

N96000002176

DYE & SCOTT, P.A.

ATTORNEYS AT LAW

1111 THIRD AVENUE WEST

SUITE 300

BRADENTON, FLORIDA 34205

PHONE (941) 748-4411

TELECOPIER (941) 748-1873

ROBERT L. SCOTT
PATRICIA A. DETROIT
STEPHEN DYE
D. ROBERT HOYLE

DEWEY A. DYE, JR., RETIRED

PLEASE REPLY TO
PO DRAWER 6480
BRADENTON, FLORIDA 34208

April 4, 1996

300001773953
-04/09/96--01095--005
***122.50 ***122.50

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation Manatee County Lions
Sight Conservation, Inc.

Gentleman:

Enclosed is the original and a copy of Articles of
Incorporation for Manatee County Lions Sight Conservation, Inc.
These are to be filed in your office. I am enclosing our check in
the amount \$122.50 to pay the \$35.00 filing fee, the \$52.50
certified copy fee and the \$35.00 fee for the registered agent.
Please return the certified copy to the undersigned at the above
address.

Sincerely yours,

Robert L. Scott

Robert L. Scott

RLS:cep

Enclosure

c: Mr. R. Michael Sergeant

784, 329, 000
N96-7996

APR 11 1996
CORPORATE FILE 1:28



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 12, 1996

ROBERT L. SCOTT, ESQ.
POST OFFICE DRAWER 9480
BRADENTON, FL 34206

SUBJECT: MANATEE COUNTY LIONS SIGHT CONSERVATION, INC.
Ref. Number: W96000007996

We have received your document for MANATEE COUNTY LIONS SIGHT CONSERVATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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 (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 796A00016970

RECEIVED

APR 15 1996

DYE & SUTHERLAND

DYE & SCOTT, P.A.

ATTORNEYS AT LAW

1111 THIRD AVENUE WEST

SUITE 300

BRADENTON, FLORIDA 34205

PHONE (941) 749-4411
TELECOPIER (941) 749-1973

DEWEY A. DYE, JR., RETIRED

PLEASE REPLY TO
PO DRAWER 9400
BRADENTON, FLORIDA 34206

ROBERT L. SCOTT
PATRICIA A. DEFRUIT
STEPHEN R. DYE
D. ROBERT HOYLE

April 18, 1996

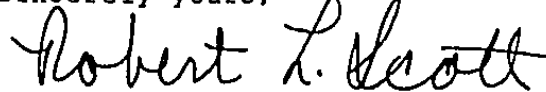
Ms. Doris Brown
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation Manatee County Lions
Sight Conservation, Inc.

Dear Ms. Brown:

With this letter I am sending the original and two copies of Articles of Incorporation for Manatee County Lions Sight Conservation, Inc. I am also sending a copy of your letter of April 12, 1996. Article VI provides that the corporate powers will be exercised by a Board of Directors consisting of not less than three persons. This paragraph also provides that the Board of Directors shall never have fewer than three directors.

Sincerely yours,



Robert L. Scott

RLS: cep

Enclosure

ARTICLES OF INCORPORATION
OF
MANATEE COUNTY LIONS SIGHT CONSERVATION, INC.
A Florida Not For Profit Corporation

FILED
MAR 22 11 12 AM
TALLAHASSEE FLORIDA

ARTICLE I
NAME

The name of the corporation is:

Manatee County Lions Sight Conservation, Inc.

ARTICLE II
ADDRESS

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

1219 51st Avenue East, #93
Bradenton, Florida 34203

ARTICLE III
TERM OF EXISTENCE

The corporation shall exist perpetually unless sooner dissolved as authorized by law.

ARTICLE IV
PURPOSES AND POWERS

(A) The purposes for which the corporation is to be formed are for scientific, education and charitable purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1986 and in this connection to solicit, collect and otherwise raise money for charitable purposes; to expend, contribute, disburse and otherwise handle and dispose of the same for such purposes either directly or by contributions to other agencies, organizations or institutions organized for the same or similar purposes; to assist in harmonizing and making more efficient the work of charitable organizations in Manatee County, Florida, by cooperating with and assisting such organizations and by receiving by gift, will or otherwise, money or other proper means and by distributing it as may be deemed best for the promotion of charity in such county and especially to provide for eye care including examinations, corrective lenses, surgery and other prescribed treatments; and to do any and all other things necessary or proper in connection with or incidental to any of the foregoing.

(B) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable

ARTICLE V
MEMBERSHIP

The members of the corporation shall be two members each elected by the Lions' Clubs in Manatee County, Florida, which are licensed by the International Association of Lions Clubs which at the present time are Bradenton Lions, Ellenton Lions, Longboat Key Lions, Palmetto Lions and Manatee River Lions.

ARTICLE VI
MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by or under the authority of and the business of the Corporation shall be managed under the directions of a Board of Directors consisting of not less than three persons. The Board of Directors shall never consist of less than three directors. The election of directors and their terms of holding office shall be as regulated by the bylaws of the corporation.

ARTICLE VII
OFFICERS

The officers of the corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors at such time and in such manner as regulated by the by-laws of the corporation. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors or chosen in such other manner as regulated by the bylaws of the corporation.

ARTICLE VIII
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the Directors of the Corporation at any regular or special business meeting called for that purpose, provided that notice of the proposed amendment has been given to each member of the Board of Directors no more than sixty or less than ten days prior to the meeting. Any action of the Board of Directors to amend these Articles shall require an affirmative vote of three quarters of the then elected and qualified Directors of the Corporation.

ARTICLE IX
BY-LAWS

The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or these Articles of Incorporation. The power to adopt and amend by-laws shall be vested in the Board of Directors. By-laws may be adopted or amended by the Directors of the corporation at any regular or special business meeting called for that purpose,

compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(C) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(D) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(E) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(F) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any federal tax laws.

(G) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(H) Notwithstanding any other provision of the certificate, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

(I) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

provided that notice of said meeting has been given to each member of the Board of Directors no more than sixty nor less than ten days prior to the meeting. Any action of the Board of Directors to adopt or amend by-laws shall require an affirmative vote of a majority of the then elected and qualified Directors of the Corporation.

ARTICLE X

The names and addresses of the incorporators to these Articles of Incorporation are as follows:

Jacqueline T. Peebles
4860 48th St. W.
Bradenton, FL 34210

James C. Johnson
4208 32nd Avenue W.
Bradenton, FL 34205

Edward Metzgar
112 Wild Palm Dr.
Bradenton, FL 34210

Sam Eisenbach
1219 51st Avenue E., #93
Bradenton, FL 34203

John Moderacki
5207 23rd Street W.
Bradenton, FL 34207

R. Michael Sergeant
13703 2nd Avenue E.
Bradenton, FL 34202

Don Sweitzer
4419 West 102 St.
Bradenton, F: 34210

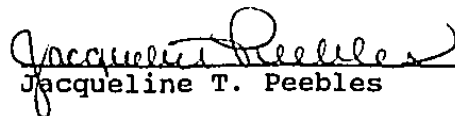
Dale Lapish
1219 51st Avenue E., #168
Bradenton, FL 34203

John Lane
4907 4th Ave. Cir. N.W.
Bradenton, FL 34209

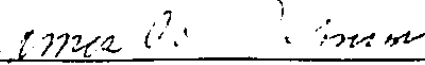
ARTICLE XI REGISTERED OFFICE

The street address of the initial registered office of the corporation is 1219 51st Avenue E., #93, Bradenton, Florida 34203, and the name of the initial registered agent of this corporation at that address is Sam Eisenbach.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on the 28 day of MARCH, 1996.



Jacqueline T. Peebles



James C. Johnson

Edward Motzgar
Edward Motzgar

Sam Eisenbach
Sam Eisenbach

John Moderacki
John Moderacki

R. Michael Sargeant
R. Michael Sargeant

Don Sweitzer
Don Sweitzer

Dale Lapish
Dale Lapish

John Lane
John Lane

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me
this 28 day of MARCH, 1996, by Jacqueline T.
Peebles, who is personally known to me or who has produced
ALL HAD FL. DR. LIC as identification.

OFFICIAL NOTARY SEAL
FRANKIE JAMES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC428304
MY COMMISSION EXP. DEC. 21, 1998

Frankie James
Notary Public

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me
this 28th day of MARCH, 1996, by James C.
Johnson, who is personally known to me or who has produced
FL DR. LIC as identification.

OFFICIAL NOTARY SEAL
FRANKIE JAMES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC428304
MY COMMISSION EXP. DEC. 21, 1998

Frankie James
Notary Public

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me
this 28th day of MARCH, 1996, by Edward Motzgar,
who is personally known to me or who has produced
FL. DR. LIC as identification.

OFFICIAL NOTARY SEAL
FRANKIE JAMES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC428304
MY COMMISSION EXP. DEC. 21, 1998

Frankie James
Notary Public

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me
this 28th day of MARCH, 1996, by John Moderacki
who is personally known to me or who has produced
FL. DR. LIC as identification.

OFFICIAL NOTARY SEAL
FRANKIE JAMES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC428304
MY COMMISSION EXP. DEC. 21, 1998

Frankie James
Notary Public

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me
this 28th day of MARCH, 1996, by R. Michael
Sergeant, who is personally known to me or who has produced
FL. DR. LIC as identification.

OFFICIAL NOTARY SEAL
FRANKIE JAMES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC428304
MY COMMISSION EXP. DEC. 21, 1998

Frankie James
Notary Public

STATE OF FLORIDA
COUNTY OF MANATEE

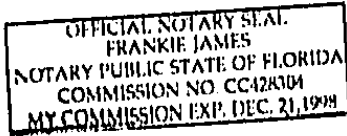
The foregoing instrument was acknowledged before me
this 28th day of MARCH, 1996, by Don Sweitzer,
who is personally known to me or who has produced
FL. DR. LIC as identification.

OFFICIAL NOTARY SEAL
FRANKIE JAMES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC428304
MY COMMISSION EXP. DEC. 21, 1998

Frankie James
Notary Public

STATE OF FLORIDA
COUNTY OF MANATEE

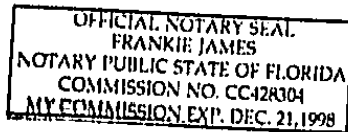
The foregoing instrument was acknowledged before me
this 25th day of MARCH, 1996, by Dale Lapish, who
is personally known to me or who has produced
FL. DR. LIC. as identification.



Frankie James
Notary Public

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me
this 28th day of MARCH, 1996, by John Lane, who
is personally known to me or who has produced
FL. DR. LIC. as identification.



Frankie James
Notary Public

REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 617, Florida Statutes, the following is submitted:

The original incorporators of the proposed corporation, Manatee County Lions Sight Conservation, Inc., a Florida not for profit corporation, which shall have its principal office at 1219 51st Avenue East, #93, Bradenton, FL 34203, have named Sam Eisenbach, to serve as Registered Agent for the said corporation, such designation becoming effective as of the date of the approval of the Articles of Incorporation filed herewith.

Having been designated to accept service of process for the above referenced corporation, at the address indicated in this certificate, I hereby accept such designation and agree to comply with state laws relating to such office.

Sam Eisenbach
Sam Eisenbach

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 28 day of NOVEMBER, 1996, by Sam Eisenbach, who is personally known to me or who has produced FL DR LIC as identification.

Frankie James
Notary Public

OFFICIAL NOTARY SEAL
FRANKIE JAMES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC428304
MY COMMISSION EXP. DEC. 21, 1998

RECORDED
NOV 28 1996
11:33