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501 WEST MAIN STREET

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOEL EVERE,

OF COUNSEL

L. GRADY BURTON
1893-1981

FAX

941-773-0910

JOHN W. BURTON
JOHN W.H. BURTON

December 1, 1999

OFFICE OF SECRETARY OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation

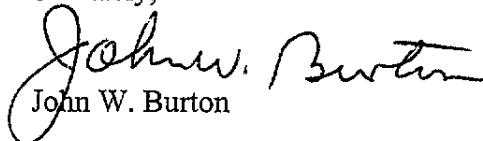
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*****78.75 *****78.75

Dear Sir or Madam:

Enclosed is the original and one copy of the above mentioned named Corporation. I also enclose check #16050, in the amount of SEVENTY EIGHT DOLLARS and SEVENTY FIVE CENTS, (\$78.75), this covers the Filing fee of \$35.00, Registered Agent fee of \$35.00 and Certificate fee of \$8.75.

Please file as soon as possible and return a certified copy to my office at the address provided above, I have enclosed a postage paid envelope for your convenience.

Sincerely,


John W. Burton

JWB/drw
enclosures

FILED

ARTICLES OF INCORPORATION
of
WAUCHULA ELKS LODGE #1700 SCHOLARSHIP FUND, INC. STATE OF FLORIDA
a Florida Not For Profit Corporation TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of incorporation:

Article I

The name of the corporation is WAUCHULA ELKS LODGE #1700 SCHOLARSHIP FUND, INC.

Article II

The corporation shall have perpetual duration.

Article III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of charity and education and for other charitable purposes, by the distribution of its funds for those purposes, and particularly by providing a scholarship and educational expense program to students residing in Hardee County, Florida.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable and educational purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article IV

(a) Directors as Membership. The sole class of members of this corporation shall be its directors.

(b) Rights and Liabilities of Members. The members of this corporation shall have no right, title, or interest in its income, property, or assets, nor shall any portion of its income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

Article V

The street address of the principal office and registered office of the corporation is 318 West Main Street, Wauchula, FL 33873. The name of its registered agent at that address is Ramon Disharoon. The mailing address of the corporation is 318 West Main Street, Wauchula, FL 33873.

Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than five (5) nor more than fifteen (15). Within the limits set forth herein, the manner and method of electing directors and the manner and method of conducting the business affairs of the corporation shall be as provided in the bylaws of the corporation.

The directors named herein, and all subsequently elected directors, shall hold office until the annual meeting of members, to be held on the last Monday of August of each year at the principal office of the corporation (or such other place the board may designate), at which time an election of directors shall be held.

Directors elected at the annual meeting shall serve for a term of one (1) year until the subsequent annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held on the last Monday in August at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be *prima facie* evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the current directors are:

<u>Name:</u>	<u>Address:</u>
Walter P. Bailey	1260 NW Knollwood Circle, Wauchula, FL 33873
Ramon Disharoon	301 N 9 th Avenue, Wauchula, FL 33873
Bedford Prescott	Avon Park Road, Wauchula, FL 33873
Jerry Kapusta	Myrtle Drive, Wauchula, FL 33873
Thomas C. Underwood	302 Azalea Hill, Wauchula, FL 33873
Joe L. Davis, Sr.	708 East Main Street, Wauchula, FL 33873
Robert L. Gill	NE Lockmiller Road, Zolfo Springs, FL 33890

Article VII

The board of directors shall elect the following officers: president, vice-president, treasurer, and secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Officers shall be elected at the annual meeting of the board of directors. Until the next election of officers is held, the following persons shall serve as corporate officers:

<u>Name:</u>	<u>Address:</u>	<u>Office:</u>
Walter P. Bailey	1260 NW Knollwood Circle, Wauchula, FL 33873	President
Robert L. Gill	NE Lockmiller Road, Zolfo Springs, FL 33890	Vice President
Thomas C. Underwood	302 Azalea Hill, Wauchula, FL 33873	Sec./Treasurer

Article VIII

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

Article IX

The property of this corporation is irrevocably dedicated to charitable or educational purposes and no part of the net earnings, income, properties or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private person or individual.

Article X

On the dissolution, liquidation, or winding up of this corporation, its properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

WITNESS my hand and seal this 24th day of November, 1999.

WAUCHULA ELKS LODGE #1700
SCHOLARSHIP FUND, INC.

ATTEST: Thomas C. Underwood (SEAL)
Thomas C. Underwood, Secretary/Treasurer

By: Walter P. Bailey
Walter P. Bailey, President

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STATE OF FLORIDA
ALLIANZ SEALE, FLORIDA
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STATE OF FLORIDA:
COUNTY OF HARDEE:

On this 24th day of November, 1999, before me, a notary public personally appeared **WALTER P. BAILEY, President, and, THOMAS C. UNDERWOOD, Secretary/Treasurer**, known to me to be the persons whose names are subscribed to the instrument within, and acknowledged that they executed the same for the purposes contained therein. They are personally known to me and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Wauchula, Florida.

NOTARY PUBLIC



Dawn Renee Wyatt
MY COMMISSION # CC782172 EXPIRES
October 8, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Dawn Renee Wyatt
DAWN RENEE' WYATT
State of Florida at Large
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept designation as registered agent for **WAUCHULA ELKS LODGE #1700 SCHOLARSHIP FUND, INC.** and am familiar with and accept the obligations provided for in Chapter 607.0505, Florida Statutes.

Ramon Disheroon
Ramon Disheroon, Registered Agent