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Amend
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICE OF
ERIC S. MASHBURN

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BOARD CERTIFIED BUSINESS
LITIGATION LAWYER
WILLS - TRUSTS - PROBATE

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E-MAIL: ericmashburn@cfl.rr.com

June 29, 2007

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

RE: THE OPTIMIST CLUB OF ORLANDO, INC.

Dear Sir or Madam:

Enclosed for filing please find an original and copy of an Amendment to the Articles of Incorporation regarding the above-captioned corporation. A check in the amount of \$35.00 is enclosed for your fee. Please return a copy in the enclosed self-addressed, stamped envelope.

Thank you.

Sincerely,



Eric S. Mashburn

ESM/lw
encs.

ARTICLES OF AMENDMENT FOR
THE OPTIMIST CLUB OF ORLANDO, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation not-for-profit whose Articles are to be amended by this document is THE OPTIMIST CLUB OF ORLANDO, INC.
2. The adopted amendment resolution provides for the inclusion in the Articles of Incorporation of the language set forth on Exhibit "A" attached hereto. The purpose of the Amendment is to bring the Articles of Incorporation in compliance with IRS regulations regarding qualification as a 501(c)(3) charitable entity.
3. This amendment resolution was adopted by unanimous vote of the members at a duly called meeting for that purpose held on April 9, 2007. The votes cast were sufficient for approval.

DATED this 29 day of June, 2007.

By:

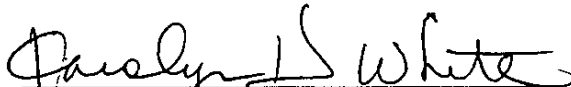


ERIC S. MASHBURN as Chairman
of the Board of Directors and Secretary/
Treasurer of The Optimist Club of Orlando, Inc.

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day personally appeared ERIC S. MASHBURN, to me known personally, who acknowledged before me that he signed the foregoing instrument as Chairman of the Board of Directors and Secretary/Treasurer of THE OPTIMIST CLUB OF ORLANDO, INC.

WITNESS my hand and official seal in the County and State aforesaid this 29th day of June, 2007.



Notary Public, State of Florida
My commission expires:



Karolyn H. White
Commission # DD569524
Expires December 11, 2009
Bonded Troy Fair - Insurance, Inc. 800-385-7019

**SECTION 501(c)(3) LANGUAGE
(FOR ARTICLES OF INCORPORATION)**

A. Purposes Language

The Corporation is organized exclusively for charitable and educational purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect on or as may be amended (the "Code"). Without limiting the generality of the foregoing, the purposes for which the Corporation is organized and will be operated include, but are not limited to, promoting an active interest in good government and civic affairs, inspiring respect for law, promoting patriotism and working for international accord and friendship among all people, and aiding and encouraging the development of youth. Nothing herein shall be construed to give the Corporation any purpose that is not permitted under Section 501(c)(3) of the Code and [Identify the jurisdiction in which you are incorporated] law (the "Act"). In furtherance of its permitted purposes, the Corporation may exercise any, all and every lawful power or activity which a corporation organized under the Act may exercise or transact.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its 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 to qualified persons (other than its directors, officers, and employees or their immediate families) in furtherance of the purposes set forth herein. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

B. Dissolution Language

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.