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JERALD D. BRYANT

Attorney At Law
Certified Civil Mediator
Certified Family Mediator

N980000 4197

605 West South Park Street
Suite 214
Okeechobee, FL 34972-4173
Telephone (941)467-5318
Fax (941)467-2711

July 15, 1998

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

200002591462-1
-07/17/98-01022-011
****122.50 ****122.50

Re: Okeechobee County Voiture No. 1619 La Societe Des 40 Hommes Et 8 Chevaux,
Inc.

Dear Sir:

Enclosed please find the original Articles of Incorporation for the above referenced non profit corporation.

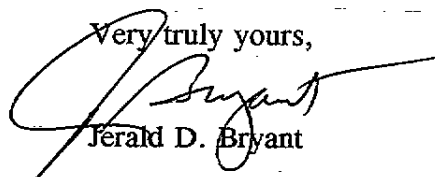
Please file these articles and furnish my client with a Certificate of Status for the corporation and mail the Certificate of Status and letter confirming filing of the Articles of Incorporation for my client to my address at:

Jerald D. Bryant, Attorney at Law
605 West South Park Street, Suite 214
Okeechobee, Florida 34972-4173

Also enclosed is my office check number 6088 in the amount of \$122.50 to cover your costs in this matter.

Should there be any questions or problems with the filing of these documents, please contact me at the address or telephone number shown on this letterhead. Thank you for your assistance.

Very truly yours,


Jerald D. Bryant

JDB:rsh

enclosures: as stated

FILED
98 JUL 17 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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98 JUL 17 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

**OKEECHOBEE COUNTY VOITURE NO. 1619 LA SOCIETE DES 40
HOMMES ET 8 CHEVAUX, INC,**

[A Corporation not for profit pursuant to IRC 501(c)(19)]

In compliance with the requirements of Chapter 617 of the Laws of the State of Florida and Section 501 (c) (19) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), the undersigned all of whom are of age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit, and do hereby certify:

ARTICLE I

NAME

The name of this Corporation shall be "OKEECHOBEE COUNTY VOITURE NO. 1619 LA SOCIETE DES 40 HOMMES ET 8 CHEVAUX, INC." The principal office of the Corporation is located at: 501 S.E. 2nd Street, Okeechobee, Florida 34974.

ARTICLE II

OBJECTS AND PURPOSES

The Corporation does not contemplate pecuniary gain or profit to the members thereof, and the general nature of the objects and purposes of this Corporation shall be as follows:

1. The coordination, integration, and stimulation of community efforts designed to accomplish the goals and objectives of this organization as provided in the Constitution and by-laws of the organization and the Constitutions of the Voiture Nationale of La Societe des 40 Hommes et 8 Chevaux.

2. The securing and expenditure of monies to implement the programs and services provided by this organization.

3. This Corporation shall at all times be operated and conducted exclusively for the purpose of promoting the welfare and mutual benefit of the wartime veterans of the armed forces of the United States of America and for the purposes hereinabove set forth, and all of the property of this Corporation shall at all times be operated and conducted in conformity with the following additional provisions:

(a) The activities carried on by this Corporation shall be primarily carried on in the State of Florida and primarily for the benefit of residents of this State or for the benefit of wartime

veterans of the armed forces of the United States of America, in general.

(b) No part of the net earnings of this Corporation shall inure to the benefit of any private member or individual or to the benefit of any member, director or officer of this Corporation.

(c) No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except for such legislation which affects the interests of wartime veterans of the armed forces of the United States of America as permitted by Section 501(c) of the Internal Revenue Code.

(d) This Corporation shall not participate or intervene in or campaign on behalf of any candidate for public office, except as may be permitted by pertinent provisions of the Internal Revenue Code.

(e) The affairs of this Corporation shall be conducted in such manner that, under the laws of the United States of America from time to time in force, (i) this Corporation will constitute an organization exempt from federal income taxation and (ii) any and all gifts, bequests and other transfers of property made to this Corporation will be deductible for federal estate and gift tax purposes.

The foregoing paragraphs of this ARTICLE II are to be construed both as objects and powers, and it is hereby expressly provided that the objects and powers specified therein shall be in no sense limited or restricted by reference to or from the terms of any other paragraph or article of the Articles of Incorporation, but the objects and powers specified shall be regarded as independent objects and powers, and the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation; PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business, or to exercise any power, or to do any act which a corporation formed under chapter 617 of the Laws of the State of Florida and Section 501 (c) (19) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as amended from time to time, may not at the time lawfully carry on or do.

ARTICLE III

ORGANIZATION AND MEMBERSHIP

1. The Corporation is organized upon a nonstock basis and shares of stock shall not be issued. Membership in the Corporation shall be evidenced by a Certificate of Membership in accordance.

with Florida Statutes Section 617.011 (1). No dividend shall be paid and, except as permitted by said Section 617.011 (1), no part of the income of the Corporation shall be distributed to the members, directors, or officers of the Corporation.

2. Every person who applies for membership who is at least 18 years of age, who is a member of an active American Legion Post, and who otherwise meets the membership eligibility requirements as set forth in the National Constitution of the Voiture Nationale, is entitled to membership in this organization. At no time shall the membership rolls of this organization consist of less than eighty-five percent (85%) wartime veterans of the armed forces of the United States of America.

ARTICLE IV

COMMENCEMENT AND TERM

The date of commencement of the existence of the Corporation shall be upon the filing of these articles by the Department of State and the Corporation shall have perpetual existence.

ARTICLE V

INCORPORATORS

1. The names and addresses of the original incorporators and subscribers to these Articles are as follows:

CHARLES T. HART	P. O. Box 595 Okeechobee, Fl 34973-0595
HERB NIX	1501 S.E. 4th Street Okeechobee, Fl 34974
HOWARD MILES	2762 N. W. 5th Street Okeechobee, Fl 34972
RICHARD C. ERPENBACH	304 S. W. 8th Terrace Okeechobee, FL 34974
JOHN R. ROONEY	Post Office Box 1374 Okeechobee, Fl 34973
JOHN W. RASHLEY, JR.	1980 N. W. 6th Street Okeechobee, FL 34972
HAROLD E. ESKRIDGE	3967 N. W. 39th Avenue Okeechobee, Fl 34972
PHILIP L. SMITH	Rt. 4, Lot 53, 10th Street, BHR Okeechobee, FL 34974
RICHARD WESTBROOK KLINE	1185 N. W. 102nd Street Okeechobee, FL 34972
ARNOLD STENZEL	3901 27th Way Okeechobee, FL 34974
OMER GARRETT	3704 S. E. 20th Terrace Okeechobee, FL 34974
MICHAEL G. O'CONNER	Post Office Box 632 Okeechobee, FL 34973
PAUL JOSEPH HIOTT	500 S. E. 8th Drive Okeechobee, FL 34974
WILLIAM STEINBERG	#49 10th Street, BHR Okeechobee, FL 34974

EDWARD A. MILLER

14005 N. W. 160th Street
Okeechobee, FL 34972

LAWRENCE R. COX

2920 S. E. 23rd Street
Okeechobee, FL 34974

2. The initial membership of the corporation consists of those persons whose names appear on the membership roll of the La Societe des 40 Hommes et 8 Chevaux as of the date of these Articles.

ARTICLE VI

OFFICERS AND TRUSTEES

1. The affairs of the corporation shall be managed by a Board of Directors consisting of not less than five (5) members of the corporation. The Board of Directors shall consist of all those members of Voiture 1619 who, from time to time, shall have been duly elected in accordance with the by-laws of the organization. The following officers of Voiture 1619 shall hold the respective offices of the corporation: Chef de Gare, who shall hold office as a director and President of the corporation; Chef de Train, who shall hold office as a director and First Vice President of the corporation; Conductor, who shall hold office as a director and Second Vice President of the corporation; Sous Conductor, who shall hold office as a director and trustee of the corporation Comm.

Intendent, who shall hold office as a director and Treasurer of the corporation; Correspondent, who shall hold office as a director and Secretary of the corporation; Garde de la Porte, who shall hold office as director and Sergeant at Arms of the corporation; Drapeau, who shall hold office as director and trustee of the corporation; Lampiste, who shall hold office as director and trustee of the corporation; Sous Lampiste, who shall hold office as director and trustee of the corporation; Aumonier, who shall hold office as a director and Chaplain of the corporation; Sous Aumonier, who shall hold office as a director and Assistant Chaplain of the corporation; Sous Commis Voyageur, who shall hold office as director and trustee of the corporation; Avocat, who shall hold office as director and trustee of the corporation; and Historian, who shall hold office as director and trustee of the corporation.

2. The names and addresses of the first Board of Directors of the Corporation, and of the President, Vice-Presidents, Secretary and Treasurer of the Corporation, who shall hold office until their successors are duly elected and shall have qualified are:

Chef de Gare/President/director

CHARLES T. HART
P. O. Box 595
Okeechobee, FL 34973

Chef de Train/First Vice President/
director

HERB NIX
1501 S.E. 4th Street
Okeechobee, FL 34974

Conductor/Second Vice President/
director

HOWARD MILES
2762 N. W. 5th Street
Okeechobee, FL 34972

Garde de la Porte/Sergeant at Arms/
director

RICHARD C. ERPENBACH
304 S. W. 8th Terrace
Okeechobee, FL 34972

Correspondant/Secretary/director

HERB NIX
1501 S.E. 4th Street
Okeechobee, FL 34974

Comm. Intendant/Finance Officer/
director

JOHN R. ROONEY
Post Office Box 1374
Okeechobee, FL 34973

Drapeau/Trustee/Director

JOHN R. RASHLEY
1980 N. W. 6th Street
Okeechobee, FL 34972

Lampiste/Trustee/Director

HAROLD E. ESKRIDGE
3967 N. W. 39th Avenue
Okeechobee, FL 34972

Aumonier/Chaplain/Director

PHILIP L. SMITH
Rt. 4, Lot 53,
10th Street, BHR
Okeechobee, FL 34974

Sous Aumonier/Asst/ Chaplain/
Director

RICHARD W. KLINE
1185 N. W. 102nd St.
Okeechobee, FL 34972

Sous Lampiste/Trustee/Director

ARNOLD STENZEL
3901 27th Way
Okeechobee, FL 34974

Sous Conductor/Trustee/Director

OMER GARRETT
3704 S. E. 20th Terr.
Okeechobee, FL 34974

Sous Commis Voyageur/Trustee/
Director

PAUL JOSEPH HIOTT
500 S. E. 8th Drive
Okeechobee, FL 34974

Avocat/Trustee/Director

EDWARD A. MILLER
14005 N. W. 160th St.
Okeechobee, FL 34972

Historian/Trustee/Director

LAWRENCE A. COX
2920 S. E. 23rd Street
Okeechobee, FL 34974

Trustee/Director

MICHAEL G. O'CONNER
Post Office Box 632
Okeechobee, FL 34973

Trustee/Director

WILLIAM STEINBERG
#49 10th St., BHR
Okeechobee, FL 34974

ARTICLE VII

BY-LAWS

The Board of Directors of this Corporation may adopt, amend, alter, or rescind such By-Laws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time; however, such action shall only be taken in the manner provided for such adoption, amendment, alteration, or rescission in

the By-Laws and Constitution of this organization.

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended by vote of two-thirds (2/3) of the members of the corporation attending a regular meeting or a special meeting called for that purpose; provided that the proposed amendment shall have been submitted in writing and read at two previous regular meetings of the membership and further provided that the notice requirements for amendment of the By-Laws, as contained in the constitution have been strictly complied with.

ARTICLE IX

DISSOLUTION

Should the Corporation be dissolved, other than incident to merger or consolidation, the Officers and Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the corporation in the manner provided for in the Constitution and By-Laws and in a manner permitted under Section 501 (c) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law). Any of such assets not disposed of shall be disposed of by the proper Court of the County in which the

principal office 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 X

DESIGNATION OF REGISTERED AGENT

In accordance with Chapter 48.091, Florida Statutes, the above named corporation, OKEECHOBEE COUNTY VOITURE NO. 1619, LA SOCIETE DES 40 HOMMES ET 8 CHEVAUX, INC., has named HERB NIX, 1501 S.E. 4th Street, Okeechobee, Florida 34974, as its initial Registered Agent to accept service of process within the State of Florida.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, WE, the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation this 17TH day of JUNE, 1998.

Charles T. Hart, Jr.
CHARLES T. HART, JR.

Herb Nix
HERB NIX

Howard Miles
HOWARD MILES

Richard C. Erbenbach
RICHARD C. ERBENBACH

John R. Rooney
JOHN R. ROONEY

John W. Rashley
JOHN W. RASHLEY

Harold E. Eskridge
HAROLD E. ESKRIDGE

Philip L. Smith
PHILIP L. SMITH

Richard W. Kline
RICHARD WESTBROOK KLINE

Arnold Stenzel
ARNOLD STENZEL

Omer Garrett
OMER GARRETT

Michael G. O'Conner
MICHAEL G. O'CONNER

Paul Joseph Hiott
PAUL JOSEPH HIOTT

William Steinberg
WILLIAM STEINBERG


Edward A. Miller
EDWARD A. MILLER

Lawrence R. Cox
LAWRENCE R. COX

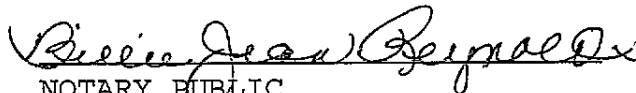
ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Okeechobee to take acknowledgments, personally appeared CHARLES T. HART, JR., to me personally known to be one of the subscribers to the foregoing Articles of Incorporation who, being by me first duly sworn, acknowledged that he signed the same for the purposes herein expressed.


CHARLES T. HART, JR.

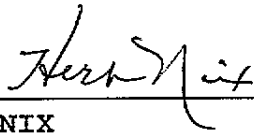
WITNESS my Hand and Seal at Okeechobee County, Okeechobee, Florida, this 14th day of July, 1998.


NOTARY PUBLIC
My Commission Expires:

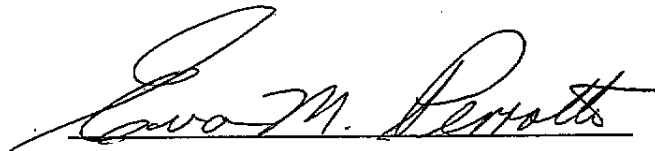
BILLIE JEAN REYNOLDS
Notary Public, State of Florida
My Commission Expires May 19, 1999
Comm. No. CC 463948

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the position of Registered Agent for service of process upon the corporation, OKEECHOBEE COUNTY VOITURE NO. 1619, LA SOCIETE DES 40 HOMMES ET 8 CHEVAUX, INC..


HERB NIX

SWORN TO & SUBSCRIBED before me this 23rd day of JUNE, 1998, by HERB NIX, who is personally known to me and who did not take an oath.


NOTARY PUBLIC
My Commission Expires:

OFFICIAL NOTARY SEAL
EVA M PERROTTO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC738451
MY COMMISSION EXP. APR. 2, 2002

FILED
98 JUL 17 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA