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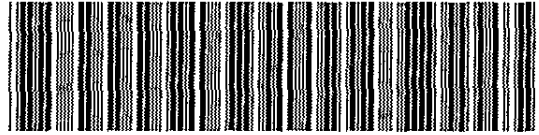
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Restated Alt.*

T. Roberts JUL 14 2006

**RICHARD W. COBB**  
Attorney at Law

431 Stowe Avenue  
Orange Park, FL 32073

Tel. (904) 269-5800  
Fax. (904) 264-2583

June 27, 2006

Secretary of State  
Corporation Division  
Post Office Box 6327  
Tallahassee, Florida 32301

RE: Orange Park Lions Club Holding Co., Inc.

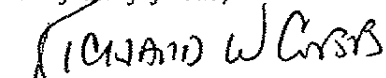
Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Restatement of the Articles of Incorporation for the above named corporation, together with a check in the amount of \$35.00 to cover the filing fee.

Please return to this office the copy of the Articles of Restatement acknowledging receipt of same in the enclosed self-addressed stamped envelope.

Thank you for your assistance in this matter.

Very truly yours,



Richard W. Cobb

RWC/vg

Enclosures

ARTICLES OF RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
FOR

ORANGE PARK LIONS CLUB HOLDING CO, INC  
(A Florida Non-Profit Corporation)

FILED  
06 JUL -5 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Charter (Articles of Incorporation) of the ORANGE PARK LIONS CLUB HOLDING CO., INC., is hereby restated and amended to read as follows:

ARTICLE I - NAME

The name of the corporation shall be: ORANGE PARK LIONS CLUB HOLDING CO., INC.

ARTICLE II - LOCATION

The principal place of business of this corporation shall be:

423 McIntosh Avenue  
Orange Park, Florida 32073

and the mailing address shall be:

Post Office Box 264  
Orange Park, Florida 32067-0264

ARTICLE III - PURPOSE

The purpose of this corporation shall be to own, operate and maintain real and personal property, including a clubhouse, grounds, and tangible personal property located on the premises, for the uses and purposes of the Orange Park Lions Club, for the promotion of the charitable work of "Lionism" and the goals and objects of Lions Clubs International, and for any other use or purpose permitted by the laws of the State of Florida for a non-profit corporation.

ARTICLE IV - DIRECTORS

The business affairs of this corporation shall be managed by a board of directors

which shall consist of no less than three persons. The manner in which directors are to be elected or appointed shall be set forth in the By-Laws.

#### ARTICLE V – NON-PROFIT STATUS

Section 1. No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the 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 Article III hereof.

Section 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE VI – DISSOLUTION

Upon the dissolution of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code, or the corresponding section of any future law, or shall be distributed to the federal government, or to a state or local government, for an exclusive public purpose. Any such assets not so disposed of shall be disposed by a court of competent jurisdiction of the county in which the principal office of the 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.

ARTICLE VII – AMENDMENTS

These Articles of Incorporation may be amended in the manner set forth in the By-Laws, except that Article VI may not be amended under any circumstances.

ARTICLE VIII – REGISTERED OFFICE AND REGISTERED AGENT


The initial registered office of the corporation shall be 423 McIntosh Avenue, Orange Park, Florida 32073, and the initial registered agent at that address shall be ROBERT RICHARDS.

ARTICLE IX – MEMBERS/INCORPORATORS

All members of the Orange Park Lions Club shall be eligible for admission to membership in this corporation. The manner of their admission to membership or termination from membership in this corporation shall be as set forth in the By-Laws.

This corporation was incorporated by the eleven individuals/incorporators who executed the original Charter on December 12, 1960, and a Certificate of Incorporation was issued by the Secretary of State of Florida on December 23, 1960.

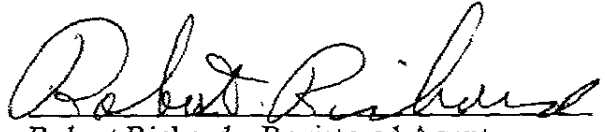
The undersigned President and Chairman of the Board of Directors of this corporation has executed these Restated Articles of Incorporation this 26<sup>th</sup> day of June, 2006.

  
ROBERT RICHARDS  
President and Chairman of the Board of  
Directors

ACCEPTANCE OF REGISTERED AGENT

Having been appointed by ORANGE PARK LIONS CLUB HOLDING CO., INC., pursuant to the provisions of Section 617.0501, Florida Statutes, as Registered Agent of said corporation on whom process may be served at the Registered Office of said corporation, 423 McIntosh Avenue, Orange Park, Florida 32073, I hereby certify that I am familiar with the obligations of this position as set forth in Section 617.0503, Florida Statutes, and I hereby accept the appointment as Registered Agent for this corporation and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 26<sup>th</sup> day of June, 2006.

  
Robert Richards, Registered Agent

CERTIFICATE


Pursuant to the requirements of Sections 617.1002, 617.1006 and 617.1007 Florida Statutes, the undersigned hereby certify that:

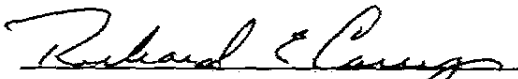
1. A resolution proposing the foregoing Restatement of the Charter (Articles of Incorporation) of the ORANGE PARK LIONS CLUB HOLDING CO., INC. with amendments was unanimously adopted by the Board of Directors of said corporation on June 5, 2006, with directions that it be submitted to a vote by the membership at a special meeting of the membership.

2. Written notice of a special meeting to be held on June 26, 2006, for the purpose of considering the proposed Restatement with amendments and attaching a true and complete copy of the foregoing Restatement with amendments, was furnished to each member of the corporation entitled to vote 14 days prior to the special meeting as required by the By-Laws.

3. An affirmative vote of two-thirds (2/3) of the membership present at the meeting was required for approval and adoption of any Amendment of the Corporation's Articles of Incorporation, and the foregoing Restatement of the Articles of Incorporation of the Orange Park Lions Club Holding Co., Inc. with amendments was duly submitted to a vote of the membership at the special meeting held for that purpose on June 26, 2006, and was approved and adopted by the unanimous vote of the membership on June 26, 2006.

This Certificate is executed by the President and Chairman of the Board of Directors of the corporation and attested by its Secretary this 26<sup>th</sup> day of June, 2006.

  
ROBERT RICHARDS  
President and Chairman of the Board of  
Directors

  
Secretary