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ATTORNEYS AT LAW

☒ REPLY TO: P.O. BOX 2188
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JACKSONVILLE, FL 32201

November 18, 1999

VALERIE HALL MANUEL
BANKRUPTCY

300 WEST ADAMS STREET
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JACKSONVILLE, FL 32202

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

Attention: Karen Gibson,
Amendments Department

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-11/23/99--01010--002
*****35.00 *****35.00

Re: NORTH FLORIDA LIONS EYE BANK, INC.

Dear Ms. Gibson:

Enclosed herewith is original and one copy of Amended Articles of Incorporation of North Florida Lions Eye Bank, Inc., along with my check in the sum of \$35.00 representing the filing fee for this amendment.

Please file these Amended Articles at your earliest opportunity. If anything further is required in this regard, please do not hesitate to contact me.

Very truly yours,

Mr. Hall's Sec

[Signature]

CRAIG F. HALL

AUTHORIZATION BY PHONE TO

CORRECT

CFH:jm

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV 22 AM 9:31

FILED

AMENDED BY
11/23

**AMENDED ARTICLES OF INCORPORATION
OF
NORTH FLORIDA LIONS EYE BANK, INC.**

FILED
99 NOV 22 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the NORTH FLORIDA EYE BANK FOR RESTORING SIGHT, INC., was originally incorporated in the State of Florida as a not-for-profit corporation on or about June 12, 1962; and

WHEREAS, the corporation amended its name to NORTH FLORIDA LIONS EYE BANK, INC., effective October 21, 1983; and

WHEREAS, the Board of Directors, at a regular meeting conducted on the 11th day of September, 1999, by a two-thirds vote of those present, approved the foregoing amendments to the Articles of Incorporation;

WHEREFORE, the Board of Directors of NORTH FLORIDA LIONS EYE BANK, INC., hereby amend the Articles of Incorporation as follows:

ARTICLE I
(NAME)

Section 1. The name of the corporation shall be NORTH FLORIDA LIONS EYE BANK, INC., which is hereinafter called the "EYE BANK".

Section 2. The principal office of the EYE BANK shall be located at 1235 San Marco Boulevard, Suite 304, Jacksonville, Florida 32207, Duval County, Florida.

Section 3. The principal office may be relocated or branch offices established elsewhere to conduct the business of the EYE BANK as the Board of Directors may determine from time to time for the best interests of the EYE BANK.

ARTICLE II
(PURPOSE)

General nature and business of this not-for-profit corporation shall be as follows:

Section 1. The procurement, preservation, storage and distribution of eye tissue for transplantation and research as determined by the ophthalmological medical community.

Section 2. To receive, by gift or otherwise, the proper facilities for the reception, care and preservation of eye tissue.

Section 3. To carry on directly or indirectly such research or experimentation as may be reasonably calculated to be of value in saving, restoring or preserving eyesight.

Section 4. To aid in any manner which may be permitted by law in saving, restoring, aiding, or preserving eyesight or attempting to do so, or in helping to prevent or avoid blindness or impairment of vision of any sort, in which the EYE BANK may have any other lawful interest.

Section 5. To acquire by way of gift, purchase, lease or exchange, real estate, improved or unimproved, to build, construct, altar or otherwise acquire or obtain the use of and to improve and operate any and all buildings and other improvements on such real estate as may be suitable or convenient to carry out the purpose and functions of the EYE BANK.

Section 6. To prepare for publication, publish and distribute, directly or indirectly, such books, pictures, magazines, pamphlets, publications of all kinds, and such motion pictures, radio programs, sound tapes, television programs, VCR tapes and the likes, as may be necessary, suitable and convenient to carry out the purposes of the EYE BANK.

Section 7. To apply for or obtain, register, purchase, lease or otherwise acquire the patents, inventions, licenses, trade names, trade marks, copyrights, processes, formulas, and the like which may seem capable of being used for any of the purposes of the EYE BANK, and to hold, exercise, develop and grant licenses in respect of and the sale of same.

Section 8. To borrow money for any lawful purpose of the EYE BANK, to make, accept, endorse, create, execute and issue bonds, promissory notes, and other obligations or evidence of indebtedness of any nature, for any lawful purpose of the EYE BANK, and to secure the payment thereof and the interest thereon by mortgage, pledge, deed of trust or otherwise, on the whole or any part of the property of the EYE BANK.

Section 9. Without limit as to the amount, to solicit and accept gifts of money or property and to hold the same for the purpose of the EYE BANK and its work.

Section 10. To do any and all things necessary, suitable, lawful or proper for or in connection with or incidental to the purposes set forth herein of the EYE BANK.

Section 11. To provide the services and facilities of the EYE BANK to any and all eligible persons without regard to their sex, race, color, creed, religion, ethnic or national origin, political opinion, marital status, or parenthood.

Section 12. To pursue said purposes and conduct any and all lawful business incidental thereto or any part thereof, both within and without the State of Florida, and any other state or territory, the District of Columbia, and foreign countries.

Section 13. The territory in which the corporation's operations are principally to be conducted shall be within the territorial districts defined by LIONS INTERNATIONAL as comprising Districts 35-F, L and O of the State of Florida.

ARTICLE III (TERM)

Section 1. This corporation shall have perpetual existence.

ARTICLE IV
(SUBSCRIBERS)

Section 1. The names and residences of the original subscribers to the Articles of Incorporation of the NORTH FLORIDA EYE BANK FOR RESTORING SIGHT, INC., were originally contained in the original Articles of Incorporation filed with the Secretary of State on June 12, 1962. The subscribers to these Amended Articles of Incorporation are as follows:

<u>Name</u>	<u>Residence</u>
JACK STUART	10253 Briarcliff Road East Jacksonville, Florida 32218
THOMAS GOLDEN	1203 Tarpon Lane Lady Lake, Florida 32159-2475
WALT McLANAHAN	7812 Blakeford Mill Lane Jacksonville, Florida 32256
N. J. "DEE" D'ORIA	617 S.E. 43 rd Avenue Ocala, Florida 34471

Section 2. All subscribers to these Amended Articles of Incorporation are of full age and all are residents of the State of Florida and citizens of the United States of America.

ARTICLE V
(MEMBERSHIP)

Section 1. Membership in this corporation shall be open to all active members in good standing of LIONS INTERNATIONAL and who are members in good standing of LIONS CLUBS or LIONESS CLUBS within District 35-F, L and O.

ARTICLE VI
(DIRECTORS)

Section 1. The Board of Directors shall consist of five persons. Three of these five persons (hereinafter referred to as "District Directors") shall be appointed by the District Governors of LIONS INTERNATIONAL District 35-F, L and O. Each District Governor shall appoint one person to the Board of Directors as described in Section 2. The other two persons (hereinafter referred to as "Medical Directors") shall be medical doctors specializing in ophthalmology, who have completed a corneal fellowship or who have demonstrated expertise in external eye disease, corneal surgery, research, or teaching in corneal and/or external disease, who shall be selected and appointed to the Board by the other three members of the Board of Directors in a manner as described in Section 3.

Section 2. The three District Directors appointed by the District Governors of LIONS INTERNATIONAL District 35-F, L and O, shall be Lions in good standing of LIONS INTERNATIONAL and members of a Lions Club or Lioness Club within their respective district and shall be selected by their District Governor based upon their business acumen and experience and their dedication to the objectives and purposes of the EYE BANK and based upon their willingness to devote the time and energy required to actively oversee the operation of the EYE BANK.

Section 3. The two medical members of the Board of Directors selected and appointed by the other three members of the Board of Directors shall be selected based upon the criteria as described in Section 1 and their willingness and availability to serve as members of the Board of Directors of the EYE BANK. They shall serve for a period of one year, from July 1 through June 30, subject to reappointment by the Board of Directors. The medical members of the Board of Directors shall be compensated for their services as a member of the Board of

Directors and as co-Medical Directors of the EYE BANK under terms and conditions to be negotiated by the three District Directors and approved by the membership..

Section 4. Upon the adoption of these Amendments to the Articles of Incorporation, the District Governor of District 35-F shall appoint an initial member of the Board of Directors to serve until June 30 of the year 2000, and the District Governor of District 35-L shall appoint an initial member of the Board of Directors to serve until June 30 of the year 2001, and the District Governor of District 35-O shall appoint an initial member of the Board of Directors to serve until June 30 of the year 2002. This interim Board of Directors shall elect an Interim Chairman and Interim Secretary/Treasurer who shall serve in those capacities until the first regular meeting of the Board of Directors in August of the year 2000.

Section 5. Thereafter, during the calendar year in which a District Director's term is set to expire on June 30, the then serving District Governor for that respective District Director shall, by no later than June 15 of that year, appoint the new Director, who meets the qualifications to hold that position as set forth in Section 2, to serve a three-year term, commencing July 1, as District Director. The District Governor, in his or her discretion, may reappoint the current Director, who may serve a second three-year term, but a District Director shall not serve more than two terms, or six years, as a District Director.

Section 6. A District Director may be removed from the Board of Directors prior to the expiration of his or her term by the method and manner as set forth in the By-Laws.

Section 7. The Medical Directors shall serve until they shall resign or otherwise be replaced by the Board of Directors in accordance with the By-Laws of the EYE BANK.

ARTICLE VII
(OFFICERS)

Section 1. The Board of Directors shall elect one of their members by a majority vote to serve as Chairman. Additionally, the Board of Directors shall elect one of their members to serve as Secretary/Treasurer of the EYE BANK.

Section 2. The Chairman of the Board of Directors shall be elected by the Board of Directors at its first regular scheduled meeting during the month of August. The Chairman shall serve for a period of one year and shall conduct the meetings of the Board of Directors and perform such other functions as designated by the EYE BANK in its By-Laws. The Secretary/Treasurer of the EYE BANK shall be elected at the first meeting of the Board of Directors in August and shall serve for a period of one year.

Section 3. All legal instruments of the EYE BANK shall be signed by the Chairman of the Board of Directors, sealed by the corporate seal, and attested to by the Secretary/Treasurer, or in a manner as may be authorized by the law.

Section 4. The Secretary/Treasurer shall maintain the records of the EYE BANK, keep minutes of all meetings of the Board of Directors, maintain the financial records of the EYE BANK, and report appropriate financial information to the Board of Directors as needed.

ARTICLE VIII
(AMENDMENTS TO THE ARTICLES OF INCORPORATION)

Section 1. The Articles of Incorporation may be amended by a majority vote of all Directors, provided that notice of such proposed amendments has been given at a previous

meeting of the Board of Directors and a copy of the proposed amendments sent to each Director at least twenty (20) days prior to the meeting at which the amendments are to be considered.

ARTICLE IX
(BY-LAWS)

Section 1. The Board of Directors shall have the power to recommend the By-Laws of the EYE BANK which shall be adopted by a majority of the members at their annual meeting. The By-Laws of the EYE BANK shall govern the operation of the EYE BANK and the management of its affairs.

ARTICLE X
(CORPORATE SEAL)

Section 1. The Corporation shall have a corporate seal.

ARTICLE XI
(SPECIAL PROVISIONS)

Section 1. The EYE BANK shall be operated so as to comply with the medical standards as set forth by the EYE BANK ASSOCIATION OF AMERICA, and to maintain its accreditation by the EYE BANK ASSOCIATION OF AMERICA at all times.

Section 2. The EYE BANK shall, in its literature, letterhead and all other communications with the public, identify itself as a not-for-profit corporation, founded and established by the Lions Clubs of North Florida (District 35-F, L and O).

Section 3. Each Director or officer, former Director or former officer of the EYE BANK, or any person who shall serve or may have served in any capacity at its request, shall be indemnified by the EYE BANK against any expenses actually or necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of his or her being or having been a Director or an officer of the EYE

BANK, or having served in any capacity on behalf of the EYE BANK, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence, misconduct, misfeasance or malfeasance in the performance of his or her duties as a Director, officer or in any capacity on behalf of the EYE BANK.

ARTICLE XII
(DISSOLUTION)

Section 1. This EYE BANK is a not-for-profit corporation under the laws of the State of Florida.

Section 2. No person, firm or corporation shall ever receive dividends or profits from the undertakings of the EYE BANK.

Section 3. In the event of the dissolution of the EYE BANK, all its remaining assets after payment of all debts and liabilities shall be distributed to the FLORIDA LIONS FOUNDATION FOR THE BLIND, INC., or another Florida Lions non-for-profit corporation or corporations.


Section 4. In the event that funds held in trust by the EYE BANK are so transferred, the transfer shall be accomplished in such a manner that the recipient of these trust funds shall continue using the trust funds and any income or dividends derived from these trust funds for the purposes initially mandated by the donor.

Section 5. None of the assets of the corporation shall be distributed among the members, officers, directors or trustees of the EYE BANK.

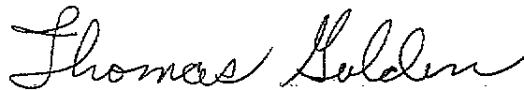
IN WITNESS WHEREOF, we, the undersigned, have set our hands and affixed

our seals this 11th day of September, 1999.

NORTH FLORIDA LIONS EYE BANK, INC.



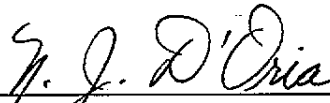
JACK STUART



THOMAS GOLDEN



WALT McLANAHAN

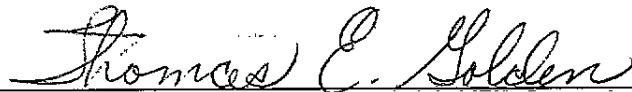


N. J. "DEE" D'ORIA

CERTIFICATION

I DO HEREBY CERTIFY that the above and foregoing Amendments to the Articles of Incorporation of NORTH FLORIDA LIONS EYE BANK, INC., were adopted by two-thirds vote of the Directors present at a regular Board of Directors meeting of the NORTH FLORIDA LIONS EYE BANK, INC., conducted on the 11th day of September, 1999.

The number of votes was sufficient for approval. There are no members entitled to vote.



Secretary