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KENT, RIDGE & CRAWFORD

ATTORNEYS AT LAW

770 WATER STREET, SUITE 400
JACKSONVILLE, FLORIDA 32202

FILED

95 JUN 20 PM 1:37

SECRET
TALLAHASSEE, FLORIDA 32314
FACIMILE 100-1000
100-1000

JOHN H. KENT
GEORGE E. RIDGE
JOHN R. CRAWFORD
FREDERICK H. KENT, III
DAVID M. GOODING
LESLIE O. DILLINGHAM
SCOTT W. FALLAN
JULIA A. HARRIS
RICHARD J. LANTIERO

June 19, 1995

FREDERICK H. KENT
ATTORNEY
ISAAC L. LEVY, III
OF COUNSEL

OVERNIGHT DELIVERY
VIA FEDERAL EXPRESS

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

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Ladies and Gentlemen:

Re: Imperial Council Session of 1998, Inc.

Enclosed please find one original and one counterpart of the Articles of Incorporation of Imperial Council Session of 1998, Inc. Please have the Articles filed as soon as possible and have the counterpart certified and return it to me. I have enclosed our firm check in the amount of \$122.50 to cover the filing fee and certification.

If you have any questions, please do not hesitate to call.

With best regards, I remain

Very truly yours,

David M. Gooding

DMG/act
Enclosures

418
6-22-95

ARTICLES OF INCORPORATION
OF
IMPERIAL COUNCIL SESSION OF 1998, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators to these Articles of Incorporation, being natural persons, competent to contract and desiring to organize a Corporation Not For Profit under the laws of the State of Florida, respectfully file these Articles of Incorporation:

ARTICLE I

NAME: The name of the corporation shall be:

IMPERIAL COUNCIL SESSION OF 1998, INC.

ARTICLE II

PRINCIPAL OFFICE: The street address and mailing address of the initial principal office of the corporation is:

617 East Colonial Drive
Orlando, Florida 32803-9985

ARTICLE III

DURATION: This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV

PURPOSE: The purpose or purposes for which this corporation is organized, and the rights, privileges and powers, among others, which the corporation shall have are as follows:

A. To receive, administer and expend funds in connection with the conduct of the session, convention and annual meetings of the Imperial Council of the Ancient Arabic Order of the Nobles of the Mystic Shrine of North America and Shriners Hospitals for Crippled Children to be held in Orlando, Florida, in 1998, and for

no other purpose, to the express exclusion, however, of the carrying on of any propaganda, or any attempt to influence legislation, or any participation in or intervention in (including the publishing or distribution of statements) any political campaign on behalf of any candidates for public office.

B. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

C. To enter into and make contracts with any corporations, individuals or any other entity.

D. To receive property by devise or bequest, subject to the laws regulating testamentary transfers of property, and otherwise acquire and hold all property, real and personal, including shares of stock, bonds, and securities of other corporations.

E. To act as trustee, pursuant to Florida Statutes of 1993, Section 617.2101, and any succeeding amendments thereto, under any trust incidental to the principal objects of the corporation, and to receive, hold, administer, expend funds any property subject to such trust.

F. To convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real and personal, or mixed.

G. To borrow money, contract debts, and issue bonds, notes and debentures, and secure the payment of performance of its obligations.

H. To acquire, buy, hold, own, improve, sell, convey, lease, mortgage, exchange, and otherwise deal in and dispose of real or

personal property of every nature, kind and description, or any right of interest therein.

I. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation, and to have such other and further powers as are set forth in Florida Statutes of 1993, Section 617.0302.

ARTICLE V

The street address of the registered office of this corporation is:

225 WATER ST., SUITE 900
JACKSONVILLE, FL 32202

and the name of the registered agent of this corporation at that address is:

DAVID M. GOODING

ARTICLE VI

The names and resident addresses of the incorporators are:

LEWIS B. BRANTLEY 4435 ORTEGA FARMS CIRCLE
JACKSONVILLE, FLORIDA 32210

LEWIS W. COTTERILL 1320 COVE PLACE
TAVARES, FLORIDA 32778

MERVIN D. HENNING 617 EAST COLONIAL DRIVE
ORLANDO, FLORIDA 32803-4691

ARTICLE VII

The first Board of Directors, who shall serve until their successors are elected and qualify, shall consist of the following three directors:

LEWIS B. BRANTLEY 4435 ORTEGA FARMS CIRCLE
JACKSONVILLE, FLORIDA 32210

LEWIS W. COTTERILL 1320 COVE PLACE
TAVARES, FLORIDA 32778

MERVIN D. HENNING 617 EAST COLONIAL DRIVE
ORLANDO, FLORIDA 32803-4691

The method of selection of the subsequent board of directors, their term, removal from office, qualifications, powers, duties, filling of vacancies and times and places of meetings shall be as provided in the Bylaws of this corporation.

ARTICLE VIII

The names of the officers who are to serve until the first election of officers by the Board of Directors are:

LEWIS B. BRANTLEY	PRESIDENT
WILFORD C. LYON, JR.	VICE PRESIDENT
MERVIN D. HENNING	SECRETARY
MERVIN D. HENNING	TREASURER

ARTICLE IX

The officers of this corporation shall consist of a President, Vice President, Secretary and Treasurer, each of whom shall be appointed by the Board of Directors at their annual meeting and shall serve until their successors are chosen and qualify. Other officers and agents, as may be deemed necessary from time to time, may be appointed by the Board of Directors.

ARTICLE X

The membership of the corporation shall consist of the officers and directors of the corporation. New members may be elected by majority vote of the Board of Directors at the regular annual meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose.

ARTICLE XI

The corporation shall issue no capital stock.

ARTICLE XII

Amendments to the Articles of Incorporation may only be proposed at a Special Meeting of the Board of Directors called specifically for that purpose and may be adopted only upon the affirmative vote of not fewer than three-fourths of those present and voting, however, no amendment of the Articles of Incorporation shall be effective unless first approved by the Imperial Potentate, General counsel and Chairman of the Jurisprudence and Laws Committee of The Imperial Council of the Ancient Arabic Order of the Nobles of the Mystic Shrine for North America.

ARTICLE XIII

The directors of the corporation shall have the power, by a majority vote, to make such Bylaws, rules and regulations as may be necessary to conduct the affairs of the corporation, and to alter, amend, or rescind the same at any meeting called for that purpose.

ARTICLE XIV

This corporation has been organized pursuant to the Corporations Not for Profit Law of the State of Florida and is governed by Chapter 617 of the Florida Statutes of 1993.

ARTICLE XV

No substantial part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other 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 in Article IV hereof.

No part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the 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 advocacy 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. Neither the directors of the corporation nor any officer thereof by reason of holding such office, shall be personally liable for the debts, liabilities or obligations of the corporation. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or any corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XVI

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the debts and liabilities of the corporation, dispose of all of the remaining assets of the corporation to the Shriner's Hospitals for Crippled Children, a Colorado corporation, or in the event the aforesaid Shriner's Hospitals for Crippled Children is

not an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in such manner to such other organization or organizations, organized and operated exclusively for charitable, educational, religious, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and as shall be described in Section 170(c)(2) of the Internal Revenue Code, or the corresponding provisions of any subsequent applicable law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation 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 XVII

The corporation is subordinate to the authority of The Imperial Council of the Ancient Arabic Order of the Nobles of the Mystic Shrine for North America and the Shriner's Hospitals for Crippled Children. The organization of the corporation has received written approval of the Imperial Potentate of the Imperial Council, its General Counsel and the chairman of its Jurisprudence and Laws Committee, which is attached hereto.

IN WITNESS WHEREOF, the undersigned incorporators have
executed these Articles of Incorporation, this the 8th day of June, 1995.

Lewis B. Brantley
Lewis B. Brantley, Incorporator

Lewis W. Cotterill
Lewis W. Cotterill, Incorporator

Mervin D. Henning
Mervin D. Henning, Incorporator

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 11th
day of June, 1995, LEWIS B. BRANTLEY, the incorporator
described in the above and foregoing Articles of Incorporation, and
who is personally known to me, or who has produced _____
_____ as identification, and who stated that he has read
the same, that all facts and matters contained therein are true and
correct, and he has executed the same for the purposes therein
expressed.

Amy C. Tucker
Notary Public Signature

Amy C. Tucker
Notary Public - Printed Name

Notary Public, State of Florida
My Commission Expires:



AMY C. TUCKER
MY COMMISSION # CC456373 EXPIRES
April 28, 1999
BONDED THRU TROY FAH INSURANCE, INC.

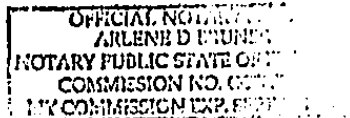
STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this 8th
__ day of June, 1995, LEWIS W. COTTERILL, the
incorporator described in the above and foregoing Articles of
Incorporation, and who is personally known to me, or who has
produced _____ as identification, and
who stated that he has read the same, that all facts and matters
contained therein are true and correct, and he has executed the
same for the purposes therein expressed.

Arlene D Bruner
Notary Public - Signature

Arlene D Bruner
Notary Public - Printed Name

Notary Public, State of Florida
My Commission Expires: 9/15/97



STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 30th
__ day of May, 1995, MERVIN D. HENNING, the incorporator
described in the above and foregoing Articles of Incorporation, and
who is personally known to me, or who has produced N/A
_____ as identification, and who stated that he has read
the same, that all facts and matters contained therein are true and
correct, and he has executed the same for the purposes therein
expressed.

Melinda S. McAuliffe
Notary Public - Signature

Melinda S. McAuliffe
Notary Public - Printed Name

Notary Public, State of Florida
My Commission Expires: 9/8/96



MELINDA S MCAULIFFE
My Commission CC226343
Expires Sep. 08, 1996

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the designation of Registered Agent of the Imperial Council Session of 1998, Inc., this the 30th day of May, 1995. I further acknowledge that I am familiar with, and accept, the obligations of this position.

David M. Gooding

David M. Gooding
225 Water Street, Suite 900
Jacksonville, Florida 32202

FILED
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TALLAHASSEE, FLORIDA

APPROVAL

An application to form the within corporation was presented to the Imperial Potentate pursuant to §335.16 of the bylaws of the Imperial Council, stating the reasons why a corporation was necessary. The application contained the foregoing proposed articles of incorporation.

The organization of the corporation is hereby approved.

DATED this the 22nd day of May, 1995.

Burton Ravellitt Jr.

IMPERIAL Potentate, A.A.O.W.M.S.

Sherrine Cortinas

General Counsel

Robert J. Pettit Jr.

Chairman-Jurisprudence and Laws
Committee

95 JUN 20 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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