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PANAMA CITY LODGE NO. 1598
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Benevolent and Protective

ORDER OF ELKS

UNITED STATES OF AMERICA
POST OFFICE BOX 190

Panama City, Florida 32401

July 15, 1998

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

Subject: Panama City Elks Lodge, No 1598, Benevolent and Protective Order
of Elks of the United States of America.

Enclosed is an original and one (1) copy of the articles of incorporation
and a check for \$131.25 as filing Fee, Certified Copy, Certificate and
Designation of Registered Agent.

Sincerely,

Emil A. Dogali
Emil A. Dogali
Exalted Ruler
206 S. MacArthur Ave
Panama City, FL 32401
850- 763-0870

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P. Hail

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**ARTICLES OF INCORPORATION OF
PANAMA CITY ELKS LODGE, NO 1598
BENEVOLENT AND PROTECTIVE ORDER OF ELKS
OF THE UNITED STATES OF AMERICA INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this 16th day of February, 1998, 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: "Panama City Elks Lodge, No 1598, 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 Bay, City of Panama City. The principal address is 101 W. Beach Drive, Panama City, FL 32401.

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 consists 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 (5) persons who shall bear the title of Trustee.

(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:

Exalted Ruler, Roscoe Hall, 1306 Cornell Drive, Panama City, FL, 32405;
Esteemed Leading Knight, Robert Fahlgren, 1806 Vermont Avenue, Lynn Haven, FL 32444; Esteemed Loyal Knight, Paul Santos, 4406 Brook Forest Drive, Panama City, FL 32404; Esteemed Lecturing Knight, Hugh Duke, 2807 Agnes Scott Drive, Panama City, FL 32405; Trustee, Arthur G Platts, 1201 E. Park Street, Panama City, FL 32404; Trustee, Vester .A. Jacques, 224 N. MacArthur Avenue, Panama City, FL 32401; Trustee, George Epling, 2313 Pretty Bayou Drive, Panama City, FL 32405; Trustee, Robert Hobbs, 3125 MacArthur Avenue, Panama City, FL 32401; Trustee, George Rapoza, 2514 E 9th Circle, Panama City, FL, 32401.

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 by 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.

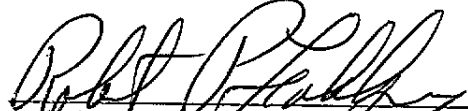
NINTH: In all matters relating to property, both real and personal, including but not limited to, purchase, sale, mortgage, hiring and leasing, the provisions of Section 16.050, Statutes of the Order relating to notice and required vote shall be fully complied with.

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.

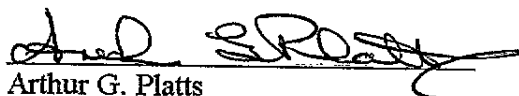
IN WITNESS WHEREOF, we have hereunto set our hands this 3 day of March, 1998.

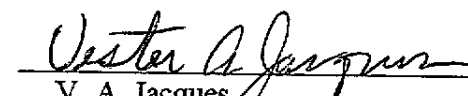

Roscoe Hall
Exalted Ruler

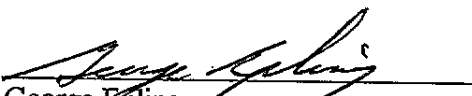

Robert Fahlgren
Esteemed Leading Knight

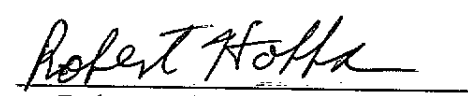

Paul Santos
Esteemed Loyal Knight


Hugh Duke
Esteemed Lecturing Knight


Arthur G. Platts
Trustee


V. A. Jacques
Trustee


George Epling
Trustee


Robert Hobbs
Trustee


George Rapoza
Trustee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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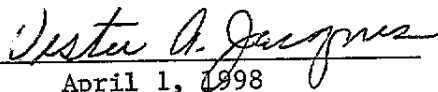
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. The name of the corporation is: Panama City Elks Lodge, No 1598, Benevolent and Protective Order of Elks of the United States of America. Inc.
2. The name and address of the registered agent and office is:

Vester A. Jacques
Registered Agent
101 West Beach Drive
Panama City, FL 32401

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


April 1, 1998

March 1, 1998