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TRANSMITTAL

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

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-11/26/86--01009--018
*****78.75 *****78.75

SUBJECT: THE CLEARWATER BREAKFAST LIONS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00	<input checked="" type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: GARY BENSON
Name (Printed or typed)

1856 Cameo Way
Address

Clearwater, FL 34616
City, State & Zip

813-441-4914
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 NOV 25 PM 12:07

FILED

12/3/96
TB

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
THE CLEARWATER BREAKFAST LIONS CLUB

FILED
95 MAR 25 PM 12:07
TALLAHASSEE, FLORIDA

The following constitutes the Articles of Incorporation of The Clearwater Breakfast Lions Club, a Florida corporation not for profit, pursuant to Chapter 617, Florida Statutes, which said incorporation has been heretofore properly authorized by a meeting of the members of said non-profit corporation regularly called and by which the incorporation and the acceptance of the provisions of Chapter 617, as amended, were accepted by the membership of said corporation not for profit.

ARTICLE I

The name of this corporation shall be:

THE CLEARWATER BREAKFAST LIONS CLUB, INC.

ARTICLE II

The corporation shall be located in the City of Clearwater, Pinellas County, Florida. The initial principal office of this corporation shall be located at 1856 Cameo Way, Clearwater, Florida 34616

ARTICLE III

The purposes and objects of this corporation shall be:

1. To create and foster a spirit of understanding among the people of the world.
2. To promote the principles of good government and good citizenship.
3. To take an active interest in the civic, cultural, social and moral welfare of the community.
4. To unite the clubs in the bonds of friendship, good fellowship and mutual understanding.
5. To provide a forum for the open discussion of all matters of public interest; provided, however, that partisan politics and sectarian religion shall not be debated by club members.

6 To encourage service-minded people to serve their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors.

7 Generally to carry out at Clearwater, Florida, the principals and teachings of The International Association of Lions Clubs, a service club organization with whom The Clearwater Breakfast Lions Club, Inc. is affiliated.

8 That, except as herein provided, this corporation shall have and exercise all the powers granted to corporations by the laws of the State of Florida.

9 To incorporate the unincorporated association known as the Clearwater Breakfast Lions Club.

ARTICLE IV

That the Clearwater Breakfast Lions Club, Inc. is chartered by, and under the supervision of, The International Association of Lions Clubs of Oak Brook, Illinois, and is governed by the Constitution and Bylaws of said Association.

ARTICLE V

The qualification for membership of this corporation shall be that each member of The Clearwater Breakfast Lions Club shall be a member of the corporation.

ARTICLE VI

The Directors of this corporation shall be the elected Officers of The Clearwater Breakfast Lions Club and the immediate Past President.

ARTICLE VII

The initial registered agent of this corporation shall be Gary Benson, 1856 Cameo Way, Clearwater, Florida.

ARTICLE VIII

The names and addresses of each incorporator of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Gary Benson	1856 Cameo Way, Clearwater, FL 34616
James Dailey	1529 Palmetto, Clearwater, FL 34615
Art Damon	2339 St. Charles Dr. Clearwater, FL 34624
Sam Evans	1001 Oakview Ave., Clearwater, FL 34616
Blair A. Kunka	1949 Arden Ave., Clearwater, FL 34615

Joe LaRussa
Timothy M. Mann
Bill Simpson
Mark Tootle

2978 Cara Court, Palm Harbor, FL 34684
1008 Oakview Ave., Clearwater, FL 34616
1855 Yale Drive, Clearwater, FL 34625
2971 Estancia Blvd. #326, Clearwater, FL 34621

ARTICLE IX

This corporation shall have no capital stock and shall not engage in business for profit but shall be supported by gifts, bequests, benefits, contributions and fees and dues paid by members.

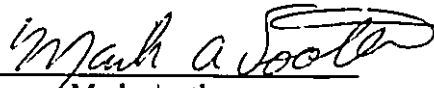
ARTICLE X

These Articles of Incorporation may be amended at a meeting of the members of the corporation, duly called and convened for such purpose, and if approved by a majority of the members present and voting, the amendment shall be submitted to the International Association of Lions Clubs of Oak Brook, Illinois, and if approved by this Association, shall be and form a part of said Articles of Incorporation upon the consequent confirmation thereof by the Secretary of State of the State of Florida.

ARTICLE XI

The By-laws of this corporation shall be made, altered or rescinded by the Board of Directors.

IN WITNESS WHEREOF I, an incorporator of this corporation not for profit, have hereunto set my hand and seal to these Articles of Incorporation this 22nd day of November, 1996 for the purpose of forming this corporation not for profit under the laws of the State of Florida.


Mark Tootle

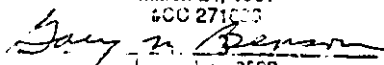
STATE OF FLORIDA

COUNTY OF PINELLAS

SWORN TO AN SUBSCRIBED before me this, 22nd day of November, 1996 by Mark Tootle, who is personally known to me or who has produced _____ as identification and who did not take an oath.


Notary Public

My commission expires:

Notary Public
State of Florida
My Commission Expires:
March 24, 1997
#00271000

Gary M. Benson

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

THE CLEARWATER BREAKFAST LIONS INC
(must include suffix)

FILED
96 NOV 25 PM 12:07
TALLAHASSEE, FLORIDA

2. The name and address of the registered agent and office is:

GARY PENSON
(NAME)

1856 Canoe Way
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Clearwater, FL 34616
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Gary Benson
(SIGNATURE)

11-22-96
(DATE)