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Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N95000005677

1. Corporation Name
OPTIMIST INTERNATIONAL YOUTH PROGRAMS FOUNDATION, INC.

Principal Place of Business 4494 LINDELL BLVD. ST. LOUIS MO 63108	Mailing Address 4494 LINDELL BLVD. ST. LOUIS MO 63108
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2. Principal Place of Business 21 Suite, Apt. #, etc.	2a. Mailing Address 26 Suite, Apt. #, etc.	3. Date Incorporated or Qualified 12/01/1995
22 City & State	27 City & State	4. FEI Number 43-1733736
23 Zip	28 Zip	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required
24 Country	30 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code
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11. Pursuant to the provisions of Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 617.0503, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE HUBBARD, JAMES H. 214 OLD COUNTY ROAD SEVERNA PARK MD 21146	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KATZ, CLIFTON I <input type="checkbox"/> DELETE 25611 TIMPANGOS AVE. CALABASAS CA 91302	1.2 NAME	
STREET ADDRESS	DV <input checked="" type="checkbox"/> DELETE WARMACK, ROY R. JR. ROUTE 3, BOX 589 TALLAHASSEE FL 32308	1.3 STREET ADDRESS	
CITY-ST-ZIP	DP <input type="checkbox"/> DELETE SMITH, J WAYNE 2523 GLEN LANE INDEPENDENCE MO	1.4 CITY-ST-ZIP	
	DV <input checked="" type="checkbox"/> DELETE WALLACE, JOHN D. 112 PINION CIRCLE LAFAYETTE LA 70508	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
	DST <input type="checkbox"/> DELETE LAWSON, STEPHEN P. 4494 LINDELL BLVD ST. LOUIS MO 63108	2.2 NAME	
		2.3 STREET ADDRESS	
		2.4 CITY-ST-ZIP	
		3.1 TITLE	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
		3.2 NAME	JOE D. ATKINS
		3.3 STREET ADDRESS	1411 8th Street
		3.4 CITY-ST-ZIP	Concordo, CA 92118-7202
		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		4.2 NAME	
		4.3 STREET ADDRESS	
		4.4 CITY-ST-ZIP	
		5.1 TITLE	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
		5.2 NAME	Richard Prangen
		5.3 STREET ADDRESS	573 Arthur Godfrey Road
		5.4 CITY-ST-ZIP	Miami Beach, FL 33140
		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		6.2 NAME	
		6.3 STREET ADDRESS	
		6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Stephen P. Lawson SIGNATURE REQUIRED 2/19/99 314-371-6000
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # X200

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CR2E037 (11/98)