

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 0123961
EFFECTIVE DATE: 05/22/2001
JURISDICTION : GEORGIA
REFERENCE : 0077
PRINT DATE : 05/23/2001
FORM NUMBER : 311

DR. AHMADOU J. VARMAH
2701 HOUSTON AVENUE
MACON, GA 31206

CERTIFICATE OF INCORPORATION

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

THE INTERNATIONAL SUPREME GRAND COUNCIL OF SHRINERS, INC.
A DOMESTIC NONPROFIT CORPORATION

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State



CATHY COX
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

WARREN RARY
Director

QUINTILIS B. ROBINSON
Assistant Director

TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	01143115	PENDING #	2392057	CONTROL #	
DOCKET CODE	311	DATE FILED	5/22/01	AMOUNT RECEIVED	CHECK/RECEIPT #
TYPE CODE	SP	EXAMINER		JURISDICTION (COUNTY) CODE	11

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. 011350604
Corporate Name Reservation Number

THE INTERNATIONAL SUPREME GRAND COUNCIL OF SHRINERS INC.
Corporate Name

2. Dr. AHMADOU J. VARMAH
Applicant/Attorney

478-718-2621
Telephone Number

2701 HOUSTON AVE
Address

MACON GA. 31206
City State Zip Code

3. Mail or deliver to the Secretary of State, at the above address, the following:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 3) Filing fee of \$60.00 payable to Secretary of State. Filing fees are NON-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (The Clerk of Superior Court can advise you of the official organ in a particular county.)

Ahmadou J. Varmah
Authorized Signature

5-22-01
Date

Business entity information via the Internet: <http://www.georgiacorporations.org>

ARTICLES OF INCORPORATION

Of
INTERNATIONAL
THE SUPREME GRAND COUNCIL OF SHRINERS, INC.

Georgia Corporation

We, the undersigned, for the purpose of transacting the business hereinafter set forth, hereby associate ourselves, and do by the following written Articles of Incorporation unite ourselves into a body corporate under the provisions of Title 14-3-202 of the Code of Georgia, and acts amendatory thereto, assuming all the powers and obligations granted bodies corporate under said Title and do hereby adopt the following Articles of Incorporation, to-wit:

THE CORPORATION IS ORGANIZED PURSUANT TO THE GEORGIA NONPROFIT CORPORATION CODE

ARTICLE I

The name of this corporation shall be THE SUPREME GRAND COUNCIL OF SHRINERS, INC

INTERNATIONAL
THE STREET ADDRESS OF THE REGISTERED OFFICE IS 2701 HOUSTON AVE. MACON, GA. 31206.

ARTICLE II THE REGISTERED AGENT AT THIS ADDRESS IS DR. AHMADU J. YARMAH

The principal office and place of business of this Corporation shall be 2701 Houston Ave. in the City of Macon, in the County of Bibb and State of Georgia and, particularly, the office of the Recorder of Al Mahdi Shrine Temple, Ancient Egiptian Order & Arabic Nobles of the Mystic Shrine for North America in the City of Macon, County of Bibb, State of Georgia.

Said Corporation shall also be authorized to maintain offices and places of business within any of the States of the United States, including Honolulu, Hawaiian Islands, the Canal Zone, and the Dominion of Canada and the Republic of Mexico.

ARTICLE III

The objects and purposes of this Corporation and business to be transacted by it are:

- 1. Said Corporation shall be the irrevocable common agent, Representative and

ARTICLES OF INCORPORATION (GEORGIA)

supreme authority in all matters appertaining to the government of the system of fraternal lodges or temples known in the aggregate as the Ancient Egiptian Order & Arabic Nobles of the Mystic Shrine, which lodges and temples are to be located in each of the States of the United States, District of Columbia, the Dominion of Canada, the Canal Zone, the Hawaiian Islands, the Philippine Islands and the Republic of Mexico, and as such shall have supreme complete original jurisdiction and essential powers necessary to such control and government.

- (a) To enact and enforce laws, statutes, and regulations for the government of itself and subordinate temples and members of the Order known in the aggregate as the Ancient Egiptian Order & Arabic Nobles of the Mystic Shrine, and to alter, amend and repeal the same at pleasure.
- (b) To issue edicts relating to the government and control of the several temples and the members thereof, and to alter, amend and repeal the same.
- (c) To constitute new temples by granting dispensations and charters under seal, and for good cause to suspend, annul and revoke the same at pleasure.
- (d) To create, establish and preserve a uniform mode of work and lectures, and to publish and issue the rituals containing such authorized work and lectures.
- (e) To assess and collect from the several temples under its jurisdiction such sums of money as may be deemed necessary to be appropriated for the benefit of the corporation and its members and benevolences.
- (f) To hear and determine all questions of dispute between temples and between members in temples.
- (g) To hear and decide all appeals from the decisions of subordinate temples.
- (h) To demand and receive such fees and charges for granting dispensations, charters, certificates and diplomas as may be by it determined to be proper and reasonable.
- (i) To require and collect from all temples and all members of temples such sums of money for The Sickle Cell Anemia Foundation for Children, Chartered School for dyslexia and hyperactivity children and other charitable purposes as may from time to time be provided for and required by law.
- (j) To hear and decide all charges and complaints against any officer of The Supreme Grand Council, or of any subordinate temple, and to inflict such punishment as may seem just and proper.
- (k) To prescribe and define the duties and powers of the several officers

ARTICLES OF INCORPORATION (GEORGIA)

of The Supreme Grand Council and the members (Representatives) and the powers and duties of the several officers of subordinate temples.

(1) To exercise such power and control, and to perform all such acts, as may seem proper and necessary to carry out the full purpose and intent of this Corporation.

2. To maintain, control, conduct and superintend any and all charities, benevolences, and hospitals now established, maintained and controlled by The Supreme Grand Council of Shriners, Ancient Egyptian Order & Arabic Nobles of the Mystic Shrine for North America; or which may be by it hereafter established.

3. To purchase, or otherwise acquire, to have, hold, lease, mortgage, or otherwise create liens on, to sell, convey, exchange, transfer, assign or let on lease, or in any other manner whatsoever to acquire and dispose of, real and personal property necessary or convenient in carrying out any of the purposes of this corporation, without restriction as to place, state or country. To erect thereon, to construct, maintain, and operate, hospitals or other eleemosynary institutions for the treatment of Sickle Cell Anemia, free of charge, and other purposes, under such regulations and such restrictions as may from time to time be adopted by The Supreme Grand Council, and to purchase, or erect, construct, maintain and operate, such hospitals, schools, or other institutions, in any state of the United States, the District of Columbia, the Hawaiian Islands, the Canal Zone, and the Dominion of Canada and the Republic of Mexico.

4. To create and maintain a charitable and educational fund, a representative fund, a library fund, The Supreme Grand Council fund, a fund for the purchase, erection, operation and maintenance of Sickle Cell Anemia Foundation for Children Hospitals, Chartered Schools for children suffering from dyslexia and hyperactivity, and other benevolences, and any other fund or trust necessary or convenient in carrying out any of the purposes, benevolences or charities now established, or which may be hereafter authorized by The Supreme Grand Council.

5. To accept and receive gifts, devises, bequests, donations, annuities and endowments, of real or personal property, and to use, hold and enjoy the same, both as to principal and income, and invest and reinvest the same, or any part thereof, for the furtherance of any of the objects, interests or purposes of the corporation as hereinbefore stated, or such as may hereafter be authorized.

6. To have the exclusive right to and use of the name "The Supreme Grand Council of Shriners, Ancient Egyptian Order & Arabic Nobles of the Mystic Shrine for North America," together with the emblems, costumes, regalia, characteristic insignia, and jewels of said Order, heretofore or hereafter adopted by said Supreme Grand Council.

And with power to use and exercise all the powers, rights and privileges

ARTICLES OF INCORPORATION (GEORGIA)

incidental to fraternal and benevolent corporations organized for purposes other than pecuniary profit, and which are usually exercised by the supreme or governing bodies of fraternal or benevolent organizations operating as the representatives of a system of fraternal lodges.

And it is intended that the powers specified and clauses contained in the foregoing paragraphs shall in no wise limit or restrict, by reference to or inference from, the terms of any other clause of this or any other paragraph in these Articles, but the powers specified in each of the several clauses of this paragraph shall be regarded as independent powers and purposes.

In furtherance of the purposes and objects above expressed, to acquire by purchase, lease, bequest or otherwise, and to own, hold and use for such purposes real estate and personal property situate in the State of Georgia and also in all of the states of the United States, the District of Columbia, the Hawaiian Islands, the Canal Zone, the Dominion of Canada and the Republic of Mexico, and to erect, construct and build any building or buildings for the use and benefit of said corporation and to equip, maintain, rent, lease, sublease, mortgage, transfer or otherwise dispose of its property so to be used for the purposes aforesaid.

ARTICLE IV

AND INCORPORATORS

The members of said Corporation shall be the following persons who are all residents of the State of Georgia:

Dr. Malachi Z. York Dr. Thomas Chism
Dr. Anthony Evans Dr. George Drayton
Dr. William Walker

and Pastor Marshall Chance, Dr. Ahmadou Varmah, Dr. Claude Turner and Dr. George Jackson and such other persons as may be elected to become members as provided in the bylaws of said corporation. & SAID ADDRESS OF THESE INCORPORATORS IS 2701 HOUSTON AVE; MACON, GA. 31206

ARTICLE V

The members of said Corporation shall have power from time to time to make such prudential bylaws as they shall deem proper for the management of the affairs of said Corporation, not in conflict, however, with the laws of the United States or the State of Georgia.

Provided, that the laws, bylaws, rules and regulations heretofore adopted by The Supreme Grand Council of Shriners, Ancient Egiptian Order & Arabic Nobles of the Mystic Shrine for North America, a corporation under the laws of the State of Georgia and now in force shall apply to and be the laws, rules and regulations of

ARTICLES OF INCORPORATION (GEORGIA)

this Corporation subject to amendment by the members of this Corporation.

ARTICLE VI

That the term for which this Corporation shall exist shall be perpetual unless sooner dissolved in the manner provided by law or as prescribed by the bylaws of this Corporation.

ARTICLE VII

The following persons, are all residents of the State of Georgia, to-wit:

Dr. Malachi Z. York Dr. Thomas Chism
Dr. Anthony Evans Dr. George Drayton
Dr. William Walker

and Pastor Marshall Chance, Dr. Claude Turner, Dr. Ahmadou Varmah, and Dr. George Jackson, shall constitute the directors of said Corporation until such time as their successors in such office shall have been elected in the manner and at such times as may be provided in its bylaws.

ARTICLE VIII

This Corporation shall not have any authorized capital stock and the incorporators, or their successors elected to membership, in accordance with the terms and conditions of the bylaws of this Corporation, shall be designated as members. This is a non-stock, non-profit corporation and no member shall receive any profits from its operations.

ARTICLES OF INCORPORATION (GEORGIA)

In Witness Whereof, We have hereunto set our hands on the day and date as shown by acknowledgments attached hereto.

Dr. MALACHI Z. YORK, *Malachi Z. York*

Dr. THOMAS CHISM, *Thomas Chism*

Dr. ANTHONY EVANS, *Anthony Evans*

Dr. WILLIAM WALKER, *William Walker*

Dr. GEORGE DRAYTON, *George Drayton*

Past. MARSHAL CHANCE, *Pastor Marshall Chance*

Dr. CLAUDE TURNER, *Claude Turner*

Dr. AHMADOU VARMA H, *Ahmadou J. Varmah*

Dr. GEORGE JACKSON, *George Jackson*

SECRETARY OF STATE
01 MAY 22 AM 11:43
CORPORATIONS DIVISION

STATE OF GEORGIA,
COUNTY OF BIBB,

On this 17th day of May 2001 A.D, before _____, a Notary Public, personally appeared Dr. Malachi Z. York, Dr. Thomas Chism, Dr Anthony Evans, Dr. William Walker, Dr. George Drayton, Pastor Marshall Chance, Dr. Claude Turner, Dr. Ahmadou Varmah, and Dr. George Jackson to me known to be the persons named in and who executed the foregoing instrument, and each acknowledged that they executed the same as their voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the day and date above mentioned.

Lewis Y. Eddington (SEAL)
Notary Public.
Notary Public, Fulton County, Georgia
My Commission Expires Sept. 17, 2001

My commission expires _____