

BATS MANUAL UPDATES

NOVEMBER 2007

Please remove and insert pages as listed below:

	<u>REMOVE</u>	<u>INSERT</u>
Table of Contents	ii	ii
Section 5	5-10	5-10
Section 8	Index	Index
	8-1	8-1
	8-2	8-2
	8-3	8-3
	8-4	8-4
	8-5	8-5
	8-6	8-6
	8-7	8-7a
	NEW	8-7b
	8-8	8-8
	8-9	8-9
	8-10	8-10
	8-11	8-11
	8-12	8-12
	8-13	8-13
	8-14	8-14
	NEW	8-15
	NEW	8-16
	NEW	8-17
	NEW	8-18
	NEW	8-19
	NEW	8-20

SECTION

PAGES

55 U. S. Tax Form 990-T Unrelated Business Activity Codes
56 Charitable Contributions Defined – Section 170 (c) (4)
57 Sample Tax Form 990 Cover Letter
58-62 Filing Schedule B – Form 990

4 Systems – Accounting & Membership Computer Requirements

1-3 Systems Overview – Background Information
4-6 Objectives of the Support Program
7-8 Peachtree Complete Accounting Package

5 Fraternal and Charitable Fund Raising Activities

1-2 General Order No. 1 Fund Raising Section Excerpt
3-5 Sample Charity Activity Event Form and Instructions
6 Sample Request for Approval of Fund Raising Event
7 Sample Interim Reporting of Transportation Fund Activity
8 Charitable Fund Raising – Approval and Reporting
9 Fund Raising Evaluation Committee
10 Third Party Request Approval Form

6 Hospital Patient Transportation Fund Requirements

1-2 General Order No. 1 Special Purpose Fund Section Excerpt
3 Shrine Hospital Patient Transportation Fund
4 Use of Hospital Patient Vans – Joint Boards Resolution
5 Transfer Funds between Temples

7 Copy of General Order No. 1 – Current Series

8 Imperial Council Forms

1-2 Incorporation of Temples or Affiliates Policy, Temple Holding Corp.
3-7b Form #16
8-9 Incorporation of Shrine Club Holding Company
10-14 Form #17
15 Application for Long Term Debt Obligation
16-20 Form #18

9 * State & Local Solicitation and Gambling Tax Laws & Regulations

10 * Association Newsletters – SRANA STANA SCANA

*** Section to be completed by temple personnel**



Shriners Hospitals for Children™

THIRD PARTY FUND-RAISING REQUEST APPROVAL FORM

(Attach this form to sponsor's mission statement

Or submit to E-mail address: apasmas@shrinenet.org) or fax to 813-281-8460

Request submitted by: _____ Title: _____

Representing _____ Shriners Hospitals or _____ Shrine Temple

Request date: _____ Was this event held in prior year for SHC? YES NO

Event Coordinator(s): _____

Corporate Sponsor's name (If applicable): _____

Coordinator(s) mailing address: _____

Coordinator(s) phone number(s) Ofc: () - _____ Fax: () - _____

Email address (If available): _____

Type of event: _____ Event date(s): _____

Event location: _____

Indicate proposed proceeds distribution:

_____ 100% Net Proceeds For Benefit of Shriners Hospitals for Children

OR _____ Split Net Proceeds (with another 501(c)3 minimum of 50% split reviewed on a case by case basis)

Imperial Council's approval date: _____ State solicitation filing verified by: _____

Date event was closed on: _____ Total amount donated: \$ _____

NOTE: Copy of donation check is to be sent to A.J. Pamas, Corporate Fundraising Coordinator for fax to 813-281-8460.

FYI: Shriners Hospitals for Children bylaws Section 503.10 states "the use of the name Shriners Hospitals for Children or reference to the Hospitals in connection with any commercial product or business enterprise is prohibited unless the written consent of the boards of directors and trustees has been first obtained".

SECTION 8

IMPERIAL COUNCIL FORMS

PAGES

8-1 to 8-2	Incorporation of Temples or Affiliates Policy, Temple Holding Corporation. Bylaws section §334.9 – §334.13
8-3 to 8-7b	Form #16.
8-8 to 8-9	Incorporation of Shrine Club Holding Co. Bylaw section §337.9
8-10 to 8-14	Form #17.
8-15	Application for Long Term Debt Obligation. Bylaw §334.7
8-16 to 8-20	Form #18.

§ 334.9 Incorporation of Temples or Affiliates.

(a) **Existing.** Any temple now incorporated pursuant to a state statute which authorizes the formation of a fraternal corporation, not for profit, deriving its rights and powers from a Grand or Imperial body, and any affiliated organization incorporated pursuant to a not-for-profit statute, may continue its corporate existence so long as its charter or bylaws contain provisions that the corporation (1) yields obedience to Shrine law; (2) exists solely as a nonprofit corporation having no purpose other than that of acquiring, owning, selling, or otherwise disposing of, and mortgaging real estate, and the erection, maintenance and operation of buildings thereon, for its own use; (3) no part of its assets or funds shall inure to the benefit of individuals personally except in payment for services actually rendered or performed; and (4) in the event of dissolution, the assets and funds remaining after the payment of all debts of the corporation shall be conveyed to the temple or Shriners Hospitals for Children.

Amend. 1996

(b) **New.** New corporations organized by temples are prohibited unless:

(1) An application is presented to the Imperial Potentate stating the reasons why a corporation is necessary.

(Use form and certificate #16)

(2) A draft of the proposed articles of incorporation or association is attached to the application.

(3) The articles of incorporation or association include provisions that (i) it exists solely as a nonprofit corporation having no purpose other than that of acquiring, owning, selling or otherwise disposing of, and mortgaging real estate, and the erection, maintenance and operation of buildings thereon, for its own use; (ii) it is subject to control by the temple at all times, (iii) the directors and managing officers shall be members in good standing in the temple, (iv) no part of the assets or funds may inure to the benefit of individuals personally except in payment for services actually rendered or performed; (v) in the event of dissolution, the assets and funds remaining after the payment of all debts of the corporation shall be conveyed to the temple or the Hospitals; (vi) no amendment of the articles shall be effective unless first approved by the chairman of the Jurisprudence and Laws Committee, General Counsel and the Imperial Potentate; and (vii) when a change is made by The Imperial Council 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 The Imperial Council and appropriate action shall be taken by the corporation to evidence the same.

(4) The chairman of the Jurisprudence and Laws Committee, General Counsel and the Imperial Potentate approve the application.

(c) **Format of Records.** A corporation organized by a temple is required to maintain its records in accordance with the Uniform Chart of Accounts prescribed by The Imperial Council.

(d) **Filings.** The corporation is required to file annually with the Imperial Recorder a statement of activities and changes in members' equity for the previous year and a statement of financial position showing the financial condition of the corporation at the end of the previous year.

(e) **Temple Action.** 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.

Amend. 1986

§334.10 Corporate Document Filed with Imperial Recorder. Copies of the articles of incorporation or association and the bylaws of every temple corporation and affiliated or appendant corporation must be filed with the Imperial Recorder.

§334.11 Contracts for Lodging at Sessions and Meetings. After a temple has voted to send units, clubs or Nobles to an Imperial Council Session or a Shrine association meeting, it shall designate one of the official divan as the authorized agent of the temple to make contracts for transportation and lodging, provided, however, that such contacts must be approved by, and contain any limits or conditions required by, the temple.

Add. 1990

§334.12 Unauthorized Acts. Except as specifically provided by the articles of incorporation or bylaws of this corporation, or temple bylaws, no unit, shrine club, group of Nobles, Noble or person:

(a) Has any authority, express or implied, to act as the agent of, to act on behalf of, or to bind a temple.

(b) Can by its act or omission obligate or bind a temple.

Add. 1989

§334.13 Code of Ethics. The code of ethics, as appears in §210.7 of these bylaws, applies to all Shrine temples, their elected divan, members, their appointed officers and all Nobility.

Add. 1998

ARTICLES OF INCORPORATION OF
_____ SHRINERS HOLDING 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 Holding Corporation.

ARTICLE 2

Term

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

ARTICLE 3

Purposes

§3.1 Purpose. The corporation exists solely as a nonprofit corporation having no purpose other than that of acquiring, owning, selling or otherwise disposing of, and mortgaging real estate, and the erection, maintenance and operation of buildings thereon, 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 the Ancient Arabic Order of the Nobles of the Mystic Shrine for North America.

§3.2 Internal Revenue Code. The corporate purposes shall, furthermore, be in accordance with the provisions of §501(c)(2) of the Internal Revenue Code, as amended from time to time. Any revenue 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 subject to control 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 The Imperial Council, A.A.O.N.M.S.

§4.6 Audit. This corporation is required to have its financial statements audited or reviewed by a certified, chartered or licensed public accountant at the close of each year, as provided by the bylaws of The Imperial Council, A.A.O.N.M.S. 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 corporations'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 The Imperial Council, A.A.O.N.M.S.

§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 The Imperial Council, A.A.O.N.M.S. 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 The Imperial Council, A.A.O.N.M.S. 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 _____, _____, _____.

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 Holding 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 that of acquiring, owning, selling or otherwise disposing of, and mortgaging real estate, and the erection, maintenance and operation of buildings thereon, for its own use.

The proposed articles of incorporation include the provisions required by §334.9 of the bylaws of The Imperial Council, A.A.O.N.M.S.

Upon incorporation, the potentate of _____ Shriners 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 he will furnish a copy thereof to the Imperial Recorder.

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 §334.9 of the bylaws of The Imperial Council, A.A.O.N.M.S. 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 The Imperial Council. We, therefore, recommend their approval by the Imperial Potentate.

*Chairman
Jurisprudence & Laws Committee*

General Counsel

APPROVAL

The application of _____ Shriners to organize a temple holding 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 The Imperial Council, 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 Holding Corporation may be organized.

Dated this _____ day of _____, 20__.

Imperial Potentate

ATTEST: _____
Imperial Recorder

§337.9 Shrine Club Holding Company. A shrine club holding company may be organized if considered necessary by compliance with the following procedure:

(a) **Application.** A written application must be presented to the Potentate of the temple having jurisdiction of the shrine club, stating the reason such incorporation is necessary.

(Use form and certificate #17).

(b) **Draft.** A draft of the proposed articles of incorporation or association must be attached to the application.

(c) **Provisions.** The articles of incorporation or association must include the following provisions:

(1) It must be a non-profit corporation or association and for the sole purpose of holding title to real or personal property other than cash and securities owned by the club.

(2) The trustees and managing officers of the corporation or association must be members in good standing in the club and remain subject to the bylaws of the authorizing temple and the control of the Potentate.

(3) The potentate shall have power to remove from office in the corporation or association any trustee or managing officer for disobedience of his orders or for any violation of temple bylaws with respect to the conduct of the affairs of the corporation or association.

(4) 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 having jurisdiction of the shrine club 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.

(5) When a change is made by The Imperial Council 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 The Imperial Council and appropriate action shall be taken by the corporation to evidence the same.

(6) No amendment of the articles of incorporation shall be effective unless first approved by the temple Potentate, the chairman of the Jurisprudence and Laws Committee, General Counsel, and the Imperial Potentate.

(7) In the event of dissolution, the assets and funds remaining after payment in full of all debts of the corporation or association shall be conveyed to the temple or Shriners Hospitals for Children. No part of the assets or funds may inure to the benefit of any member of the corporation or association, nor revert to any officer or trustee thereof.

Amend. 1969, 1986

(d) **Potentate Action.** The Potentate shall approve or reject the application.

(e) **Filing.** If the Potentate approves the application, the proposed articles of incorporation or association, and a certificate of the Potentate's approval shall be sent to the Imperial Recorder.

(f) **Imperial Action.** If the chairman of the Committee on Jurisprudence and Laws, the General Counsel and the Imperial Potentate approve the application, the corporation or association may be organized.

**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 The Imperial Council, A.A.O.N.M.S.

§4.7 Audit. The corporation must have its financial statements audited or reviewed by a certified, chartered or licensed public accountant at the close of each year, as provided by the bylaws of The Imperial Council, A.A.O.N.M.S. 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 trustees 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 inure to the benefit of any member of the corporation, nor revert to any officer or trustee thereof.

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 The Imperial Council, A.A.O.N.M.S.

§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 The Imperial Council, A.A.O.N.M.S 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 The Imperial Council, A.A.O.N.M.S. 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*

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__.

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 §337.9 of the bylaws of The Imperial Council, A.A.O. N. M.S. 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 The Imperial Council. We, therefore, approve the application and recommend its approval by the Imperial Potentate.

Chairman _____
Jurisprudence & Laws Committee *General Counsel*

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 The Imperial Council, 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

§ 334.7 Construction Program; Secured or Long Term Obligations.

(a) **Imperial Approval.** Any temple contemplating any program involving a secured or long term obligation for a building or addition for the use of the members or any other collateral purpose either through the fraternal organization or through an affiliate, appendant or subsidiary entity must first submit to the Imperial Potentate for his examination and approval the proposed program on the form prescribed by The Imperial Council. A long term obligation is one in which the principal or any part of it is payable more than one year from the date on which it was contracted.

(Use application form #18)

(b) **Approval of Expansion.** Any temple proposing any additions or expansion of the program proposed under (a) must submit a supplementary report to the Imperial Potentate for approval.

APPLICATION FOR PERMISSION TO INCUR SECURED
OR LONG TERM OBLIGATION

SHRINERS

LOCATION

Date _____, 20 ____

The above named temple requests permission to incur a secured or long term obligation (more than one year), and submits the following information to support such request:

(Please enter all information called for on this questionnaire, attaching separate sheets if additional space is necessary in replying to any specific questions.)

1. Describe generally the facilities to be acquired or project proposed:

(a) General location:

(b) Purposes of acquisition:

2. What facilities serve these purposes now and reasons why additional or other facilities are needed:

3. Total cost of project \$ _____

Breakdown:

Cost of Real Estate _____ \$ (Attach copy of appraisal)
Cost of Construction _____ \$ Who has estimated cost of construction?

(Attach copy of estimate)

4. If project contemplates purchase of real estate:
 - (a) State proposed purchase price and terms of sale:

- (b) Will title be examined and approved by counsel?
Who?

5. How is title to the property to be taken?
 - (a) In name of Temple?
 - (b) In name of trustees?
 - (c) In name of title-holding corporation?
 - (d) Other (specify)

If title is to be held by trustees, supply a copy of the proposed trust instrument or the temple bylaw reflecting trust set-up. If a corporate title-holding vehicle is to be used, supply a copy of the proposed articles of incorporation and bylaws if corporation not yet created, or certified copy of documents if corporation is already in existence. If a letter of exemption from federal tax has been obtained, attach a copy.

6. Are adequate parking facilities available?
7. Is the property zoned for the intended use?
8. Is the neighborhood disintegrating or improving?
9. If the project is a new building or remodeling:
 - (a) Has architect been employed? Name?
 - (b) Have plans and detailed drawings been prepared?
 - (c) Has architect been paid?

If not, what is the arrangement and amount of his fees?

- (d) Has architect supplied you with realistic estimates of total cost?

If so, attach a copy of his estimates of total cost with customary breakdown as to major items.

- (e) Do you contemplate building in one construction project or a series of projects? Explain fully:

(f) When do you propose starting construction?

(g) What is the estimated period of time for completion?

(h) Will the construction of the entire project be let to one general contractor?

If not, state the sections or portions of the work which will be let under separate contracts:

(i) If the construction is not to be carried on under one general contract, explain reasons therefore, proposed construction schedule as to each part or portion, and the estimated cost of each:

(j) Will the contractor or contractors be bonded?

(k) Who will negotiate the construction contracts, and who will pass upon the legal adequacy of construction documents?

10. How will the proposed project be financed? State fully:

(a) Cash or its equivalent on hand for the project: \$

(b) Loan amount. \$

(c) Name of proposed mortgagee and attach copy of any commitment for a loan.

(d) Bond issue. \$

(e) Who will hold bonds and how will they be sold or placed?

(f) Other financing or contributions. \$

Explain fully and supply information regarding any firm commitments.

(g) Voluntary contributions. Set forth plan in full, including present accomplishments, money collected, and total amount pledged, and whether or not a loan can be secured against the pledges.

(h) Terms of amortization. Set forth information in detail. Also, the sources of revenue from which it is proposed that the installments of principal and interest will be paid.

(Attach copies of the temple's audited or reviewed statements, including statements of financial position, statements of activities and changes in members' equity, and statements of cash flows, for the past 3 years, and give full particulars of financing program, including other temple obligations, if any, and sources from which it is proposed to meet normal temple obligations and amortization payments.)

11. If future financing by loan or bond issue is contemplated, what provision has been made to bind future Potentates to carry out the plan of amortization?

12. What security, either real or personal property, will be pledged or mortgaged to secure the contemplated loan or bonds?

13. Is an assessment of members or increase in dues contemplated or necessary to finance the proposed project in addition to normal temple expense and operations?

14. Has the project been approved by a vote of the temple?

If so, supply a copy of the notice informing the membership of the meeting at which the project was to be voted upon and a certified copy of the resolutions adopted in connection with the project.

Number of Nobility in attendance at the meeting

Tabulation of voting on project

Yeas _____ Nays _____

Respectfully submitted,

Potentate

Attest:

Recorder

PERMISSION MUST BE OBTAINED FOR ANY CHANGE OF PLANS INVOLVING ADDITIONAL OBLIGATIONS

We, the undersigned officers of the above named temple, respectively the Potentate and the Recorder, for and in behalf of said temple, do hereby promise and state that no contract or contracts will be let, or obligations contracted for which will increase the cost of the proposed building project above the amount stated as currently desirable in the above request for permission; and if the temple desires to incur obligations above that amount, then another request for permission will be made to the Imperial Potentate setting forth the reason or necessity for such expenditure and the plan or method proposed or adopted to liquidate such additional obligation.

Dated this _____ day of _____, 20_____.

Potentate

Recorder