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March 14, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Building Association of Auburndale Lions Club, Inc.

Gentlemen:

Enclosed is an Articles of Incorporation which I have prepared for the Building Association of Auburndale Lions Club, Inc., together with a check in the amount of \$122.50, to cover the cost of filing same.

The Designation and Acceptance of Registered Agent is on the last page of the Articles.

Very truly yours,



Adrian Gabaldon

AG:bh

Encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BUILDING ASSOCIATION OF AUBURNDALE LIONS CLUB, INC. A Florida Nonprofit Corporation

We, the undersigned, with other persons being desirous of forming a nonprofit corporation under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

The name of the corporation shall be:

BUILDING ASSOCIATION OF AUBURNDALE LIONS CLUB, INC.

The address of the principal office of this corporation shall be 226 Bennett Street, Auburndale, Florida 33823; and the mailing address of the corporation shall be P.O. Box 1271, Auburndale, Florida 33823.

ARTICLE II

The general purpose of the business to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida, is to receive fund for the maintenance of buildings owned by the Auburndale Lions Club.

ARTICLE III

The manner in which the directors are to be elected or appointed is stated in the bylaws.

ARTICLE IV

The initial registered office in the State of Florida is to be located at 4064 Lake Marianna Drive, Winter Haven, Florida 33881. The name of the initial registered agent of the corporation at that address is ERNEST GUTTERIDGE.

ARTICLE V

The names and addresses of the incorporators of these Articles are:

Names	Addresses
Debra Taylor	519 Tanglewood Drive Auburndale, FL 33823
Ernest Gutteridge	4064 Lake Mariana Drive Winter Haven, FL 33881
Don Jodar	71 Pine Lane Lake Alfred, FL 33850
Charles C. Samen	150 Old Nichols Circle Auburndale, FL 33823

ARTICLE VI

This corporation is to exist perpetually.

ARTICLE VII

The officers of the corporation shall consist of a President and three Directors. Other officers may be provided for in the Bylaws. The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, of until their successor are elected or appointed are:

Title	Names	Addresses
President	Debra Taylor	519 Tanglewood Drive Auburndale, FL 33823
Director	Ernest Gutteridge	4064 Lake Marianna Drive Winter Haven, FL 33881

Director	Don Jodar	71 Pine Lane Lake Alfred, FL 33850
Director	Charles C. Samen	150 Old Nichols Circle Auburndale, FL 33823

ARTICLE VIII

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three (3) directors, initially. The names and addresses of the initial members of the Board of Directors are:

Names	Addresses
Debra Taylor	519 Tanglewood Drive Auburndale, FL 33823
Ernest Gutteridge	4064 Lake Mariana Drive Winter Haven, FL 33881
Don Jodar	71 Pine Lane Lake Alfred, FL 33850
Charles C. Samen	150 Old Nichols Circle Auburndale, FL 33823

ARTICLE IX

The corporation is organized, and shall be operated on a nonstock basis within the meaning of the "Florida Not For Profit Corporation Act."

ARTICLE X

Upon 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, or shall be distributed to the federal government, or to a State or local government, for a public purpose

IN WITNESS WHEREOF, the undersigned have signed these Articles of
Incorporation on this 31st day of March, 2000.

Debra Taylor
Debra Taylor

Ernest Gutteridge
Ernest Gutteridge

Don Jodar
Don Jodar

Charles C. Samen
Charles C. Samen

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **DEBRA TAYLOR, ERNEST GUTTERIDGE, DON JODAR and CHARLES C. SAMEN**, to me known to be the persons described in and who produced Florida Drivers Licenses as identification and who did not take an oath and executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS our hands and seals on this 31st day of March, 2000.

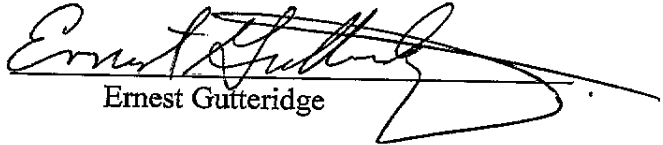
Brenda Hancock
Notary Public



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

That **BUILDING ASSOCIATION OF AUBURNDALE LIONS CLUB, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named **ERNEST GUTTERIDGE** of 4064 Lake Marianna Drive, Winter Haven, Florida 33881, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Ernest Gutteridge

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00 APR 17 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA