ARTICLES OF INCORPORATION OF
_______________SHRINE CLUB HOLDING CORPORATION

We, the undersigned, residents of the state of __________, being of lawful age, and members of __________ Shrine Club of ______________ Shriners, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the __________ Nonprofit Corporation Act.

ARTICLE 1

Name

§1.1 Name. The name of this corporation is _____________ Shrine Club Holding Corporation.

ARTICLE 2

Term

§2.1 Duration. The period of duration of this nonprofit corporation shall be perpetual.

ARTICLE 3

Purpose

§3.1 Purpose. This corporation exists as a nonprofit corporation for the sole purpose of holding title to real or personal property other than cash and securities owned by the ____________ Shrine Club.

§3.2 Internal Revenue Code. The corporate purpose shall, furthermore, be in accordance with the provisions of 501(c)(2) of the Internal Revenue Code, as amended from time to time. Any income received by the corporation, less expenses, shall be turned over annually to the _____________ Shrine Club, which is exempt under 501(c)(10) of the Internal Revenue Code.

ARTICLE 4

General Provisions

§4.1 Potentate’s Authority. The potentate of ______________ Shriners, shall have the power to remove from office in the corporation any director or officer for disobedience of his orders or for violation of temple bylaws with respect to the conduct of the affairs of the corporation.

§4.2 Prohibited Activities. The corporation shall not have any capital stock and no person shall receive any profits from its operations by dividends or otherwise, and no substantial part of the activities of the corporation shall be to carry on propaganda or otherwise attempt to influence legislation.

§4.3 Personal Benefit. No part of the assets or funds may inure to the benefit of individuals personally except in payment for services actually received or performed.

§4.4 Fiscal Year. The fiscal year of this corporation shall be on a calendar year basis, and it must arrange its books of account, annual report and audit to conform to the calendar year.

§4.5 Copies of Documents. Copies of these articles of incorporation and the bylaws of the corporation, and any amendments thereto, must be filed with the Imperial Recorder.
§4.6 **Records.** The corporation shall maintain its records in accordance with the Uniform Chart of Accounts prescribed by Shriners International.

§4.7 **Review.** This corporation is required to have its financial statements reviewed, unless an audit is required pursuant to Shrine law, by a certified, chartered or licensed public accountant at the close of each year, as may be provided by the bylaws of Shriners International, and a copy of the accountant’s report and accompanying financial statements must be filed with the Imperial Recorder.

§4.8 **Corporate Debt.** The private property of the members of the board of directors of the corporation and the officers thereof shall not be subject to the payment of corporate debts to any extent whatsoever.

§4.9 **Disposition of Assets.** The sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the corporation, may only be upon such terms and conditions and for such consideration as shall first be authorized by a vote of _____________ Shriners at a stated meeting of that temple or at a special meeting which sets forth in the notice of the meeting the specific nature of the business to be transacted.

§4.10 **Purchaser of Assets.** No purchaser of any property of the corporation shall be required to see to the application of the purchase money received therefrom or to inquire into the validity, expediency or propriety of any such sale.

§4.11 **Dissolution.** In the event of dissolution, the assets and funds remaining after payment in full of all debts of the corporation shall be conveyed to _____________ Shriners or Shriners Hospitals For Children, or both, as authorized by a vote of _____________ Shriners at a stated meeting of that temple or at a special meeting which sets forth in the notice of the meeting the specific nature of the business to be transacted. No part of the assets or funds may revert to or inure to the benefit of any officer or director of the corporation.

**ARTICLE 5**

**Members**

§5.1 **Members.** This corporation shall have no members.

**ARTICLE 6**

**Directors**

§6.1 **Management.** The affairs and business of this corporation shall be managed and conducted by a board of directors consisting of four in number, being the president, vice president, treasurer and secretary of the _____________ Shrine Club, and their designation as such officers of the _____________ Shrine Club shall constitute them the board of directors of this corporation.

§6.2 **Powers.** The board of directors has all of the powers usually vested in the directors of a nonprofit corporation, except as otherwise provided by Shrine law, this corporation’s articles of incorporation and bylaws, and the laws of the state of _____________.

§6.3 **Good Standing.** The directors of the corporation shall be members in good standing in the _____________ Shrine Club and remain subject to the bylaws of _____________ Shriners, the authorizing temple, and the control of the potentate thereof.
ARTICLE 7

Officers

§7.1 Officers. The officers of this corporation shall be a president, vice president, treasurer and secretary.

§7.2 President. The president shall be the person who occupies the position of president of the Shrine Club.

§7.3 Vice President. The vice president shall be the person who occupies the position of vice president of the Shrine Club.

§7.4 Treasurer. The treasurer shall be the person who occupies the position of treasurer of the Shrine Club.

§7.5 Secretary. The secretary shall be the person who occupies the position of secretary of the Shrine Club.

ARTICLE 8

Meetings

§8.1 Annual. The annual meeting of this corporation shall be at the time and place of the annual meeting of ___________ Shrine Club.

§8.2 Regular and Special. Regular and special meetings for the transaction of such other business necessary to carry out the purpose of the corporation may be held within the state of ___________ at such time and place as may from time to time be designated in accordance with the bylaws.

ARTICLE 9

Bylaws

§9.1 Bylaws. The board of directors shall provide such bylaws for the conduct of the corporate business as they deem necessary and these shall be presented to the first annual meeting of the corporation.

§9.2 Amendments. Thereafter, after due notice as provided by the bylaws, the bylaws may be amended, altered or revised by majority vote of the directors present and voting at a stated meeting or at any special meeting called for that purpose.

§9.3 Annual Meeting. The bylaws shall also provide that the notice of the annual meeting of ___________ Shrine Club shall also constitute the notice of the annual meeting of the directors of this corporation.

ARTICLE 10

Amendments

§10.1 Procedure. The corporation reserves the right to amend, alter, change or repeal provisions contained in these articles of incorporation in the manner now or hereafter prescribed by statute and by the bylaws of Shriners International.
§10.2 Approval. No amendment of the articles of incorporation shall be valid unless first approved by the potentate of ______________ Shriners, the chairman of the Imperial Jurisprudence and Laws Committee, General Counsel and the Imperial Potentate.

§10.3 Shrine Law Changes. When a change is made by Shriners International affecting Shrine law and the change affects the articles of incorporation or bylaws of this corporation, the articles of incorporation and the bylaws of this corporation, unless prohibited by state law, are thereupon changed to conform with those of Shriners International and appropriate action shall be taken by the corporation to evidence the same.

ARTICLE 11

Registered Agent and Registered Office

§11.1 Registered Agent. The initial registered agent is ______________, recorder of ______________ Shriners, __________, __________, __________.

§11.2 Registered Office. The registered office of this corporation is ______________. __________.

In witness whereof, we, the undersigned, have hereunto set our hands and seals this ___ day of ____________, 20__.

____________________________________________

____________________________________________

______________________________________________

____________________________________________

____________________________________________

____________________________________________

______________________________________________

Incorporator

Incorporator

Incorporator

Incorporator

Incorporator
APPLICATION

The written application of the ____________ Shrine Club to organize a shrine club holding corporation was presented to me, the potentate of the temple having jurisdiction of the shrine club, stating the reason why such incorporation was necessary. A draft of the proposed articles of incorporation was attached to the application. I found that the incorporation was necessary and approved the application.

The corporation will exist solely as a nonprofit corporation and for the sole purpose of holding title to real and personal property, other than cash and securities owned by the club.

Upon incorporation, I will require, and assume responsibility for filing an application for, and obtaining, recognition of exemption from federal income tax (title holding company exemption ruling) from the Internal Revenue Service, and I will furnish a copy thereof to the Imperial Recorder.

Dated this ___ day of ____________, 20__.  

_________________________________________________________________________  ATTEST: ___________________________________________________________________

Potentate  Recorder

CERTIFICATION

We have reviewed the foregoing application and the proposed articles of incorporation and find that the organization of the corporation is necessary, and that the proposed articles of incorporation include the provisions required by §337.9 of the bylaws of Shriners International. We further find that the articles of incorporation are in proper and legal form and that they will not conflict with any of the provisions of the articles of incorporation or bylaws of Shriners International. We, therefore, recommend their approval by the Imperial Potentate.

_________________________________________________________________________  ___________________________________________________________________

Chairman  General Counsel

Jurisprudence & Laws Committee

APPROVAL

The application of the potentate of ____________ Shriners to organize a shrine club holding corporation was presented to the undersigned.

I have received the advice and recommendation of the chairman of the Jurisprudence and Laws Committee and General Counsel, who confirm that the proposed articles of incorporation are in proper and legal form and that they will not conflict with any of the provisions of the articles of incorporation or bylaws of Shriners International, and that the organization of the corporation is necessary.

Upon review and consideration of the foregoing, I hereby grant my approval to the application, and the corporation to be known as the ____________ Club Holding Corporation may be organized.

Dated this ___ day of ____________, 20__.

_________________________________________________________________________  ___________________________________________________________________

Imperial Potentate  Imperial Recorder