

RESTATED CERTIFICATE OF INCORPORATION

OF

LIONS BLIND AND CHARITY FUND, INC.

Under Section 805 of the  
Not-for-Profit Corporation Law

The undersigned, Thomas H. Reinagel and Leonard Thornton, respectively the Chairman and the Secretary of LIONS BLIND AND CHARITY FUND, INC., do hereby certify as follows:

1. The name of the corporation is LIONS BLIND AND CHARITY FUND, INC.
2. The Certificate of Incorporation of the corporation was filed by the Department of State on January 31, 1951. The corporation was formed under the Membership Corporations Law of the State of New York.
3. The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and is a Type B corporation under Section 201 of such law. Upon the filing of this Certificate of Amendment, the corporation shall continue to be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.
4. The Certificate of Incorporation of the corporation is amended to effect the following amendments authorized by the Not-for-Profit Corporation Law:
  - (a) Article First, which pertains to the name of the corporation, is amended to read as follows:

FIRST: The name of the corporation is Lions Blind & Charity Fund, Inc. The corporation is a corporation as defined in subparagraph (a)(5) of section 102 (Definitions) of the Not-for-Profit Corporation Law. The corporation is a Type B not-for-profit corporation under section 201 (Purposes) of the Not-for-Profit Corporation Law.
  - (b) The last sentence of Paragraph 1 of Article Second, which pertains to limitations on the corporation's authority under the Membership Corporations Law, is deleted;
  - (c) A new sentence is added to the end of Paragraph 1 of Article Second, which sets forth purposes of the corporation, such new sentence to read as follows: "Nothing contained in this certificate of incorporation shall authorize the corporation to carry on any of the activities set forth in Section 404(a) through (v) of the Not-for-Profit Corporation Law";
  - (d) Paragraph 2 of Article Second, which pertains to certain purposes of the corporation, is redesignated as Paragraph 3;
  - (e) The existing Paragraph 3, which pertains to the appointment of Fund Commissioners, is deleted;

(f) A new Paragraph 2 is added to Article Second, such new Paragraph 2 to read as follows:

2. Notwithstanding the preceding paragraph 1, (a) to the fullest extent permitted by the law of the State of New York, to modify any restriction or condition on the distribution of funds for any specified charitable purpose or to specified organizations if in the sole judgment of the board of directors such restriction or condition becomes unnecessary, incapable of fulfillment, or inconsistent with the charitable purposes of the corporation and (b) to distribute property to Charitable Organizations, as hereinafter defined, or for Charitable Purposes, as hereinafter defined, in accordance with the terms of gifts, bequests or devises to the corporation not inconsistent with its purposes as set forth in this certificate of incorporation or in accordance with determinations made by the board of directors pursuant to this certificate of incorporation. As used in this paragraph 2, “Charitable Organizations” means corporations, trusts, funds, foundations or community chests organized and operated exclusively for Charitable Purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, and “Charitable Purposes” means religious, charitable, scientific, literary, or educational purposes as those terms are used in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute, and only such purposes as constitute public charitable purposes under the laws of the State of New York;

(g) Paragraph 5 of Article Second, which prohibits profits, stock, shares, and inurement of earning, prescribes the distribution of assets upon dissolution, and prohibits certain political activities, is deleted;

(h) Article Fourth, which states the location of the office of the corporation, is amended to delete the reference to the City of Buffalo, to read as follows, as so amended:

FOURTH: The county in this state in which the office of the corporation is to be located is the County of Erie.

(i) Article Fifth, which sets forth the number of trustees, is deleted.

(j) A new Article Fifth is added to read as follows:

FIFTH: 1. Notwithstanding any other provision of this certificate, the corporation is organized exclusively for charitable purposes as specified in Section 501(c)(3), or any successor section, of the Internal Revenue Code of 1986, as amended, or any successor statute (the “Code”) and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3), or any successor section, of the Code, or by a corporation, contributions to which are deductible

under Section 170(c)(2), or any successor section, of the Code;

2. No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation;

3. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h), or any successor section, of the Code), and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(k) Article Sixth, which lists the initial directors of the corporation, is deleted.

(l) Article Seventh, which pertains to the qualifications of the subscribers of the certificate of incorporation filed on January 31, 1957, is deleted.

(m) Article Ninth, which prohibits inurement of profits to trustees, members, officers or employees, is deleted.

(n) A new Article Sixth is added to read as follows:

SIXTH: Upon dissolution of the corporation, whether voluntary or involuntary, after payment of all debts and liabilities of the corporation of whatsoever kind or nature, its remaining funds and other property and rights shall be distributed, granted, conveyed and assigned for one or more exempt purposes within the meaning of Section 501(c)(3), or any successor section, of the Code, such exempt purpose or purposes to be selected by the directors of the corporation. In the event the directors fail to so select, the New York Supreme Court, Eighth Judicial District, shall make such selection.

(o) Article Tenth, which pertains to the adoption and amendment of a constitution, by-laws, rules and regulations, is redesignated as Article Seventh and, as so redesignated, is amended by the addition of the following to the end of such Article Seventh:

The corporation shall not have stock or shares or certificates for stock or shares. The members of the corporation (or, if there is more than one class of members, the members of one of such classes as designated in the constitution or by-laws of the corporation), upon or subsequent to admission, shall make capital contributions in the amount of \$200 for each unit of membership. The corporation, at its sole option, may redeem the amount of such capital contribution to any member upon such member's voluntary withdrawal and written request for such redemption.

(p) Article Twelfth is redesignated as Article Eighth.

(q) A new Article Ninth is added to read as follows:

NINTH: The Secretary of State of the State of New York is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon the Secretary is: P.O. Box 2011, Buffalo, New York 14226.

5. The text of the Certificate of Incorporation is hereby restated as amended or changed to read as follows:

CERTIFICATE OF INCORPORATION  
OF  
LIONS BLIND & CHARITY FUND, INC.

\_\_\_\_\_  
Under Section 402 of the  
Not-for-Profit Corporation Law

IT IS HEREBY CERTIFIED THAT:

FIRST: The name of the corporation is Lions Blind & Charity Fund, Inc. The corporation is a corporation as defined in subparagraph (a)(5) of section 102 (Definitions) of the Not-for-Profit Corporation Law. The corporation is a Type B not-for-profit corporation under section 201 (Purposes) of the Not-for-Profit Corporation Law.

SECOND: The purposes for which the corporation is formed are as follows:

1. To conduct periodic or continuous campaigns, or both, to raise and maintain a fund or funds of real or personal property, or both, in its own name, and on behalf of such Lions Clubs now or hereafter existing, for charitable, educational, literary, or scientific purposes; to receive, collect and manage moneys and property contributed in such campaigns or otherwise donated for the use and benefit, and in furtherance, of the aforesaid charitable, educational, literary, or scientific purposes, in its own name or on behalf of affiliated Lions Clubs; to distribute and contribute the whole or any part of the principal and income thereof, either directly to said charitable educational, literary, or scientific organization, or by contributions to organizations duly authorized to carry on and conduct such charitable, educational, literary or scientific activities, provided, however, that no pecuniary profit shall inure to the benefit of the individual members of this corporation, and also provided that no part of such income or such principal shall be contributed to any organization whose net earnings, or any part thereof, inure to the benefit of any private shareholder or individual. Nothing contained in this certificate of incorporation shall authorize the corporation to carry on any of the activities set forth in Section 404(a) through (v) of the Not-for-Profit Corporation Law.

2. Notwithstanding the preceding paragraph 1, (a) to the fullest extent permitted by the law of the State of New York, to modify any restriction or condition on the distribution of funds

for any specified charitable purpose or to specified organizations if in the sole judgment of the board of directors such restriction or condition becomes unnecessary, incapable of fulfillment, or inconsistent with the charitable purposes of the corporation and (b) to distribute property to Charitable Organizations, as hereinafter defined, or for Charitable Purposes, as hereinafter defined, in accordance with the terms of gifts, bequests or devises to the corporation not inconsistent with its purposes as set forth in this certificate of incorporation or in accordance with determinations made by the board of directors pursuant to this certificate of incorporation. As used in this paragraph 2, "Charitable Organizations" means corporations, trusts, funds, foundations or community chests organized and operated exclusively for Charitable Purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, and "Charitable Purposes" means religious, charitable, scientific, literary, or educational purposes as those terms are used in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute, and only such purposes as constitute public charitable purposes under the laws of the State of New York;

3. To take by bequest, devise, gift, purchase, lease, judicial order or decree, and to hold, for its purposes, any property, real or personal, without limitation as to amount or value; to sell, mortgage, lease, exchange, convey or otherwise dispose of or transfer such property; to invest or reinvest the principal thereof and the surplus income there from; and to expend the principal and income of any property held by it for its general purpose in such manner as may be prescribed by the terms of any such bequest, devise or gift, or, if none is prescribed, then in such manner as in the judgment of its trustees will best promote its objects.

4. To have and to exercise all the powers now or hereafter conferred by the laws of the State of New York and the acts amendatory thereof and supplemental thereto upon corporations formed under the Membership Corporations Law of said State;

and to do any and all things therein mentioned as fully and to the same extent as natural persons might or could do, either as principal or agent, either alone or associated with other corporations or organizations, and to do everything necessary, suitable or proper for the accomplishment of any of its purposes and pertaining to or growing out of or connected with its business and powers, or any parts thereof, provided the same be not prohibited by the law under which the corporation is organized.

THIRD: The territory in which its operations are principally to be conducted is the State of New York.

FOURTH: The county in this state in which the office of the corporation is to be located is the County of Erie.

FIFTH: 1. Notwithstanding any other provision of this certificate, the corporation is organized exclusively for charitable purposes as specified in Section 501(c)(3), or any successor section, of the Internal Revenue Code of 1986, as amended, or any successor statute (the "Code") and shall not carry on any activities not permitted to be carried on by a corporation exempt from

federal income tax under Section 501(c)(3), or any successor section, of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(2), or any successor section, of the Code;

2. No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation;

3. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h), or any successor section, of the Code), and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SIXTH: Upon dissolution of the corporation, whether voluntary or involuntary, after payment of all debts and liabilities of the corporation of whatsoever kind or nature, its remaining funds and other property and rights shall be distributed, granted, conveyed and assigned for one or more exempt purposes within the meaning of Section 501(c)(3), or any successor section, of the Code, such exempt purpose or purposes to be selected by the directors of the corporation. In the event the directors fail to so select, the New York Supreme Court, Eighth Judicial District, shall make such selection.

SEVENTH: The corporation shall have the power to make and adopt and from time to time to amend a constitution, by-laws, rules and regulations, or any of the foregoing, regulating the admission, government, suspension and expulsion of its directors, and cooperating or affiliated Lions Clubs, the number, election and duties of its officers, the safekeeping of its property and the management of its affairs. The corporation shall not have stock or shares or certificates for stock or shares. The members of the corporation (or, if there is more than one class of members, the members of one of such classes as designated in the constitution or by-laws of the corporation), upon or subsequent to admission, shall make capital contributions in the amount of \$200 for each unit of membership. The corporation, at its sole option, may redeem the amount of such capital contribution to any member upon such member's voluntary withdrawal and written request for such redemption

EIGHTH: Each director or officer or former director or officer of the corporation or any person who shall serve or may have served at its request as a director or as 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 expenses actually or necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having been a director or an officer or a director and officer of the corporation, or of such other corporation, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties as such director or officer.

NINTH: The Secretary of State of the State of New York is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address to

which the Secretary of State shall mail a copy of any process against the corporation served upon the Secretary is: P.O. Box 2011, Buffalo, New York 14226.

6. This restatement of the Certificate of Incorporation was authorized by a vote of a majority of the entire board of directors of the corporation and by vote of a majority of the members of the corporation entitled to vote thereon, as provided in section 802(a)(2) of the Not-for-Profit Corporation Law of the State of New York.

IN WITNESS WHEREOF, the undersigned have signed this certificate and affirmed the statements made herein as true under the penalties of perjury this \_\_\_ day of \_\_\_\_\_, 1998.

\_\_\_\_\_  
Thomas H. Reinagel, Chairman

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Leonard Thornton, Secretary

The foregoing Restated Certificate of Incorporation of LIONS BLIND & CHARITY FUND, INC. is hereby approved.

Dated: \_\_\_\_\_, 1998

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Justice of the Supreme Court of the  
Eighth Judicial District of the  
State of New York