

William E. Ringelstein
DOCUMENT PREPARATION SERVICE, INC
2323 St. David Island Court
Punta Gorda, FL 33950
(941) 637-9979

N980000005559

September 22, 1998

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

300002648923--4
-09/25/98--01045--020
*****78.75 *****78.75

Dear Sirs:

Attached you will find Articles of Incorporation (original + 1 copy), check # 1020 in the amount of \$ 78.75, Certificate of Registered Agent/Registered Office and Transmittal Letter pursuant to filing nonprofit Articles of Incorporation for The Key Largo Lions Foundation, Inc.

Please send the Certificate of Incorporation and address any correspondence directly to me at the above address; I am acting on behalf of the applicant.

Thank you.

Sincerely,



William E. Ringelstein
DOCUMENT PREPARATION SERVICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 25 AM 9:23

SEP 28 1998

ARTICLES OF INCORPORATION

OF

The Key Largo Lions Foundation, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 SEP 25 AM 9:23

A NON-PROFIT CORPORATION

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

ONE: The name of this corporation shall be:

The Key Largo Lions Foundation, Inc.

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

The Key Largo Lions Foundation, Inc.

PO Box 5

Key Largo, FL 33037

THREE: This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

The specific purposes for which this corporation is organized are:

A. The purposes for which The Key Largo Lions Foundation, Inc is organized are exclusively charitable and educational within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

B. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

C. Upon the dissolution of the corporation, 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 as follows: (1) all cash assets shall be placed in trust with the Florida Lions Foundation for the Blind with the earnings from said trust to be distributed 50% to Southeastern Guide Dogs, Inc. and 50% divided equally between the remaining eligible Florida Lions entities, and (2) all non-cash assets shall be sold and the proceeds from said sale to be distributed as a cash asset as previously described.

Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

D. To solicit, collect and otherwise raise money to fund those aims and goals of The Key Largo Lions Foundation, Inc. which are exclusively charitable and within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

FOUR: The manner in which the Directors are elected is as follows:

The Officers and Directors will be elected in the same manner as the Officers and Directors of the Key Largo Lions Club and hold the same office as held in the Key Largo Lions Club as per By-Laws Article V.

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

No additional limits.

SIX: These Articles of Incorporation may be amended as follows:

A. At any regular or special meeting of the Corporation, at which a quorum is present, by affirmative vote of two-thirds of the members present and voting, providing the Trustees have previously considered the merits of the amendments.

B. No amendment shall be put to a vote unless written notice thereof stating the proposed amendment shall have been given to each member, by mail or personal delivery, at least two weeks prior to the meeting at which the vote on the proposed amendment is to be taken.

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

Judith Mitchell

2 Bowen Dr.

Key Largo, FL 33037

EIGHT: The names and the street addresses of the 3 initial directors and 3 incorporators are:

Directors:

1. Judith Mitchell, 2 Bowen Dr., Key Largo, FL 33037

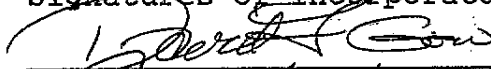


2. Isabel Mesa, 1124 Gulfstream Ln., Key Largo, FL 33037
3. Larry Barr, 114 Coral Way, Key Largo, FL 33037

Incorporators:

1. David Gow, 32 Pompano Ave., Key Largo, FL 33037
2. Jack Hagopian, 99353 Overseas Hwy, Key Largo, FL 33037
3. Chris Sante, 300 Atlantic Dr., Key Largo, FL 33037

The undersigned incorporators have executed these Articles of Incorporation this SEVENTH day of SEPTEMBER 1998.

Signatures of Incorporators:

	<u>David Gow</u>
	<u>Jack Hagopian</u>
	<u>Chris Sante</u>

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 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: The Key Largo Lions Foundation, Inc.
(must include suffix)

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

Judith Mitchell

(Name)

2 Bowen Dr.

(Street address - P. O. Box not acceptable)

Key Largo, FL 33037

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 25 AM 9:23

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. I 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.

Judith Mitchell

(Signature)

9/7/98

(Date)

Registered Agent filing fee \$35.00