Jr.*
SECRETARY

I hereby certify that on this day personally appeared before me a officer duly authorized to administer oaths, the Secretary, Frank D. Willis Jr., who I personally have known for many years, that signed the foregoing freely for the purposes therein.

SWORN TO AND SUBSCRIBED before me this 11th day of June, 1997.

Debra Arlene Blankenberg
Notary Public, State of Florida

Commission



CERTIFICATE OF AMENDMENT OF HARRY-ANNA CHARITIES, INC.

HARRY-ANNA CHARITIES, INC., a corporation of the State of Florida, whose registered post office is located at 635 Umatilla Boulevard, Umatilla, Florida, 32784, certifies to the provisions of Article XI, of the Articles of Incorporation, of said corporation, that a meeting was held on February 7, 1997 of the Officers and Directors of said corporation and then presented at the next regular meeting of the members after proper notice of which there were representative members of the entire association present at the regular meeting held on May 23, 1997, that Article I of the Articles of Incorporation was amended to read as follows:

ARTICLE I

The "Name" of the corporation shall be "FLORIDA ELKS CHARITIES, INC."

I, Frank D. Willis Jr., do hereby certify that I am the duly elected and qualified Secretary and keeper of the records and corporate seal of "HARRY-ANNA CHARITIES, INC.", a corporation organized and existing under the laws of the State of Florida and that the above is a true and correct copy of the resolution duly adopted at a meeting of the Board of Directors thereof, convened and held in accordance with the law and the by-laws of said Corporation on February 7, 1997, and said resolution was adopted by the general members at the meeting of May 23, 1997 and that such resolution is now in full force and effect.

Dated at Umatilla, Lake County, Florida this 11th day of June, 1997.

FLORIDA ELKS CHARITIES, INC.

BY: Frank D. Willis Jr.
Secretary

I hereby certify that on this day personally appeared before me, a officer duly authorized to administer oaths, the Secretary, Frank D. Willis, Jr., who I personally know, that he signed the foregoing freely for the purposes therein.

SWORN TO AND SUBSCRIBED before me this 11th day of June, 1997.

Debra Arlene Blankenberg
Notary Public, State of Florida

Commission

