

LANE REESE AULICK SUMMERS & FIELD, P.A.

ATTORNEYS AT LAW
SUITE 304, DOUGLAS CENTRE
2600 DOUGLAS ROAD
CORAL GABLES, FLORIDA 33134
(305) 444-4418

TELECOPIER (305) 444-5504

FRANK A. LANE
WILLIAM S. REESE
CECILIA AULICK
WILLIAM L. SUMMERS
PAUL H. FIELD

C. PAGE LANE
LORENZO JACKSON, JR.
LUIS NAVIERRE

N980000004952

August 13, 1998

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

400002619564--0
-08/19/98--01012--012
*****140.00 *****70.00

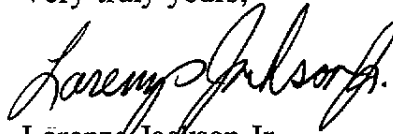
RE: Articles of Incorporation

Dear Sir or Madam:

Attached you will find two articles of incorporation filing and a check for \$140.00 for the filing fee. Please process and return copies to this office.

If you have any questions, you may contact my office.

Very truly yours,



Lorenzo Jackson Jr.

LJJ:lj

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 27 AM 9:45



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 20, 1998

LANE REESE AULICK SUMMERS & FIELD, P.A.
2600 DOUGLAS ROAD SUITE 304
CORAL GABLES, FL 33134

SUBJECT: ST. ARTHUR'S LODGE #488, P.H.A., INC.
Ref. Number: W98000019124

We have received your document for ST. ARTHUR'S LODGE #488, P.H.A., INC. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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 (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 098A00043457

ARTICLES OF INCORPORATION

OF

**St. ARTHUR'S MASONIC LODGE NO. 488, P.H.A., INC. OF THE ANCIENT AND
HONORABLE FRATERNITY OF FREE AND ACCEPTED MASONS OF THE STATE
OF FLORIDA AND JURISDICTION THEREUNTO BELONGING INCORPORATED**

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I - CORPORATE NAME AND ADDRESS

The name of the Corporation is St. Arthur's Lodge #488, P.H.A., Inc., at 680 N.W. 52nd Street, Miami, Florida 33150.

ARTICLE II - NATURE OF CORPORATION BUSINESS

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income of assets of the corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE III - DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE IV - PURPOSES

The Corporation is organized, and shall be operated exclusively for the following purposes: To provide an organization to support the members of St. Arthur's Lodge #488, P.H.A., Inc. and the community of Dade County. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise,

gift, purchase, lease or otherwise any property of any sort of nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property, and the income, principal and proceeds of such property, for any of the purposes set forth herein.

To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V - LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV (Purposes).

ARTICLE VI - MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members or one or more classes, who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Name

Address

Freeman Smith

8030 S.W. 198 Street, Miami, Florida 33189

George Washington	15705 N.W. 27 Avenue, Miami, Florida 33054
Harold Brown Jr.	17210 N.W. 45 Court, Miami, Florida
Ronald Lewis	1035 N.W. 128 Terrace, Miami, Florida
Lee Hill	1231 N.W. 207 Street, Miami, Florida

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 2600 Douglas Road, Suite 304, Coral Gables, Florida 33134, and the name of its initial Registered Agent at that address is Lorenzo Jackson Jr.

ARTICLE VIII - INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is five (5). The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Voting Members shall elect the Trustees annually. The Bylaws may provide for *ex officio* and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Terry Elliot	4100 N.W. 17th Avenue, Miami Florida 33147
Kenneth Harris	3805 N.W. 210th Street, Miami, Florida 33055
Lorenzo Jackson Jr.	1319 N.W. 69th Street, Miami, Florida 33147
Vernon Lemon	19300 N.W. 43rd Avenue, Miami, Florida 33055
Edward Lewis	1501 N.E. Miami Gardens Drive, N. Miami Beach, Florida

ARTICLE IX - OFFICERS

The Officers of the Corporation shall consist of a President, First Vice President, Second Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the majority of members present annually at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Freeman Smith	8030 S.W. 198 Street Miami, Florida 33189	President
George Washington	15705 N.W. 27 Avenue Miami, Florida 33054	First Vice President
Harold Brown Jr.	17210 N.W. 45 Court Miami, Florida	Second Vice President
Ronald Lewis	1035 N.W. 128 Terrace Miami, Florida	Financial Secretary
Lee Hill	1231 N.W. 207 Street Miami, Florida	Treasurer

ARTICLE X - INCORPORATOR

The name and address of the Incorporators are as follows:

<u>Name</u>	<u>Address</u>
Freeman Smith	8030 S.W. 198 Street, Miami, Florida 33189
George Washington	15705 N.W. 27 Avenue, Miami, Florida 33054
Harold Brown Jr.	17210 N.W. 45 Court, Miami, Florida

ARTICLE XI - BYLAWS

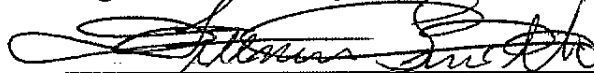
The Bylaws of the Corporation are to be made by the Board of Trustees, and adopted by the members and may be altered, amended or rescinded by the members.

ARTICLE XII - AMENDMENT

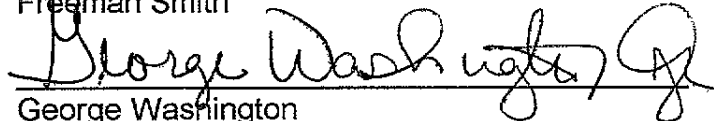
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

IT WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation is 8th day of August, 1998.

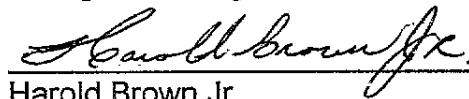
Signature of Incorporators



Freeman Smith



George Washington



Harold Brown Jr.

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn to before me this
7th day of August, 1998, by Freeman Smith, George Washington and
Horold Brown Jr. of ST. ARTHUR'S LODGE #488, P.H.A., INC.



SEAL
LORENZO JACKSON JR
My Commission CC499785
Expires Oct. 05, 1999

Lorenzo Jackson Jr.
Notary Public

My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

The Undersigned hereby accepts the appointment as registered Agent of
ST. ARTHUR'S LODGE #488, P.H.A., INC., which is contained in the foregoing
Articles of Incorporation.

Dated this 7th day of August, 1998.

Lorenzo Jackson Jr.
Registered Agent

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
98 AUG 27 AM 9:45