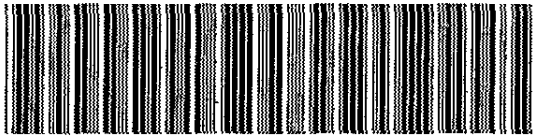


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(Address)

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(City/State/Zip/Phone #)

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2007 FEB -8 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts FEB 07 2007



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 2, 2007

CRAIG F. HALL
HALL & HALL, P.A.
P O BOX 2188
GAINESVILLE, FL 32602

SUBJECT: NORTH FLORIDA LIONS EYE FOUNDATION, INC.
Ref. Number: N05000004764

We have received your document for NORTH FLORIDA LIONS EYE FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts
Document Specialist

Letter Number: 907A00008266

07 FEB 06 AM 9:00
DIVISION OF CORPORATIONS

CRAIG F. HALL
BOARD CERTIFIED
CIVIL TRIAL PRACTICE

317 N.E. 1ST STREET
GAINESVILLE, FL 32601

1-352-375-2290
FAX 1-352-373-5865

HALL & HALL, P.A.

ATTORNEYS AT LAW

REPLY TO: P.O. BOX 2188
GAINESVILLE, FL 32602

REPLY TO: 450-106 SR 13 NORTH, #312
JACKSONVILLE, FL 32259-3863

February 7, 2007

VALERIE HALL MANUEL
BANKRUPTCY

JULINGTON CREEK BUSINESS PARK
12627 SAN JOSE BOULEVARD, #803
JACKSONVILLE, FL 32223

1-904-850-0947

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

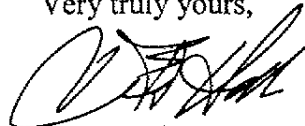
Re: NORTH FLORIDA LIONS EYE
FOUNDATION, INC.

Dear Gentlepersons:

Pursuant to your letter of February 2, 2007, I have changed the attached Certification to advise that these amended Articles of Incorporation do not require membership approval.

Please file this Amendment and send me a certified copy of same at your earliest opportunity.

Very truly yours,



CRAIG F. HALL

CFH:jm

Enclosures

FILED

AMENDED ARTICLES OF INCORPORATION
OF
NORTH FLORIDA LIONS EYE FOUNDATION, INC.
A Not-For-Profit Corporation

2007 FEB -8 PM 2: 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME

The name of this corporation shall be NORTH FLORIDA LIONS EYE FOUNDATION, INC.

INITIAL PRINCIPAL OFFICE
AND MAILING ADDRESS

The initial principal office and mailing address of the corporation is 317 N.E. First Street, Gainesville, Florida 32601.

PURPOSE

This organization is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

DIRECTORS

The Board of Directors of the NORTH FLORIDA LIONS EYE FOUNDATION, INC., shall consist of eight members. The members of the Board of Directors shall be selected from members in good standing of LIONS INTERNATIONAL, Florida Districts F, L and O, and shall be appointed by the District Governor of each District, one from each District, F, L and O. Each will serve a term of three consecutive years. Three members (one from each District F, L and O) shall be appointed by the Board and shall serve a term of three consecutive years. The two remaining members shall be appointed by the Board from members at large and will serve a term of three consecutive years. The District Governor for each District, F, L and O, at his

discretion, shall have the authority to replace the member appointed by said Governor, from his District, at any time during his/her term. Newly appointed Board members shall serve the remainder of that term. Any Board member may be re-appointed at the end of his/her term.

DISSOLUTION

Upon an affirmative vote of 75% of the Board of Directors at a duly-noticed meeting of the Board of Directors for the specific purpose of dissolving this corporation, the corporation shall be dissolved. Upon the dissolution of this corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal Government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

FISCAL LIMITATIONS AND RESPONSIBILITIES

No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Purposes Clause of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, this corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future Federal Tax Code.

RESIDENT AGENT

The name of the initial resident agent and initial registered office of the Corporation is CRAIG F. HALL, at 317 N.E. First Street, Gainesville, Florida 32601.

INCORPORATOR

The name and address of the incorporator is: WALTER McLANAHAN, 7812 Blakeford Mill Lane, Jacksonville, Florida 32256.

EXECUTED at Gainesville, Alachua County, Florida, this 24th day of January, 2007.

NORTH FLORIDA LIONS EYE FOUNDATION,
INC.


WALTER McLANAHAN, Incorporator

STATE OF FLORIDA :

COUNTY OF ALACHUA :

The foregoing instrument was acknowledged before me this 24th day of January, 2007, by WALTER McLANAHAN, as Incorporator of NORTH FLORIDA LIONS EYE FOUNDATION, INC. He is personally known to me or has produced n/a as identification and did/did not take an oath.

NOTARY PUBLIC:

Sign: Janice McCluskey

Print: _____

State of Florida at Large (Seal)
My Commission Expires:



* * * *

CERTIFICATION

The undersigned, as Secretary of NORTH FLORIDA LIONS EYE FOUNDATION, INC., a not-for-profit corporation, hereby certifies that the Amended Articles of Incorporation of NORTH FLORIDA LIONS EYE FOUNDATION, INC., were adopted and approved at a duly noticed meeting of the Board of Directors of the corporation on June 7, 2006, to take effect on June 7, 2006.

This amendment was approved and adopted by a unanimous vote of the Board of Directors. These Amended Articles of Incorporation do not require membership approval.

Dated: January 24, 2007.



WALTER McLANAHAN, Secretary