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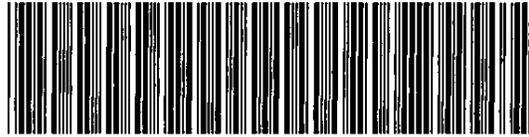
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N05000011322  
Amend Cy  
9-5-06

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** FIRST COAST LIONS CHARITABLE TRUST

**DOCUMENT NUMBER:** N05000011322

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Harry J. Wagner

(Name of Contact Person)

Lions Club

(Firm/ Company)

13659 Dunn Creek Rd,

(Address)

Jacksonville, FL 32218

(City/ State and Zip Code)

For further information concerning this matter, please call:

Harry J. Wagner

(Name of Contact Person)

at (904 ) 757-0571

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee     \$43.75 Filing Fee & Certificate of Status     \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)     \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Articles of Amendment  
to  
Articles of Incorporation  
of**

FIRST COAST LIONS CHARITABLE TRUST OF FIRST COAST OF FLORIDA, INC  
(Name of corporation as currently filed with the Florida Dept. of State)

N05000011322

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article VI, deleted old Section 4 and added new Sections 4 & 5.

Article XI, deleted old Section 3 and made Section 4, now Section 3.

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TALLAHASSEE FLORIDA

(Attach additional pages if necessary)  
(continued)

**ARTICLES OF INCORPORATION  
OF  
FIRST COAST LIONS CHARITABLE TRUST  
OF FIRST COAST OF FLORIDA, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, under the following proposed charter:

**ARTICLE I  
NAME AND LOCATION**

Section 1. The name of this corporation shall be First Coast Lions Charitable Trust of First Coast of Florida, Inc.

The principal office of the corporation shall be located at the St. Augustine Lions Club which is presently located at 6412 Putnam St., St Augustine, FL 32080.

Section 2. The principal office may be relocated or branch offices established elsewhere to conduct the business of the corporation as the Board of Directors may determine necessary for the best interests of the corporation.

**ARTICLE II  
MISSION AND OBJECTIVES**

Section 1. The mission of the Corporation is to:

- a. coordinate, develop, consolidate, and conduct, specific charitable programs of the Lions Clubs in Northeast Florida (First Coast), which consist of Baker, Clay, Nassau, Duval and St. Johns Counties in the State of Florida.
- b. develop and cultivate additional sources of funding for charitable purposes which may be available, but not being actively sought by individual Lions Clubs on the First Coast of Florida
- c. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. The exclusive objectives of the corporation, with the meaning of IRC Section 501(c)(3), are:

- a. without limit to amount, to solicit and accept gifts, grants, bequests, or by other legal means, money or property from private or governmental sources to benefit the charitable objectives of the Lions clubs on the First Coast of Florida.
- b. to develop strategies and multi-club charitable programs which will assist the Lions Clubs on the First Coast of Florida in achieving their charitable objectives.

- c. to assist the Lions Clubs of the First Coast of Florida in funding it medical assistance and other humanitarian charitable projects, to the extent that other funding sources are not available. Medical assistance projects shall include both sight and non-sight related projects.
- d. to establish and operate a fund to assist Lions Clubs on the First Coast to purchase eye glasses for the needy when the Lions Clubs do not have the funds to purchase these glasses.
- e. to establish and operate a free Sight and Hearing Mobile Screening Van project to be operated and managed by the Lions on the First Coast of Florida.
- f. to establish and operate other similar programs and projects determined necessary by the Board of directors to carry out the charitable mission and objectives of the corporation.

**ARTICLE III  
TERM**

Section 1. This corporation shall remain in existence until terminated by a two-thirds vote of its Board of Directors.

**ARTICLE IV  
SUBSCRIBERS**

Section 1, The names and addresses of the subscribers are as follows:

<u>Names</u>	<u>Addresses</u>
William R. Meares	6412 Putnam Street, St. Augustine, FL 32080
Dennis Bradford	2012 Hovington Cir. W. Jacksonville, FL 32246
Nancy Sweigart	1848 Woodleigh Drive W. Jacksonville, FL 32211
Tommy Dover	6027 Greenberry Lane, Jacksonville, FL 32211
John B. Stuart	10253 Briarcliff Road E. Jacksonville, FL 32218
Edward L. Knoff Jr.	5232 Sharon Ter. Jacksonville, FL 32207
Helen P. Prescott	10318 Debutante Drive S. Jacksonville, FL 32246
Francis E. Prescott	10318 Debutante Drive S. Jacksonville, FL 32246
Harry J. Wagner	13659 Dunn Creek Road, Jacksonville, FL 32218

Section 2. All of the subscribers of this Corporation as of full age, are residents and citizens of the State of Florida and of the United States of America, and are members in good standing of Lions Clubs on the First Coast of Florida.

**ARTICLE V  
MEMBERSHIP 1**

Section 1. Membership shall consist of all active Lions Club members in good standing within the Lions clubs on the First Coast of Florida, and other Lions Clubs in good standing in District 35-L that may wish to join, with approval of the corporate Board of Directors.

**ARTICLE VI  
BOARD OF DIRECTOR**

Section 1. The affairs and business of the Corporation shall be managed by a Board of Directors elected annually by members of the corporation at its annual membership meeting.

Section 2. There will be 5 Directors elected at its annual membership meeting. Initially three directors shall be elected to serve two year terms and the remaining two directors shall be elected to serve one term.

Section 3. At the annual membership meeting there shall be elected a President, Vice President, Secretary and Treasurer.

Section 4. No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation/ organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501 (c)(3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization 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

Section 5. Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation/organization, contributions to which are deductible under 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE VII  
AMENDMENTS TO THE ARTICLES OF INCORPORATION**

Section 1. These Articles of Incorporation may be amended by an affirmative vote of two-thirds of the Membership present at the annual meeting of the Board, or at any special called membership meeting, provided that notice of such meeting is sent to each club at least twenty (20) days prior to the meeting.

**ARTICLE VIII  
SEAL**

Section 1. The Corporation shall have a corporate Seal.

**ARTICLE IX  
PARLIAMENTARY PRACTICES**

Section 1. Except as otherwise specifically provided in this Constitution, or in its By-Laws, all questions of order or procedure with respect to any meeting or action of this corporation, its members, board of directors, or any committees appointed hereunder shall be determined in accordance with Robert's Rules of Order Newly Revised, as revised from time-to-time.

(3)

**ARTICLE X  
SPECIAL PROVISIONS**

Section 1. Each Director , or former Director of the Corporation, or any person who shall serve or may have served at its request as a Director or an Officer of another Corporation in which it owns shares of capital stock, or of which it is a creditor, shall be indemnified by the Corporation against expense actually or necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of his/her having been a Director of the Corporation, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of his/her duties as such Director.

**ARTICLE XI  
DISSOLUTION**

Section 1. This Corporation is "Not for Profit" Corporation under the laws of the State of Florida.

Section 2. No Lions Club, Lions Club Member, individual , firm, or corporation shall ever receive dividends or proceeds from the undertaking of the Corporation.

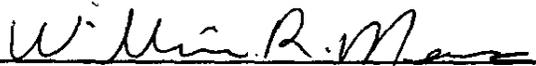
Section 3 Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

(4)

(4)  
**ARTICLE XIII**  
**REGISTERED OFFICE/AGENT**

Section 1. The street and mailing address of the initial registered office of the corporation is 6412 Putnam Street, St. Augustine, FL 32080. The name of the initial registered agent at such address is William R. Meares.

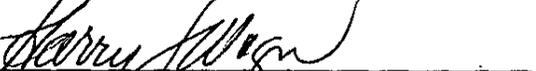
IN TESTIMONY WHEREOF, we the undersigned incorporators, have affixed our signatures this 16 day of August, 2006

  
\_\_\_\_\_  
William R. Meares

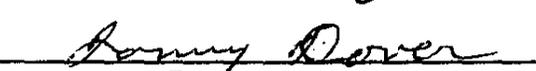
  
\_\_\_\_\_  
Nancy Sweigart

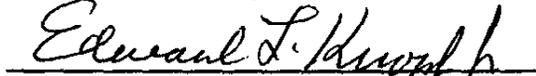
  
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John B. Stuart

  
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Helen P. Prescott

  
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Harry J. Wagner

  
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Tommy Dover

  
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Edward L. Knoff Jr.

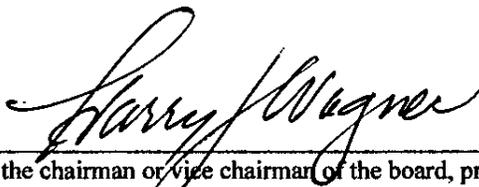
  
\_\_\_\_\_  
Francis E. Prescott

The date of adoption of the amendment(s) was: August 16, 2006

Effective date if applicable: August 16, 2006  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature   
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

**Harry J. Wagner**

\_\_\_\_\_  
(Typed or printed name of person signing)

**Trustee**

\_\_\_\_\_  
(Title of person signing)

**FILING FEE: \$35**