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CUSTOMER NO: 6469B

CUSTOMER: Marlis J. Spear, Legal Asst
MAGUIRE VOORHIS & WELLS, P.A.

P. O. Box 633

Orlando, FL 32802

DOMESTIC FILING

NAME: SPRINGHILLS TRANSPORTATION AND
BOTANICAL WATER GARDENS
ASSOCIATION, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION

OF

SPRINGHILLS TRANSPORTATION AND BOTANICAL WATER GARDENS
ASSOCIATION, INC.

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The undersigned, desiring to form a charitable corporation under the Florida Not For Profit Corporation Act (the "Act"), hereby certifies and acknowledges that:

ARTICLE I

Name

The name of the Corporation shall be Springhills Transportation and Botanical Water Gardens Association, Inc.

ARTICLE II

Principal Office

The principal office and mailing address of the Corporation is 3700 N.W. 91st Street, Suite A-100, Gainesville, Florida 32606.

ARTICLE III

Duration

The existence of the Corporation shall commence on the date of the filing of these Articles of Incorporation by the Department of State, and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV

Purpose

The Corporation is organized and shall be operated exclusively for charitable purposes, including for such purposes, but without limitation thereon, to lessen the burdens on state and local governments in Florida by studying and analyzing transportation, traffic and growth patterns, by analyzing problems and needs of localities within Florida, presenting such studies, reports and data to the appropriate government entities, and by assisting state and local governments in Florida by contributing resources toward the construction and repair of infrastructures, landscaping and related improvements.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the Act upon non-profit corporations, including, but without limitation thereon, the right

and power to receive gifts, bequests and contributions in any form, to collect dues and to use, apply, invest and reinvest the principal and/or income therefrom and to distribute or expend the same for the above educational and charitable purposes.

ARTICLE V

No Personal Benefit

Except as permitted by the Act and the Internal Revenue Code of 1986, as amended (the "Code"), no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or private individuals, but 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 IV above. It is intended that this Corporation shall have, and continue to have, the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code.

ARTICLE VI

Prohibited Acts

The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Sections 501(a) and 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions in these Articles, the Corporation shall not carry on activities not permitted to be carried on by a corporation exempt from federal taxation under Sections 501(a) and 501(c)(3) of the Code.

ARTICLE VII

Distribution of Assets

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all known liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable purposes to an entity that, at the time of such distribution, is operated exclusively for one or more of the purposes described in Sections 170(c)(2) and 501(c)(3) of the Code. Any of such assets not so distributed shall be distributed by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the purposes specified in the preceding sentences or to such entity or entities described

in Sections 170(c)(2) and 501(c)(3) of the Code as said court shall determine.

ARTICLE VIII

Members

The qualifications for members and the manner of their admission shall be set forth in the Bylaws of the Corporation.

ARTICLE IX

Initial Registered Office and Registered Agent

The street address of the Corporation's initial registered office shall be 3700 N.W. 91st Street, Suite A-100, Gainesville, Florida 32606 and the name of the Corporation's initial registered agent at the registered office shall be Sandra H. Sontag.

ARTICLE X

Number of Directors

This Corporation initially shall have four (4) directors. The number of directors may be increased or decreased from time to time by the Board of Directors or the members in accordance with the By-Laws of this Corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual, regular or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Board of Directors. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE XI

Initial Board of Directors

The initial members of the Board of Directors (and their addresses) who shall serve until their successors have been elected, are:

<u>Name</u>	<u>Address</u>
Sandra H. Sontag	13130 N.W. 39th Avenue Gainesville, Florida 32606
Eugene B. Haufler	3700 A-100 N.W. 91st Street Gainesville, Florida 32606
Jan Bullard	3000 N.W. 83rd Street Building F250 Gainesville, Florida 32606
Sharon Breitenger	Post Office Box 749 Gainesville, Florida 32602-0749

ARTICLE XII

Initial Members

The initial members of the Corporation shall be the four (4) individuals named above that comprise the initial Board of Directors.

ARTICLE XIII

Incorporator

The name and address of the incorporator of the Corporation is Sandra H. Sontag, 13130 N.W. 39th Avenue, Gainesville, Florida 32606.

ARTICLE XIV

Amendment of Statutes

Any reference in these Articles of Incorporation to a section of the Code or to the Act shall be interpreted to include a reference to the corresponding provisions of any applicable future United States internal revenue law or Florida not-for-profit corporation law.

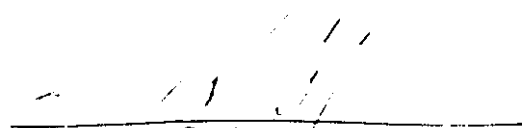
ARTICLE XV

Amendment of Articles

Amendments to the Articles of Incorporation of the Corporation shall be adopted by a majority vote of the members of the Corporation entitled to vote on such amendments. The vote of members on any such amendments shall be at an annual, regular or special meeting of the members or by written consent signed by a majority of the members in accordance with Florida Statutes Section

617.0701 and any member may vote on such amendments by proxy. If there are no members, such amendments may be adopted by a majority vote of the Board of Directors.

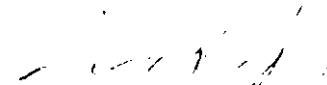
Dated: July 15, 1996



Sandra H. Sontag
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Sandra H. Sontag, Registered Agent

Dated: July 15, 1996

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