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ACCOUNT NO. : 072100000032

REFERENCE : 968328 4329904

AUTHORIZATION :

COST LIMIT : *Patricia Pyatt*

ORDER DATE : May 28, 1996

ORDER TIME : 5:28 PM

ORDER NO. : 968328

CUSTOMER NO: 4329904

CUSTOMER: Jeffrey Deutch, Esq
BROAD AND CASSEL

Suite 300
7777 Glades Road
Boca Raton, FL 33434

30000000342193

DOMESTIC FILING

NAME: NAM KNIGHTS OF AMERICA
MOTORCYCLE CLUB-SOUTH FLORIDA
CHAPTER, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

af
5/29/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 29 PM 12:20

ARTICLES OF INCORPORATION

OF

NAM KNIGHTS OF AMERICA MOTORCYCLE CLUB
- SOUTH FLORIDA CHAPTER, INC. -

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
26 MAY 20 11 12:20

The undersigned incorporator(s) for the purposes of forming a corporation under Chapter 617 of the Florida Statutes hereby states as follows:

ARTICLE I

NAME

The name of this corporation shall be NAM KNIGHTS OF AMERICA MOTORCYCLE CLUB - SOUTH FLORIDA CHAPTER, INC. (the "Corporation") and the principal office of the Corporation shall be located at 1253 Old Okeechobee Road, A-8, West Palm Beach, Florida 33401, but the Corporation may maintain offices and transact business, in such other places within or without the State of Florida, as may from time to time be determined by the Board of Directors.

ARTICLE II

EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSES AND POWERS

Section 1. Purposes.

(a) The Corporation is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) To carry out its general purposes, the Corporation shall assist, with funds and property, any religious, scientific, educational, municipal/governmental (but only if exclusively for public purposes) and/or charitable institution or group that the Corporation, by a determination of the majority of the Board of Directors, may designate. The Board of Directors shall determine the amount of funds and/or property to be donated to each such religious,

scientific, educational, municipal/governmental and/or charitable institution or group, and any and all conditions to be attached to each donation, if any. The Corporation may also engage in such charitable programs of its own, consistent with its general purpose as set forth in paragraph (a) of this Section 1, as the majority of the Board of Directors may determine. The Board of Directors shall determine the amount of funds and/or property to be allocated to each such program, and all conditions to be attached to each allocation, if any.

Section 2. Powers

(a) The Corporation's purposes, as herein stated, shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of Section 501(c)(3) of the Code. To this end, the Corporation shall have the following powers:

(1) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal; to borrow money, contract debts and issue bonds, notes and debentures; and to secure the payment or performance of its obligations by pledging its assets;

(2) To receive property by gift, devise or bequest, subject to the laws regulating the transfer of property by gift or will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;

(3) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation, other body politic or with any colony, dependency or agency of any of the foregoing; and

(4) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated above or for the protection and benefit of the Corporation.

(b) Notwithstanding any powers granted to the Corporation by these Articles, the Bylaws of the Corporation or the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes as herein defined), and no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation;

(2) No part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation;

(3) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office; and

(4) Notwithstanding any other provision of these articles, this organization 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 of 1986 or the corresponding provision of any future United States Internal Revenue law.

(c) Notwithstanding any other provisions contained herein, the Corporation shall comply with, and shall not conduct or carry on any activities prohibited by, Section 617.0835 of the Florida Statutes. In particular, to the extent required by applicable law, the Corporation:

(1) Shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(2) Shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code, which would subject any person to the imposition of any tax under Section 4941 of the Code;

(3) Shall not retain any excess business holdings, as defined in Section 4943(c) of the Code, which would subject the Corporation to the imposition of any tax under Section 4943 of the Code;

(4) Shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and

(5) Shall not make any taxable expenditures, as defined in Section 4945(d) of the Code, which would subject the Corporation to the imposition of any tax under Section 4945 of the Code.

(d) Except as may otherwise be provided herein, the Corporation shall have all of the corporate powers enumerated in Section 617.0302 of the Florida Statutes, as the same may be amended from time to time.

ARTICLE IV

MEMBERS

The qualifications for members and the manner of their admission shall be regulated by the By-Laws for this Corporation.

ARTICLE V

REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation is: 1253 Old Okeechobee Road, A-8, West Palm Beach, Florida 33401 and the name of the initial registered agent of the Corporation at that address is Anthony John Schebell.

ARTICLE VI

DIRECTORS

The affairs and property of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) persons, as shall be determined by the majority vote of the Members from time to time.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The following persons are designated to serve as the initial Board of Directors of the Corporation, to hold office for the first year or until his or her respective successor is duly elected and qualified:

<u>Name</u>	<u>Address</u>
Anthony John Schebell	1253 Old Okeechobee Road, A-8 West Palm Beach, FL 33401
Kent Glover	1253 Old Okeechobee Road, A-8 West Palm Beach, FL 33401
Floyd Newsome	1253 Old Okeechobee Road, A-8 West Palm Beach, FL 33401

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator of the Corporation is set forth below:

_____**NAME**_____

_____**Address**_____

Anthony John Schiebell

1253 Old Okeechobee Road, A-8
West Palm Beach, FL 33401

ARTICLE IX
DISSOLUTION

Upon the dissolution of the Corporation or upon the Corporation winding up its affairs, the assets of the Corporation shall be distributed exclusively to such charitable (including but not limited to municipal/governmental entities for exclusively public purposes as described under Section 170(c)(1) of the Code), religious, scientific, testing for public safety, literary or educational organizations, consistent with the Corporation's purposes as set forth in Section 1(a) of Article III of these Articles, which then qualify under the provisions of Section 501(c)(3) of the Code (or would qualify for a deduction as a charitable contribution under Section 170(c)(1) of the Code in the case of municipal/governmental entities), as a majority of the Board of Directors shall determine.

ARTICLE X
OFFICERS

(a) The officers of the Corporation shall be the President, Vice President, Secretary and Treasurer, who shall have such powers and duties as are set forth in the Bylaws. All officers of the Corporation shall be elected annually by the Board of Directors in accordance with the Bylaws, at the regular annual meeting of the Board of Directors. At such regular meeting, the Board of Directors shall elect any additional officers, consistent with the Corporation's Bylaws, as it shall deem desirable.

(b) Subject to the direction of the Board of Directors, the affairs of the Corporation shall be administered by the officers of the Corporation, who shall serve at the pleasure of the Corporation. One person may hold more than one office.

ARTICLE XI

BYLAWS

The Bylaws of the Corporation shall initially be adopted by the Board of Directors, which Bylaws may be altered, amended or rescinded in accordance with the Bylaws at any duly called meeting of the Board of Directors of the Corporation by majority vote thereof.

ARTICLE XII

AMENDMENTS TO ARTICLES

An amendment of these Articles of Incorporation shall require adoption by majority vote of all of the members of the Board of Directors.

ARTICLE XIII

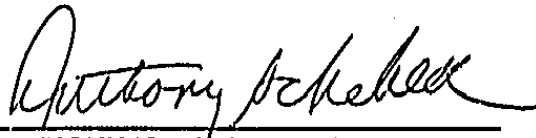
INDEMNIFICATION

(a) To the extent permissible under applicable law, but subject nevertheless to paragraphs (b) and (c) of Section 2 of Article III of these Articles of Incorporation, every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement thereof, to which he or she may be a party, or in which he or she may become involved, by reason of being or having been a director or officer at the time such expenses were incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the aforesaid right of indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation.

(b) The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled under applicable law.

(c) The Board of Directors may purchase liability insurance to insure all directors or officers, past or present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
this 13th day of MAY, 1996.

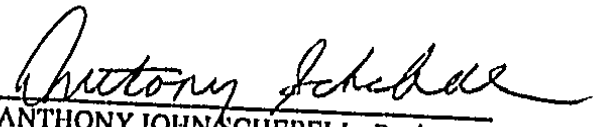


ANTHONY JOHN SCHEBELL, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 29 11:12:20

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of the Florida Statutes.


ANTHONY JOHN SCHEBELL, Registered
Agent