

Filing Fee: \$10.00

ID Number: 23266



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

**STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION**

Pursuant to the provisions of Sections 7-6-13 or 7-6-78 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

1. The name of the corporation is THE INTERNATIONAL ASSOCIATION OF LIONS CLUBS
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
12 MILLER AVENUE, RUMFORD, RI 02916-02725 USA
3. The address of the NEW registered office is:
10 Weybosset Street, Providence, Rhode Island 02903
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
PETER G. BARILLA
5. The name of the NEW registered agent is:
C T Corporation System
6. The address of the corporation's registered office and the address of the office of its registered agent, as changed, will be identical.
7. The change was authorized by resolution duly adopted by its board of directors.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 3/14/06

THE INTERNATIONAL ASSOCIATION OF LIONS CLUBS

Print Corporate Name

By Megan [Signature]
Its President or Its Vice President

RECEIVED 03-14-06

FILED

MAR 15 2006

By [Signature] 2896

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT The International Association of Lions Clubs, Inc. (the Company) a corporation formed under the laws of Illinois and of the subsidiary entities shown on the list appended hereto does hereby appoint Megan Gilliss and Jeffrey R. Graves as attorneys-in-fact for the Company and for the subsidiary entities to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any state.

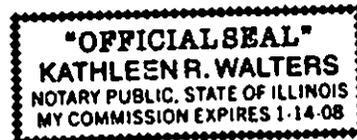
In the execution of any documents necessary for the purposes set forth herein Megan Gillis shall exercise the power of Vice President and Jeffrey R. Graves shall exercise the power of Secretary.

This Power of Attorney expires at the completion of the change of agent process.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 14~~th~~ day of December 2005.

By: 
Gary M. La Petina
Executive Administrator & Secretary

Signed and sworn to
before me this 14~~th~~
day of Decemeber, 2005.




Kathleen R. Walters
Notary Public