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August 23, 2000

BRANCH OFFICE
HIGHWAY 441-27
POST OFFICE DRAWER 98
BELLEVIEW, FLORIDA 34421
TELEPHONE 245-3063
AREA CODE 352

REGISTERED GENERAL PRACTICE
REAL PROPERTY LAW
WILLS, ESTATES AND ESTATE PLANNING

REPLY TO: Ocala

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32124

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*****43.75 *****43.75

Re: Optimist Club of Ocala, Inc.

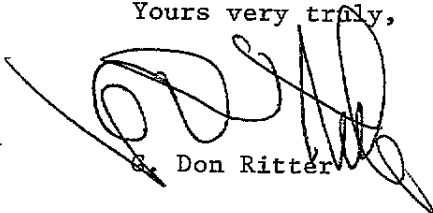
Gentlemen:

Enclosed is the original and one copy of Resolution calling for a meeting to vote on Amendments to the Articles of Ocala Optimist Club, Inc. and giving the board of directors authority to Restate the Articles of Incorporation of Optimist Club of Ocala, Inc.

Also, enclosed is the original and one copy of the Restated Articles of Incorporation Optimist Club of Ocala, Inc. together with a certificate the Amendments were approved and authority granted to Restate the Articles of Incorporation. We are also enclosing my trust account check in the amount of \$43.75 to cover cost of approval of the Restated Articles and a certified copy of the Restated Articles of Incorporation of Optimist Club of Ocala, Inc.

If you have any questions, or need additional date, please advise.

Yours very truly,


C. Don Ritter

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encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

707067
w/ Restated Articles
8 P 8 # Club Copies
8-24-00

RESTATED ARTICLES OF INCORPORATION
OPTIMIST CLUB OF OCALA, INC.

We, the undersigned, being the Board of Directors of Optimist Club of Ocala, Inc., acting pursuant to authority of the membership after notice and approval therefor, and Florida Statutes, Section 617.1007, hereby restate the Articles of Incorporation of Optimist Club of Ocala, Inc. (formerly Ocala Optimist Club, Inc.), as follows:

First: The name of the corporation is Optimist Club of Ocala, Inc.

Second: The Corporation is organized Not For Profit and the object and purpose to be transacted and carried on are, to-wit:

- A. To develop Optimism as a philosophy of life.
- B. To promote an active interesting good government and civic affairs; to inspire respect for the law, to promote patriotism, and to work for international accord and friendship among all people.
- C. To aid and encourage the development of youth.
- D. The Corporation is organized and shall be operated exclusively for charitable or educational purposes.
- E. The Corporation is not organized for pecuniary profit nor shall it have power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, officer or individual (reasonable compensation and expenses for services rendered excepted). The balance, if any of any money received by the corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for charitable or educational purposes.
- F. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation. Nor shall it engage in any political campaign relating to the candidacy of any person.

Third: POWERS

To exercise all powers conferred upon corporations not for profit, by the laws of the State of Florida under Florida Statutes 617.0302.

Fourth: MEMBERSHIP

The membership of this club shall represent a compatible cross section of the business, social and cultural life of the community and shall consist of adults of good character who have been duly elected to membership in the manner and with the rights and duties as provided by the By-Laws.

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TALLAHASSEE, FLORIDA

Fifth: DURATION

The existence of this corporation shall be perpetual.

Sixth: OFFICERS

The officers of this club shall be a President and two Vice-Presidents who shall be elected annually, and a Secretary/Treasurer who shall be appointed annually by the President subject to approval of the Board of Directors. The rights and duties of said officers shall be as provided by the By-Laws.

Seventh: The names of the Officers who originally served until the first election under the Articles of Incorporation were:

<u>NAME</u>	<u>ADDRESS</u>
John Christoff	President 3696 Forest Park Road, Ocala, Florida
Rufus Smith	1st Vice Pres. 1600 Harris Road, Ocala, Florida
Jerry Berry	2nd Vice Pres. 1507 Parkway Drive, Ocala, Florida.

Eighth: DIRECTORS

The number of Directors and the manner in which the Directors of the corporation are elected or appointed shall be provided for in the By-Laws of the corporation.

Ninth: AMENDMENTS

Section 1: AMENDMENT OF THE BY-LAWS

An amendment to the By-Laws or a remission of a By-Law or a proposal for a new By-law, may be initiated by any member of the corporation or by the Board of Directors, or any officer of the corporation and may be adopted by a two-thirds vote of the members present at any meeting, provided written notice of the proposed amendment and the date and time of such meeting shall have been given the members at least two weeks prior thereto.

Section 2: AMENDMENT OF THE CORPORATION CHARTER

An amendment to the Charter or alteration or rescission of a Charter provision or a proposal for a new Charter provision may be initiated by any member of the corporation or by the Board of Directors, or any officer of the corporation, and may be adopted by two-thirds vote of the members present at any meeting, provided written notice of the proposed amendment and the date and time of such meeting shall have been given the members at least two weeks prior thereto.

Tenth: THE NAME AND RESIDENCE OF ORIGINAL SUBSCRIBERS:

NAME

ADDRESS

John Christoff

3696 Forest Park Road, Ocala, Florida

Rufus Smith

1600 Harris Road, Ocala, Florida

Jerry Berry

1507 Parkway Drive, Ocala, Florida

Eleventh: NOT FOR PROFIT ORGANIZATION

This corporation is organized and shall operate as a not-for-profit organization and all income received shall be for the non profit purpose of the organization and no part of the income shall inure to the benefit of any officer or member. Upon dissolution of the corporation, any and all assets shall be distributed only to such other organization or organizations not for profit who are qualified with the Internal Revenue Service of the United States to receive such assets.

IN WITNESS WHEREOF, the undersigned, all of whom are over the age of Eighteen and residents of the State of Florida, and are members of the Board of Directors hereby submit these Restated Articles of Incorporation of Optimist Club of Ocala, Inc.

DATED this 22 day of August, 2000.

Jim Tyler
Devin Tyler
BB Brack
Charles T. Dwyer Sr
Lee Olds
Wayne Crowl
J. R. Ewing
Glenn M. Moreno
Bonnie P. Moreno

STATE OF FLORIDA
COUNTY OF MARION

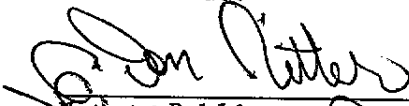
) ss.:
)

BEFORE ME, the undersigned authority, personally appeared DON TYLER, ~~WILLIAM PERRY~~ S.B. BROOKS, CHARLES T. DIXON SR., WAYNE AVALON, LEE DEAL, J.R. EWING, BONNIE MORENO, ORLANDO MORENO and DORIS TYLER, who being by me first duly sworn says that the statements contained in the foregoing Restatement of Articles of Incorporation of Optimist Club of Ocala, Inc. are true and correct to the knowledge and belief of each of us.

(SEAL)

MY COMMISSION # CC871444 EXPIRES
October 17, 2003
BONDED THRU TROY FAIR INSURANCE, INC.
G. Don Ritter

MY COMMISSION # CC871444 EXPIRES
October 17, 2003
BONDED THRU TROY FAIR INSURANCE, INC.
G. Don Ritter


Notary Public
G. Don Ritter
Printed Notary Name
My Commission Expires _____

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF MARION

) ss.:
)

BEFORE ME, the undersigned authority, personally appeared DON TYLER, ~~WILLIAM P. PINK~~ S.B. BROOKS, CHARLES T. DIXON SR., WAYNE AVALON, LEE DEAL, J.R. EWING, BONNIE MORENO, ORLANDO MORENO and DORIS TYLER, who being first duly sworn say:

1. The above and foregoing constitutes the Restated Articles of Incorporation of Optimist Club of Ocala, Inc.;

2. That all amendments to the original Articles of Incorporation of Ocala Optimist Club, Inc., were presented to the general membership by Resolution duly adopted after notice by more than two-thirds (2/3) vote of all members present and voting and that all amendments were approved and the Board of Directors were authorized to restate the Articles of Incorporation of Optimist Club of Ocala, Inc.

Don Tyler
Don Tyler

S.B. Brooks
S.B. Brooks

Charles T. Dixon, Sr.
Charles T. Dixon, Sr.

Wayne Avalon
Wayne Avalon

Lee Deal
Lee Deal

J.R. Ewing
J.R. Ewing

Bonnie Moreno
Bonnie Moreno

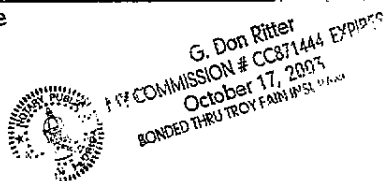
Orlando Moreno
Orlando Moreno

Doris Tyler
Doris Tyler

Sworn to and subscribed before me by
the above this 22 day of August
2000.

G. Don Ritter
Notary Public
Printed Notary Name

(SEAL)



RESOLUTION

The Board of Directors of Ocala Optimist Club, Inc. at a regular meeting of the Board of Directors, adopted the following Resolution.

BE IT RESOLVED, by the Board of Directors of Ocala Optimist Club, Inc. that each of the amendments to the Articles of Incorporation set forth below be submitted to a vote of all of the members entitled to vote at a meeting of the members to be held on July 6, 2000, at 6:30 p.m., at Ryan's Steak House E. Silver Springs Blvd Ocala FL.

BE IT FURTHER RESOLVED that a copy of this Resolution with the proposed amendments be mailed to each member entitled to vote at least fifteen (15) days prior to the scheduled meeting.

IT IS ALSO RESOLVED that after a vote of the members entitled to vote on the adoption of the Amendments, that the Board of Directors be authorized to restate the Articles of Incorporation pursuant to Section 617.1007, Florida Statutes so that the current status of the Articles will be reflected in a single document which will include the Amendments as adopted.

PROPOSED AMENDMENTS TO ARTICLES OF INCORPORATION

It is proposed to amend the Sections 1, 3, 4, 6, 8 and 9 of the existing Articles of Incorporation and to add paragraph 11, all as follows:

First: The name of the corporation is Optimist Club of Ocala, Inc.

Third: POWERS - To exercise all powers conferred upon corporations not for profit, by the laws of the State of Florida under Florida Statutes 617.0302.

Fourth: MEMBERSHIP - The membership of this club shall represent a compatible cross section of the business, social and cultural life of the community and shall consist of adults of good character who have been duly elected to membership in the manner and with the rights and duties as provided by the By-Laws.

Sixth: OFFICERS - The officers of this club shall be a President and two Vice Presidents who shall be elected annually, and a Secretary/Treasurer who shall be appointed annually by the President subject to approval of the Board of Directors. The rights and duties of said officers shall be as provided by the By-Laws.

Eighth: DIRECTORS - The number of Directors and the manner in which the Directors of the corporation are elected or appointed shall be provided for in the By-Laws of the corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DATED this 8 day of June, 2000.

Ocala Optimist Club, Inc.

By: Don Tyler

President

(SEAL)

Attest: C. Hunter T. Dufan, Jr.

Secretary