TRANSMITTAL LETTER

Department of state Division of Corporations P. O. Box 6327 Tallahassee, FL 32314				
SUBJECT: The Villages Masonic Lodge No. 394 F. + A.M. (Proposed corporate name - must include suffix)				
	(LISPSIDE SEPTEMBER)	201	00028896 -05/28/9901 *****78.75	5 924 074001
Enclosed is an original and one(1) copy of the articles of incorporation and a check for:				
\$70.00 Filing Fee	XL \$78.75 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy ADDITIONAL COP	\$87.50 Filing Fee, Certified Copy & Certificate of Status	
FROM:The Most Morshipful Grand Lodge of Free & Accepted Masons of Florida SPECIFIED PURPOSE - ADMINISTRATION P.O. BOX 1020 JACKSONVILLE, FLORIDA 32201 Address				
FLACE				
City, State & Zip				
	Daytime Telephone number Daytime Telephone number			
		F. CHRESEER	11M 3 1999	302.5
NOTE: Please provide the original and one copy of the articles.				



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

June 4, 1999

ROY CONNOR SHEPPARD 220 OCEAN STREET JACKSONVILLE, FL 32202

SUBJECT: THE VILLAGES MASONIC LODGE NO. 394F., INC.

Ref. Number: W99000012952

We have received your document for THE VILLAGES MASONIC LODGE NO. 394F., INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout 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) 487-6904.

Letter Number: 199A00030282

Freida Chesser Corporate Specialist

ARTICLES OF INCORPORATION

OF

THE VILLAGES MASONIC LODGE NO. 394, INC., FREE AND ACCEPTED MASONS OF FLORIDA

The undersigned hereby presents these Articles for the formation of a not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes and Chapter 4281, Laws of Florida, 1893.

ARTICLE I

The name of this corporation is:

The Villages Masonic Lodge No. 394, Inc.,

Free and Accepted Masons of Florida

ARTICLE II

ADDRESS

The address of the principal office of this corporation is:

La Hacienda Center at the Villages, Lady Lake, FL 32159

ARTICLE III

PURPOSE

The purpose of this corporation is to foster and promote freemasonry as a non-sectarian religious organization, an educational organization and a charitable organization, founded upon, possessed of and adhering to all those principles, precepts, tenets and beliefs that characterize and distinguish such organizations.

ARTICLE IV

MANAGEMENT

The persons who shall direct the affairs of this corporation shall be determined in accordance with the constitution and regulations of The Most Worshipful Grand Lodge of Free and Accepted Masons of Florida.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 220 Ocean Street, Jacksonville, Florida 32202. The name of the initial registered agent at that address is Roy Connor Sheppard. The registered agent and address may be changed from time to time in accordance with these Articles.

ARTICLE VI

INCORPORATORS

The name and address of each incorporator is:

Albert L. Hook, Worshipful Master 719 Lisbon Lane Lady Lake, FL 32159

John M. Erb, Senior Warden 953 Tarrson Blvd. Lady Lake, FL 32159

Eugene E. Whitney, Junior Warden 1011 San Antonio Lane Lady Lake, FL 32159 William C. Denny, Treasurer 221 Del Rio Drive Lady Lake, FL 32159

Albert C. Smith, Jr., Secretary 10465 S.E. 179th Place Summerfield, FL 34491

ARTICLE VII

SUBORDINATION

This corporation has been granted a Masonic Charter or warrant by The Most Worshipful Grand Lodge of Free and Accepted Masons of Florida (Grand Lodge), a Florida not-for-profit corporation, under and pursuant to Chapter 4281, Laws of Florida, 1893. This corporation shall at all times be subordinate to and subject to the authority of the Grand Lodge and shall at all time adhere to and abide by said Chapter 4281 and the Constitution, Regulations and Orders of the Grand Lodge. The person from time to time serving as Grand Master of the Grand Lodge shall be a member of this corporation and, as such, shall have the sole right, without the joinder of any other person, and without any meeting or vote of the members, to alter, amend or change these Articles of Incorporation or to cause the dissolution of this corporation. Upon dissolution, all assets of this corporation shall be distributed to and shall belong to the Grand Lodge or its nominee.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of _________, 199_9____.

Albert L. Hook

STATE OF FLORIDA COUNTY OF 10 16

On this 12 day of March, 1999, the execution of the foregoing instrument was acknowledged before me by Albert L. Hool who did not take and who is personally known to me.

Florida Notary Public (Signature)

PCBIN D. COLE

MY COMMISSION # CC 518433

EXPIRES: December 14, 1999

Bonded Thru Notary Public Underwriters

(NAME OF NOTARY TYPED, PRINTED OR STAMPED)

My commission expires: 12-14-99 Commission No.: 0.518433

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE OF DESIGNATION ABOVE, 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.

ROY CONNOR SHEPPARD

DATED: 3-18-99