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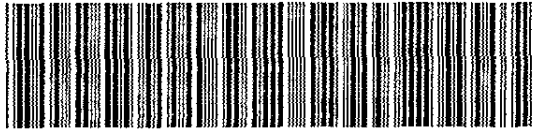
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ACCOUNT NO. : 072100000032

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AUTHORIZATION : Patricia Payne

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ORDER DATE : November 29, 1995

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ORDER NO. : 748502

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CUSTOMER NO: 4219A

CUSTOMER: Mr. Carol S. Pate
SUSAN SCHERRER RIMMEL
LSHIFRIN
Tenth Floor, Aragon Place
7711 Carondelet Avenue
St. Louis, MO 63105

DOMESTIC FILING

NAME: OPTIMIST INTERNATIONAL YOUTH
PROGRAMS FOUNDATION, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: June A. Schmidt

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION

95 DEC -1 PM 11:43

The undersigned, acting as Incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation.

ARTICLE I
Name

The name of the corporation shall be:

Optimist International Youth Programs Foundation, Inc.

ARTICLE II
Principal Place of Business and Mailing Address

The principal place of business and mailing address of this corporation shall be:

4494 Lindell Boulevard, St. Louis, Missouri 63108

ARTICLE III
Purpose(s)

The specific purpose for which the corporation is organized are:

To provide educational, cultural, literary, recreational and social benefits to minors through the sponsorship of activities and programs which foster the development of good character and sportsmanship and the educational and cultural development of minors, and to prevent and alleviate the cruelty to and abuse of minors.

ARTICLE IV
Initial Board of Directors, Number

The initial Board of Directors shall be composed of the following persons whose addresses are set forth below their names:

J. C. Boone, Jr., Ph.D.
P.O. Box 503
1407 Lee Lynn Drive
Albemarle, NC 28001

Clifton I. Katz
25611 Timpango Avenue
Calabasas, CA 91302

Jean Mercier
924 Gauvin St.
Chambly, PQ J3L 1N6 Canada

Charles R. Wiles
202 County Road 630
Cape Girardeau, MO 63701

John Acampora
4552 Victoria Court
Cypress, CA 90630

Yves Berthlaume
758 Rajane Crescent
Hawkesbury, ON K6A 2K6 Canada

David X. Chavez
6903 Hill Meadow Drive
Austin, TX 78736

Mark C. Eubanks
235 Byrd Station Road
Silver Creek, GA 30173

Jean Hayes
7480 Perras Boulevard
Montreal, PQ H1E 5N1 Canada

Jerry D. Henderson
1349M S. Glenstone
Springfield, MO 65804

Carl McCarthy
5605 Asbury Road
Dubuque, IA 52002

William J. Spano
7921 Helmart Drive
Laurel, MD 20723

Herbert J. Strather
300 River Place, Suite 6600
Detroit, MI 48207

William H. Teague
817 N. Turkey Creek Road
Leicester, NC 28748

Stephen P. Lawson
4494 Lindell Boulevard
St. Louis, MO 63108

The number of directors shall be fixed from time to time in the By-Laws of the corporation.

ARTICLE V
Manner of Election of Directors

The manner in which the directors are elected or appointed is as follows:

The method of election of directors shall be as set forth in the bylaws of the Corporation.

ARTICLE VI
Limitation of Corporate Powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited are as follows:

No limitations.

ARTICLE VII
Initial Registered Agent and Street Address

The name and the street address of the initial registered agent is:

The Prentice-Hall Corporation System, Inc.
1201 Nays Street, Suite 105
Tallahassee, Florida 32301

ARTICLE VIII
Incorporators

The name and the street address of the Incorporator for these Articles of Incorporation is:

Ross A. Friedman
7711 Carondelet, Suite 1000
St. Louis, Missouri 63105

ARTICLE IX
Effective Date

The effective date of incorporation shall be December 1, 1995.

The undersigned incorporator has executed these Articles of Incorporation this 28th day of November, 1995.

Signature of Incorporator:

Ross A. Friedman

Ross A. Friedman
Typed name of incorporator signing

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

OPTIMIST INTERNATIONAL YOUTH PROGRAMS FOUNDATION, INC.
(must include suffix)

2. The name and address of the registered agent and office is:

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
(NAME)

1205 Hays Street, Suite 105
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

Tallahassee, Florida 31301
(City/State/ZIP)

Having been named as registered agent and to accept service of
process for the above stated corporation at the place designated in
this certificate, I hereby accept the appointment as registered
agent and agree to act in this capacity. If further agree to
comply with the provisions of all statutes relating to the proper
and complete performance of my duties, and I am familiar with and
accept the obligations of my position as registered agent.

Marcia A. Haven Asst Sec.
(SIGNATURE)
Marcia A. Haven, Asst Sec.

12-1-95
(DATE)

reflected in art

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