

N95000004084

Law
Offices
Of

J. Frost Walker, III

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December 3, 1998

Secretary of State
State of Florida
Corporations Division
Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

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-12/07/98--01162--001
*****43.75 *****43.75

re: South Miami Lodge No. 1888, B.P.O.E., Inc.
document number N95000004084
Restatement of Articles and Change of Name

Dear Secretary of State,

Enclosed are the restated Articles of Incorporation for the above corporation. **Please accept these for filing.** I also enclose my check in the amount of \$43.75 which covers the filing fee (\$35.00) and the cost for a certified copy (\$8.75) which I hereby request.

Regards,

J. Frost Walker, III

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated art

VS DEC 15 1998

RESTATED ARTICLES OF INCORPORATION

Upon appropriate resolution and corporate action as set forth herein "SOUTH MIAMI LODGE NO. 1888, B.P.O.E., INC.," changes its name as set forth herein to "South Miami/Coral Gables Lodge No. 1676, Benevolent and Protective Order of Elks of the United States of America, Inc." and otherwise restates its Articles of Incorporation as herein set forth.

ARTICLE I

The name of this corporation not for profit shall be:

South Miami/Coral Gables Lodge No. 1676, Benevolent and Protective Order of Elks of the United States of America, Inc.

ARTICLE II

The purposes for which this Corporation is formed are:

(a) The primary purpose for which this corporation is formed shall be to inculcate the principles of Charity, Justice, Brotherly Love, and Fidelity, to promote the welfare and enhance the happiness of its members, to quicken the spirit of American patriotism, to cultivate good fellowship, and to perpetuate itself as a fraternal organization.

(b) Other purposes for which this Corporation is formed are to do all acts and things, and business and businesses in any manner connected with the objects or purposes or powers of the Corporation or necessary, incidental, or convenient or auxiliary thereto, calculated directly or indirectly to promote the interests, objectives, and ideals of the organization, and, in addition, to have and execute all rights, powers and privileges now or hereafter belonging to or conferred upon non-profit corporations existing under the laws of the State of Florida.

(c) The foregoing statement of purpose or purposes shall be construed as a statement of both purpose and powers and the purpose and powers in each clause shall, except where otherwise expressed, be in no ways limited or restricted by reference to or inference from the terms of provisions of any other clause, but shall be regarded as independent purposes or powers.

ARTICLE III

This Corporation is organized exclusively as a fraternal organization, as a non-profit organization, and its activities shall be conducted for the aforesaid purposes in such manner that no part of its net earnings will inure to the benefit of any member, Director, Trustee, Officer, or individual.

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TALLAHASSEE, FLORIDA

ARTICLE IV

Said Corporation shall be organized pursuant to corporation not for profit laws of the State of Florida.

ARTICLE V

The principal office for the corporation shall be at:

6304 S.W. 78th Street
Miami, FL 33134

ARTICLE VI

(a) The Officers, Directors, and Trustees of this Lodge, their nomination election, or appointment, installation, power, and authority shall be in accordance with the By-laws of this Corporation.

(b) The governing body of this Corporation shall be its Board of Directors which said Board of Directors shall consist of the five (5) Trustees of the Corporation and the four (4) "chair" officers elected in accordance with its By-laws. Notwithstanding the formation of this corporation, South Miami/Coral Gables Lodge No.: 1676, Benevolent and Protective Order of Elks of the United States of America, shall continue to be governed in accordance with the statutes, rules, regulations and by-laws of the Order and of the Lodge, and the elected Trustees and Officers of the Lodge shall continue to have the same authorities and powers granted to them by the aforementioned statutes, rules, regulations and by-laws.

(c) The names and addresses of the persons who shall act as Directors of this Corporation until the selection of their successors are as follows:

J. Frost Walker, III, Trustee
6304 S.W. 78th Street
Miami, FL 33134

Manuel A. Cuadrado, Exalted Ruler
6304 S.W. 78th Street
Miami, FL 33134

Lamar Canington, Trustee
6304 S.W. 78th Street
Miami, FL 33134

Paul J. Russell, Jr., Leading Knight
6304 S.W. 78th Street
Miami, FL 33134

Richard Brigante, Trustee
6304 S.W. 78th Street
Miami, FL 33134

Philip Bell, Loyal Knight
6304 S.W. 78th Street
Miami, FL 33134

Bruce Richards, Trustee
6304 S.W. 78th Street
Miami, FL 33134

Marcie Diehl, Lecturing Knight
6304 S.W. 78th Street
Miami, FL 33134

Don Queralto, Trustee
6304 S.W. 78th Street
Miami, FL 33134

ARTICLE VII

The By-Laws of the Corporation shall define the duties of the Directors, Officers, and Trustees of the Corporation; the manner of election and term of office of the Directors, Officers, and Trustees of the Corporation shall be as set forth in the By-Laws of the Corporation; the number of persons to serve in the capacity of Directors may be changed from time to time by the By-Laws of the Corporation; and the Corporation is hereby granted authority to make a code of By-Laws for its government and to amend same from time to time as provided in said By-Laws.

ARTICLE VIII

The Corporation is organized with the permission of the Grand Lodge of the Benevolent and Protective Order of Elks of the United States of America, and the business of the Corporation and all its acts, decisions, and other actions of its Officers and members in carrying out its purpose and powers shall at all times conform to the Grand Lodge Constitution and Statutes of the Order enacted pursuant thereto as well as the provisions of state law.

ARTICLE IX

In all matters relating to property, both real and personal, including but not limited to, purchase, sale, mortgage, hiring and leasing, the provisions of Section 16.050, Statutes of the Order relating to notice and required vote shall be fully complied with.

ARTICLE X

The term of the Corporation shall be perpetual.

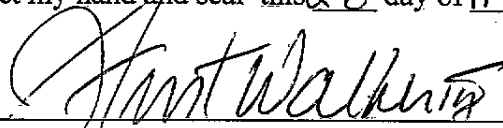
ARTICLE XI

Upon liquidation, dissolution, or winding up of the Corporation, the Corporation's property shall be subject to Section 9.170 of the Laws of the Order.

ARTICLE XII

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to the action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a Director or Officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, to the full extent permitted by Florida law.

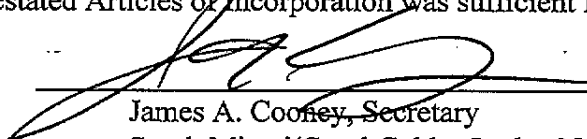
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of May, 1998.



J. Frost Walker, III, Chairman, Board of Directors
South Miami/Coral Gables Lodge No. 1676
Benevolent and Protective Order of Elks of
the United States of America

CERTIFICATE

I HEREBY CERTIFY that the foregoing Restated Articles of Incorporation contain amendments to the original Articles of Incorporation requiring membership approval and that said Restated Articles of Incorporation were adopted by the members on May 28, 1998, and that the number of votes cast for the Restated Articles of Incorporation was sufficient for approval.



James A. Cooney, Secretary
South Miami/Coral Gables Lodge No. 1676
Benevolent and Protective Order of Elks of
the United States of America