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ICARDI & ICARDI, P.A. FILED

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237 Lookout Place, Suite 100
Maitland, Florida 32751

97 OCT 27 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Post Office Box 1656
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Telephone: (407) 647-1859
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Aldo Icardi
Jeffrey A. Icardi

October 23, 1997

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

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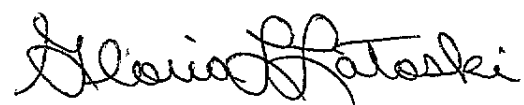
RE: THE MAITLAND LIONS FOUNDATION, INC.

Dear Sir/Madam:

Enclosed are an original plus one copy of the Articles of Incorporation for The Maitland Lions Foundation, Inc. and a check in the sum of \$122.50 for filing fee.

Also enclosed is a stamped, self-addressed envelope for return of the certified copy. Thank you.

Very truly yours,



Gloria L. Latoski
Legal Assistant

/gl
Enclosures

P. Hall
OCT 28 1997

ARTICLES OF INCORPORATION
OF
THE MAITLAND LIONS FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, have associated ourselves together and do hereby associate ourselves together, for the purpose of becoming incorporated under the laws of the State of Florida as a corporation not for profit, pursuant to the following Articles of Incorporation:

I. NAME

The name of this corporation shall be THE MAITLAND LIONS FOUNDATION, INC. Its principal office shall be 237 Lookout Place, Suite 100 Maitland, Florida 32751.

II. PURPOSE

The purpose of this corporation is solely to aid, assist, support and provide charitable works to persons and organizations in the community and in particular handicapped individuals having physical and medical problems of sight, hearing, diabetes and related afflictions.

"Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

"This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law)."

III. POWERS

The corporation shall be empowered to publish papers, pamphlets, newsletters, books, magazines; acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign, property real, personal or mixed, as the purposes of this corporation, whether expressed or implied, shall require; associate itself with other persons, corporate or natural, for the purposes or becoming a member of, and in otherwise associating itself with other corporations, or associations, of a similar or like nature; collect dues, fees, rents, fines, subscriptions and other revenues to the advantage of the corporation, and to do and perform all such other acts and things, including those generally allowed by the laws of the State of Florida, relative to corporation not for profit, as now existing, or as the law may henceforth provide, as from time to time may be necessary, or expedient in the exercise of any or all of its corporate functions, powers and rights in furtherance of the exempt purposes for which it has been organized as described in Section 501(c) (3) Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

IV. QUALIFICATION OF MEMBERS

The members of this corporation shall be the current elected officers and directors of the Maitland Lions Club in good standing as chartered by Lions International and their successors elected by the general meeting of members of said Club.

V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

VI. INCORPORATOR

The name and address of the incorporator is as follows:

Aldo Icardi
Post Office Box 1656
Maitland, Florida 32794-1656

VII. MANAGEMENT OF CORPORATION

The affairs and business of this corporation shall be conducted and managed by the members according to the offices they hold in the Maitland Lions Club as Directors, President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary, Treasurer and immediate past President.

VIII. OFFICERS

The names of the officers who are to serve until the first election are:

President:	Jack Elliott
1st Vice President:	Gerry Whitefield
2nd Vice President:	Alan Martens
3rd Vice President:	Lynn Rosser
Secretary:	Larry Redmond
Treasurer:	Henry Maggiacomo
IPP:	Richard Benham

IX. BOARD OF DIRECTORS

The Board of Directors will consist of the officers and five other members designated as directors elected at the annual meeting of the Maitland Lions Club.

X. REGISTERED OFFICER

The registered office of this corporation shall be 237 Lookout Place, Suite 100, Maitland, Florida 32751.

The resident agent for the service of process shall be Aldo Icardi.

XI. BY-LAWS

The By-Laws of the corporation shall be made by the general meeting of members and may be amended, altered or rescinded by a majority of the general members present at any regular or special meeting called for that purpose.

XII. AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted by a majority of the general meeting of members at any regular or special meeting called for that purpose and proposed by the Board of Directors to the membership. A two-thirds majority vote of all Board members shall be necessary to amend the Articles of Incorporation.

XIII. DISSOLUTION

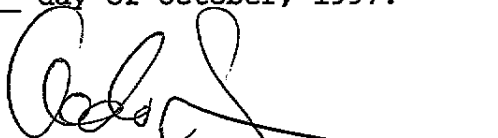
"In the event of dissolution, the residual assets of the organization will be turned over to B.E.T.A. (Birth Education Training Acceptance), Orlando, Florida, which is an exempt organization described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding Sections of any prior or future Internal Revenue Code, or to the Federal, State or Local Government for exclusive public purposes."

XIV. MISCELLANEOUS

A. The corporation shall never discriminate against or in behalf of persons by reason of race, color, religion, creed, sex, sect, marital status or economic status in connection with any activity in which it may engage, nor shall it associate itself with persons or organizations who do so discriminate.

B. No part of the net earnings of the corporation shall enure to the benefit or, or be distributed to its members, Directors, Officers, or other private persons, except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 23rd day of October, 1997.


ALDO ICARDI, INCORPORATOR

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State aforesaid to take acknowledgments, personally appeared ALDO ICARDI, who is personally known to me and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of October, 1997.


NOTARY PUBLIC
My Commission Expires:

FILED

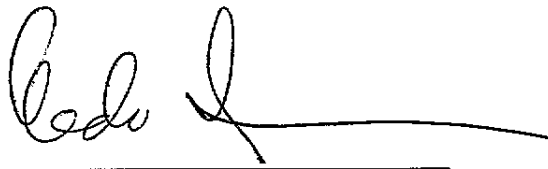
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that The Maitland Lions Foundation, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at the City of Maitland, County of Orange, State of Florida, has named Aldo Icardi, located at 237 Lookout Place, Suite 100, City of Maitland, County of Orange, State of Florida, as its agent to accept service of process within this State.



ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the 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.

BY: 
Registered Agent