

**RESTATED ARTICLES OF INCORPORATION
OF
LIONS EYE FOUNDATION OF DISTRICT 26-M2**

The undersigned, Lions Eye Foundation of District 26-M2, a Missouri nonprofit corporation, for the purpose of restating the Articles of Incorporation of the corporation, also known as the Constitution, in accordance with the Missouri Nonprofit Corporation Act, does hereby make and execute these Restated Articles of Incorporation (or Constitution) and does hereby certify that:

(1) The name of the corporation is Lions Eye Foundation of District 26-M2, and the name under which the corporation was originally organized was Lions Eye Foundation of District 26-A1.

(2) The Restated Articles of Incorporation (or Constitution) adopted by a majority of the members is as follows:

ARTICLE I - Purpose

This corporation is a public benefit corporation. Such designation is made solely for the purposes of Section 355.096.2(2) of the Missouri Nonprofit Corporation Act.

This corporation is organized exclusively for charitable, scientific and educational purposes. The terms charitable, scientific and educational shall have the same meanings herein that they have in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect (hereinafter referred to as the “Code”).

Without limiting the generality of the foregoing, the purposes of this corporation shall include the following:

To provide assistance for medical care, surgery and treatment of eye diseases, and vision problems of all kinds for indigent persons or support animals, upon request of community health organizations and physician referral;

provided, however, that notwithstanding the foregoing enumeration of particular purposes found in this paragraph, this corporation shall not engage in any activity which may not be engaged in by a corporation which is exempt under Section 501(c)(3) of the Code.

Except in furtherance of the purposes set forth in and consistent with these Articles, no part of the net earnings or other assets of this corporation shall inure to the benefit of any member, director, officer, contributor, or other private individual, having, directly or indirectly, any personal or private interest in the activities of this corporation. This corporation shall be authorized and empowered to pay reasonable compensation for services rendered. In addition, this corporation may make payments to the benefit of any member, director, officer, contributor, or other private individual, having, directly or indirectly, any personal or private

interest in the activities of this corporation, if such payments meet the requirements of the purpose statement set forth above.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not directly or indirectly participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

This corporation shall have all the powers of a corporation organized under the Missouri Nonprofit Corporation Act; provided, however, that none of the powers of this corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of this corporation.

ARTICLE II - Members

2.1 Qualifications – This corporation shall have one class of membership titled “Organizational Member.” Any Lions Club geographically located within District 26-M2, as defined by and duly chartered by the International Association of Lions Clubs (hereinafter referred to as Lions International), shall be eligible for membership in the corporation as an organizational member. The president of each organizational member (Lions Club within District 26-M2) shall be the designated representative of the organizational member to act as voting representative of said organizational member (Lions Club within District 26-M2) at all meetings of the members of this corporation unless an alternative designation is made by an organizational member.

2.2 Designation or Removal of a Friend of the Foundation – The Board of Directors, upon the consent of at least three-fifths of the directors, shall have the authority to designate or remove any individual as a Friend of the Foundation. Any individual who is designated a “Friend of the Foundation” shall be invited to attend the annual meeting of the corporation as a non-voting participant.

2.3 Annual Meeting – The Board of Directors shall conduct a meeting of the members not less frequently than annually for the purpose of reviewing the affairs of the organization for the preceding year and for the transaction of such other business as may come before the meeting. Unless otherwise designated by the Board of Directors, the annual meeting shall be held during the last week of July with the meeting starting at 7:00 p.m.

2.4 Special Meeting – Special meetings of the members may be called by the Board of Directors at any time.

2.5 Place of Meeting – The Board of Directors may designate any place, within the geographical boundaries of the District 26-M2, as the place of meeting for the annual or special meetings of the members.

2.6 Notice of Meeting – Written or printed notice of the annual meeting, stating the time and place of the meeting, and in case of a special meeting, the purpose thereof, shall be delivered not less than thirty (30) nor more than sixty (60) days prior to the date of the

meeting, to each organizational member (Lions Club within District 26-M2) by hand delivery or by depositing the same in the U.S. Mail, postage prepaid, addressed to the last known address of said organizational member (Lions Club within District 26-M2) as it appears on the membership rolls. It shall be the duty of the Secretary to see that said notice is timely sent. It shall be the duty of each organizational member (Lions Club within District 26-M2) to disseminate the information contained in the notice to the individuals of the organizational member (Lions Club within District 26-M2) and Friend of the Foundation members who comprise their Club.

2.7 Meeting of All Members – If all of the organizational members of the corporation shall consent to the holding of a meeting or give their consent to any action taken, then said meeting or said action shall be deemed valid, even if taken without prior written notice regarding same. Further, the organizational members may ratify any action taken by the Board of Directors after the same shall have been taken.

2.8 Quorum – One third (33.333%) of the organizational members (Lions Clubs within District 26-M2) entitled to vote upon the issues to come before the meeting, represented in person shall constitute a quorum at any meeting of the members. If less than said number of organizational members shall be represented at said meeting, then a majority of the organizational members so represented may adjourn the meeting, from time to time, without further notice, to a date no longer than ninety (90) days from the date originally set for such meeting.

2.9 Voting – Each organizational member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members. No amendment to these Articles of Incorporation shall be deemed adopted unless it shall have been approved by a three-fourths majority (75 percent) of the organizational members (Lions Club within District 26-M2) voting by in person representation.

The following matters shall require approval by a vote of the organizational members of the corporation:

- (1) The liquidation or dissolution of the corporation;
- (2) the merger of the corporation into another not-for-profit organization qualifying as a tax-exempt organization within the meaning of Section 170(c) or Section 501(c)(3) of the Code. This corporation may not merge with or into any organization not meeting the above requirements;
- (3) the cessation of all operations of the corporation;
- (4) the ratification of all amendments to the Articles of Incorporation; and
- (5) the right to vote upon any matter submitted to the organizational members by the Board of Directors.

2.10 Membership Roster – Periodically, but within sixty (60) days and no later than thirty (30) days prior to the holding of any meeting of the members, the Secretary shall prepare a list of all organizational members eligible to vote at the upcoming meeting by

obtaining a membership roster from Lions Club District 26-M2, which shall list each organizational member (Lions Club within District 26-M2). Where applicable, the list shall contain the name of the appointed representative of each organizational member. If any dispute arises regarding the right of any person to vote at any meeting of the members or to inspect the books of the corporation, the contents of the membership roster shall govern. A copy of the list shall be available at the meeting for inspection by any member in attendance thereat.

2.11 Right of Inspection – Any member, upon reasonable prior notice, shall have the right to inspect the books and records of the corporation from time to time. Said books shall be available for inspection at the registered office of the corporation.

2.12 Limited Liability - A member of this corporation is not, as such, personally liable for the acts, debts, liabilities or obligations of this corporation.

ARTICLE III – Directors

The property and affairs of this corporation shall be managed by a Board of Directors. The Board of Directors shall consist of five (5) persons, who shall be vested with the power and authority to adopt the Bylaws of this corporation and who shall hold office until the annual meeting of the members in the fifth year following their election and until a successor is duly elected and qualified. The number of members of the Board of Directors shall be five (5).

The Board of Directors shall abide by the following provisions:

(1) Specified Powers – In addition to the general powers granted to the Board of Directors by the laws of the state of Missouri, the Board of Directors shall have the following powers:

(a) The right to cause the corporation to purchase, acquire, receive, and own property of all kinds, both real and personal, and tangible and intangible, of whatever kind and wheresoever situated;

(b) the right to cause the corporation to lease, license, sell, transfer, convey, grant options with regard to, mortgage, pledge, or otherwise encumber any assets owned by the corporation;

(c) the right to cause the corporation to invest the funds of the corporation in bonds, debentures, securities, certificates of deposit, and similar investments;

(d) the right to cause the corporation to borrow money, both short term and long term, and to pledge any or all of the assets of the corporation for the purposes set forth in these Restated Articles;

(e) the right to manage, supervise, operate, and conduct the affairs and operations of the corporation for the purposes set forth in these Restated Articles;

(f) the right to sue and be sued in the name of the corporation and to settle and compromise all disputes involving the corporation;

(g) the right to cause the corporation to hire and fire employees, agents, servants and to pay compensation to them for services rendered and to reimburse them for expenses incurred with regard to the operations and affairs of the corporation, provided all compensation paid to any of them shall be reasonable in amount;

(h) the right for the corporation to exercise any power reasonably associated with any of the above-listed powers or reasonably related to the fulfillment of any of the purposes for which this corporation was established which the Board of Directors deem advisable for the corporation to exercise provided that such exercise will not adversely affect the status of the corporation as a charitable entity meeting the requirements of Section 170(c) or Section 501(c)(3) of the Code.

(2) Prohibitions – The Board of Directors shall not exercise any power granted to the corporation or themselves in any manner, which will be deemed to cause any of the following to occur:

(a) The corporation to cease to qualify as a not-for-profit corporation under the laws of the state of Missouri;

(b) the corporation to fail to qualify as an organization meeting the requirements of Section 170(c) or Section 501(c)(3) of the Code;

(c) the corporation to violate the provisions of Article XII; or

(d) the corporation to violate any provisions of its Articles of Incorporation.

ARTICLE IV – Officers

The officers of the corporation shall be elected by the Board of Directors. All officers shall serve at the pleasure of the Board of Directors. All officers and agents of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the property and affairs of the corporation as may be determined by the Board of Directors.

ARTICLE V– Liability and Indemnification

This corporation may agree to the terms and conditions upon which any director, officer, employee or agent accepts his or her office or position and in its Bylaws, by contract or in any other manner may agree to indemnify and protect any director, officer, employee or agent of this corporation, or any person who serves at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the extent authorized or permitted by the laws (including without limitation the statutes, case law and principles of equity) of the State of Missouri.

ARTICLE VI – Committees

There shall be such committees from time to time as the Board of Directors shall deem advisable. The Board of Directors may delegate such of its authority to said committee as the Board of Directors deems advisable.

ARTICLE VII – Dividends and Distributions

No dividends or other distributions of assets of the corporation shall be made to any member other than as set forth in Article I. Upon the liquidation of the corporation, none of the assets of the corporation shall be distributed to or inure to the benefit of any member. All assets of the corporation available for distribution upon liquidation, after the payment of all indebtedness then due by the corporation shall be distributed to such charity as the Board of Directors may select. The term charity shall refer to one or more organizations meeting the requirements of Section 170(c) or Section 501(c)(3) of the Code.

ARTICLE VIII – Duration

The duration of this corporation shall be perpetual.

ARTICLE IX – Incorporation Date

The date of incorporation of the corporation is November 21, 1991.

ARTICLE X – Offices

10.1 Registered Office and Agent - The address of the registered office at the time of these Restated Articles in the State of Missouri is 5361 Royalfield Drive, St. Louis, Missouri 63129-2343. The name of the registered agent at said address is Gregory Reininger. The registered office and agent shall be changed and designated at any time to such agent or place as the Board of Directors may from time to time select.

10.2 Principal Office – The principal office of the corporation shall be designated by the Board of Directors. The corporation may maintain such other or additional places of business as the Board of Directors may from time to time select.

ARTICLE XI - Dissolution

Upon dissolution of this corporation and after discharging all liabilities and obligations of this corporation (or making adequate provision therefor) and after the return, transfer or conveyance of all assets requiring return, transfer or conveyance thereof because of

the dissolution of this corporation and after taking any other action required by law, any remaining assets of this corporation shall be distributed to any one or more organizations selected by the Board of Directors which are organizations described in each of Sections 501(c)(3), 170(c)(2), 2055(a) and 2522(a) of the Code.

ARTICLE XII – Governing Principles

At all times, the operation and affairs of the corporation shall be conducted in such manner as to always assure that the corporation continues to qualify as an organization meeting the requirements of Section 170(c) and Section 501(c)(3) of the Code.

ARTICLE XIII – Miscellaneous

13.1 Headings – The headings used in these Articles are for the benefit of the reader. Any conflict between the headings and the text of any Article shall be resolved in favor of the text of these Articles.

13.2 Situs – The provisions of these Articles shall be governed by and interpreted by the laws of the state of Missouri.

ARTICLE XIV – Adoption of Restated Articles (or Constitution)

These Restated Articles (or Constitution) shall be deemed approved and adopted if they receive approval of a majority of the members voting, after receiving the recommendation of the Board of Directors, and there being present a quorum of one third (33.333%) of the member (entitled to vote) represented in person. For purposes of determining whether or not the requisite quorum is present at any meeting regarding the approval and adoption of these Restated Articles, there shall only be included in the total membership count those Friends of the Foundation Members who are present at the meeting. After Adoption of these Restated Articles, all future amendments are subject to the voting restrictions of section 2.9 of these Articles.

ARTICLE XV - Amendment

This corporation reserves the right to alter, amend or repeal any provision contained in its Articles of Incorporation (or Constitution) in the manner now or hereafter prescribed by the statutes of the state of Missouri and consistent with section 2.9 of these Articles, and all rights and powers conferred herein are granted subject to this reservation.

* * * * *

These Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as theretofore amended, and they hereby supersede the original Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, these Restated Articles of Incorporation have been duly adopted pursuant to Article XIV pursuant to the vote of the members at the meeting thereof held on the _____ day of _____, 2008 and are executed on behalf of the Corporation by its President and Secretary as of _____, 2008.

LIONS EYE FOUNDATION OF DISTRICT 26-M2

By: _____
Charles Hartmann
President

By: _____
Gregory Reininger
Secretary