ARTICLES OF INCORPORATION OF
___________SHRINERS CORPORATION

We, the undersigned, all being citizens of the state of ____________,
being of lawful age, and members 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 ______________ Shriners
Corporation.

ARTICLE 2

Term

§2.1 Duration. This nonprofit corporation is to exist perpetually.

ARTICLE 3

Purposes

§3.1 Purpose. This corporation exists solely as a nonprofit corporation having
no purpose other __________ Shriners, of ________________ for
the use of ______________ Shriners, of ________________, ____________
and its members, said ______________ Shriners being an unincorporated society,
fraternal and charitable in nature, embodying the charitable and educational principles
of Shriners International.

§3.2 Internal Revenue Code. Any revenues received by the corporation, less
expenses, shall be turned over annually to ______________ Shriners, which is
exempt under 501(c)(10) of the Internal Revenue Code.

ARTICLE 4

General Provisions

§4.1 Control. This corporation is established as a subsidiary corporation wholly
controlled by ______________ Shriners at all times.

§4.2 Prohibited Activities. This 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 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.

§4.5 Records. This corporation shall maintain its records in accordance with the Uniform Chart of Accounts prescribed by Shriners International.

§4.6 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.

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

§4.8 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 the temple at a stated meeting of the temple, or at a special meeting which sets forth in the notice of the meeting the specific nature of the business to be transacted.

§4.9 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.

§4.10 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.

ARTICLE 5

Members

§5.1 Membership. 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 eight in number, seven of whom shall be the persons who occupy the position of the official divan of _______________ Shriners and one of whom shall be the immediate past potentate of such temple, and their designation as such officers in _______________ Shriners 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 without members, except as otherwise provided by Shrine law, this corporation's articles of incorporation and bylaws, and in the laws of the state of ____________.

§6.3 Good Standing. The directors and managing officers shall be members in good standing in _______________ Shriners.
ARTICLE 7

Officers

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

§7.2 President. The president of this corporation shall be the person who occupies the position of potentate of _______________ Shriners.

§7.3 Vice President. The vice president of this corporation shall be the person who occupies the position of chief rabban of _______________ Shriners.

§7.4 Treasurer. The treasurer of this corporation shall be the person who occupies the position of treasurer of _______________ Shriners.

§7.5 Secretary. The secretary of this corporation shall be the person who occupies the position of recorder of _______________ Shriners.

ARTICLE 8

Meetings

§8.1 Annual. The annual meeting of the directors of this corporation shall be concurrently with, and at the same place as, the annual meeting of _______________ Shriners.

§8.2 Regular and Special. Regular and special meetings of the directors for the transaction of such other business necessary to carry out the purposes of the corporation may be held within or without 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.

§9.2 Amendments. Thereafter, the bylaws may be amended, altered or revised as provided in the bylaws.

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

ARTICLE 10

Amendments

§10.1 Procedure. This 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 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 of this corporation is ____________________, ______________, __________., __________.

§11.2 Registered Office. The registered office of this corporation is located at ______________ Street, in the city of __________, __________.

IN WITNESS WHEREOF we, the undersigned, have hereunto set our hands and seal this _____ day of ____________ 20___.

_____________________________________________
Incorporator

_____________________________________________
Incorporator

_____________________________________________
Incorporator
APPLICATION

_______________ Shriners hereby applies to the Imperial Potentate for permission to organize a corporation to be known as _______________ Shriners Corporation.

The corporation is necessary as it is in the best interest of the temple to hold title to its property in a corporate structure.

The corporation will exist solely as a nonprofit corporation having no purpose other than ____________________________________________.

The proposed articles of incorporation include the provisions required by §334.10 of the bylaws of Shriners International.

Dated this ___ day of ___________, 20__.

_____________________________________________________
Potentate

ATTEST:

_____________________________________________________
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 §334.10 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
The application of _______________ Shriners to organize a temple corporation was presented to the undersigned.

I have received the advice and recommendation 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 _______________ Shriners Corporation may be organized.

Dated this ___ day of___________, 20___.

______________________________ ATTEST: ________________________________

Imperial Potentate             Imperial Recorder