

N960000004146

MICHAEL D. MILLHORN

Attorney at Law

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Summerfield, Florida 34491
(352) 307-2221
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July 19, 1996

Secretary of State
David Mann-Director
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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-07/30/96--01036--014
****122.50 ****122.50

RE: LADY LAKE ELKS LODGE, NO. 2793

Dear Mr. Mann:

Enclosed herewith is the executed original and one copy of the Articles of Incorporation for the above referenced corporation.

I have also enclosed my check made payable to the Secretary of State in the amount of \$122.50 to cover the costs of the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Designation	<u>\$ 35.00</u>
TOTAL	\$122.50

Please return the certified copy to my office.

Thank you for your kind cooperation.

Sincerely,



Michael D. Millhorn
MDM:mew

enc

W-15993
7.29 KR

OK - Gene Jackson

FILED
63 AUG - 8 11 9:25
STATE
TALLAHASSEE, FL 32304

8-8-96
KR



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 31, 1996

MICHAEL D. MILLHORN, ESQ.
SUITE 204
SPRUCE CREEK PROFESSIONAL CENTER
SUMMERFIELD, FL 34491

SUBJECT: LADY LAKE ELKS LODGE, NO. 2793 BENEVOLENT AND
PROTECTIVE ORDER OF ELKS OF THE UNITED STATES OF AMERICA
Ref. Number: W96000015993

We have received your document for LADY LAKE ELKS LODGE, NO. 2793 BENEVOLENT AND PROTECTIVE ORDER OF ELKS OF THE UNITED STATES OF AMERICA and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return 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 (904) 487-6052.

Kimberly Rolfe
Document Specialist

Letter Number: 496A00036689

ARTICLES OF INCORPORATION OF
LADY LAKE ELKS LODGE, NO. 2793
BENEVOLENT AND PROTECTIVE ORDER OF ELKS
OF THE UNITED STATES OF AMERICA, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this 10th day of JUNE, 1996, voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the laws of the State of FLORIDA, and we hereby certify:

FIRST: That the name of said non-profit Corporation shall be "LADY LAKE ELKS Lodge, No. 2793, Benevolent and Protective Order of Elks of the United States of America, INC."

SECOND: That the purposes for which said Corporation is formed are:

(a) The primary purpose for which this Corporation is formed is 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 the acts and things, and business and businesses in any manner connected with the objects or purposes or powers of the corporation, or necessary, incidental, convenient or auxiliary thereto, calculated directly or indirectly to promote the interests, objectives, and ideals of the organization, and in addition, to have and exercise 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 purposes and powers in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of provisions of any other clause, but shall be regarded as independent purposes and powers.

THIRD: This Corporation is organized exclusively as a fraternal organization, as a non-profit corporation, 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.

FOURTH: That said Corporation is organized pursuant to the General Non-profit Corporation Law.

FIFTH: That the principal office for the transaction of business of the Corporation is to be located in the County of LAKE, City of LADY LAKE.

SIXTH: (a) The Officers, Directors and Trustees of this Corporation, their nominations, election or appointment, installation power and authority shall be in accordance with the provisions of 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 all the following: the Officers of the Corporation, who are entitled EXALTED RULER, ESTEEMED LEADING KNIGHT, ESTEEMED LOYAL KNIGHT, ESTEEMED LECTURING KNIGHT, and FIVE persons who shall bear the title of Trustee. (NOTE: Fill in number of Trustees as fixed by By-Law of Lodge.)

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

SEVENTH: That the By-Laws of said Corporation shall define the duties of the Directors, Officers and Trustees of the Corporation; that 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; that the number of persons to serve in the capacity of Directors may be changed from time to time by the By-Laws of said Corporation, and that said Corporation is hereby granted authority to make a Code of By-Laws for its government, and to amend the same from time to time as provided in said By-Laws.

EIGHTH: This Corporation is organized with the permission of 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 with the provisions of the Grand Lodge Constitution and Statutes of the Order enacted pursuant thereto as well as the provisions of State law.

NINTH: 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.

TENTH: The term of this Corporation shall be perpetual.

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

IN WITNESS WHEREOF, we have hereunto set our hands this 1ST day of JULY, 1996.

REQUIRED RESOLUTION ON LODGE INCORPORATIONS

WHEREAS, at a regular meeting of LADY LAKE Lodge, No. 2793, Benevolent and Protective Order of Elks of the United States of America, held on JUNE 10, 1996, a proposal to incorporate said Lodge under Section 16.020 and other applicable provisions of the Annotated Statutes of the Grand Lodge, was approved and adopted, and the Officers of said Lodge duly authorized and directed to institute and complete proceedings for such incorporation.

NOW, THEREFORE, BE IT RESOLVED: that immediately after the completion of said incorporation and the approval thereof by the Committee on Judiciary of the Grand Lodge, that the proper Officers of this Lodge be and are hereby authorized and directed to convey all of the property of this Lodge, both real and personal, held in trust or otherwise, to the incorporated Lodge.

CERTIFICATION

I, the undersigned Secretary of said Lodge, do hereby certify that the foregoing resolution was duly presented and adopted by said Lodge at a regular meeting thereof, held on 10th JUNE, 1996, and that said action has not been repealed, modified, or set aside, and that said resolution remains in full force and effect.

IN WITNESS WHEREOF, I have hereunto affixed my signature as Secretary, and have caused the seal of said Lodge to be affixed, this 1st day of JULY, 1996

Richard A. Whims
Secretary/Incorporator - Richard A. Whims
7584 CR 109-G
Lady Lake, FL 32159

(SEAL)

REQUIRED CERTIFICATE

I, the undersigned, Secretary of LADY LAKE ELKS Lodge, No. 2793, Benevolent and Protective Order of Elks of the United States of America, do hereby certify that the following proceedings were duly and regularly had in connection with the proposed incorporation of said Lodge under Section 16.020, and other applicable provisions of the Annotated Statutes of the Grand Lodge:

That on the 10th day of JUNE, 1996, a written proposal to incorporate said Lodge was duly filed with me as Secretary.

That at the first meeting of the Lodge held after the receipt of such proposal, on the 10th day of JUNE, 1996, the Exalted Ruler did fix the regular Lodge meeting to be held on the 10th day of JUNE, 1996, as the time and place at which such proposal should be acted upon, and that pursuant thereto, I did give notice of the proposal to incorporate said Lodge by mailing a notice of the proposal to each member of said Lodge, at his last known address, at least ten (10) days prior to the date on which the vote was taken.

That at the regular session of said Lodge held on the 10th day of JUNE, 1996, at which a quorum was present, said proposal to incorporate was presented, approved, and adopted by majority vote of those attending such session.

That none of the actions or proceedings set forth above has been repealed, modified, or set aside, but they each remain in full force and effect, and are properly and fully reflected in the regular minutes and records of this Lodge.

IN WITNESS WHEREOF, I have hereunto affixed my signature as Secretary, and have caused the seal of said Lodge to be affixed, this 1st day of JULY, 1996

Richard A. Whims
Secretary/Incorporator - Richard A. Whims

(SEAL)

PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation is:

P.O. Box 0460, Lady Lake, FL 32158-0460

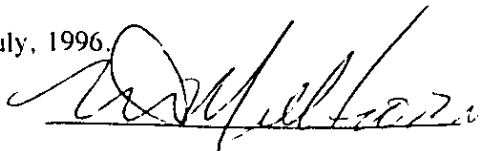
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Suite 204-10935 S.E. 177th Place, Summerfield, FL 34491, and the name of the initial registered agent of this Corporation at that office is Michael D. Millhorn, Esquire, Attorney at Law.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 24 DAY OF July, 1996.



MICHAEL D. MILLHORN