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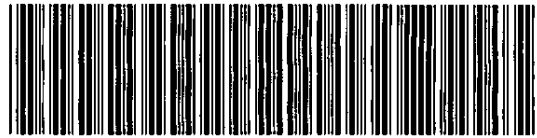
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2009 JUL 27 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

TB

JUL 29 2009

LAW OFFICE OF
WAGGONER & BRUEHL, P.A.

Timothy J. Bruehl
Jacqueline Bruehl

5400 Pine Island Road, Suite D
Bokeelia, FL 33922
(239) 283-1076 Direct
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Paul H. Waggoner
of Counsel

July 23, 2009

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: St. James City Civic Association, Inc.

Dear Sir/Madam:

I am enclosing herewith Amended and Restated Articles of Incorporation relative to the above referenced corporation and our check in the amount of \$35.00 for filing of the same.

Thank you for your assistance in this matter.

Very truly yours,



Paul H. Waggoner
PHW/emg
Encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. JAMES CITY CIVIC ASSOCIATION,
INC.**

**A Florida "Not for Profit" Corporation
Pursuant to the provision of Florida Statute 617.1002 and 617.1007**

The Articles of Incorporation of St. James City Civic Association, Inc., a Florida Not for Profit Corporation, are hereby Amended and Restated pursuant to the provisions of the Statutes recited above.

The undersigned, acting as President and Secretary of a corporation under Chapter 617 of Florida Statutes, adopts the following Amended and Restated Articles of Incorporation:

A. NAME OF CORPORATION: The name of the corporation is ST. JAMES CITY CIVIC ASSOCIATION, INC.

B. PRINCIPAL OFFICE: The principal office of the corporation is located at 3300 Fourth Avenue, St. James City, FL 33956.

C. MAILING ADDRESS: The mailing address of the corporation is P. O. Box 605, St. James City, FL 33956

D. REGISTERED AGENT: The name of the registered agent of the corporation is Maryann Harms. The address of this registered agent is 2953 Bracci Dr., St. James City, FL 33956

E. DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

F. BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

G. OFFICERS: The officers of the corporation shall be a President, Vice-President, Treasurer and Secretary and such officers as may be approved by the Board of Directors. The method of selection, term and duties of the officers shall be state in the By-Laws.

G. CORPORATE PURPOSES: The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law."
2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational 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.
3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
4. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

I. 501(c)(3) LIMITATIONS

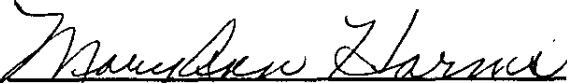
1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these 7 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propoganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the

assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to the CALUSA LAND TRUST AND NATURE PRESERVE OF PINE INSLAND, INC. recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

J. INDEMNIFICATION - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Amendment and Restatement are hereby executed by Maryann Harms, President and Sharon Astle, Secretary, of the corporation on this 6th day of July, 2009.



Maryann Harms, President

ATTEST:


Sharon Astle, Secretary

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for ST. JAMES CITY CIVIC ASSOCIATION, INC. a Florida not for profit corporation, and do hereby declare that I am familiar with and accept the duties, responsibilities and obligations as registered agent for said corporation pursuant to the provisions of Section 607.0501 Florida Statutes.


Maryann Harms

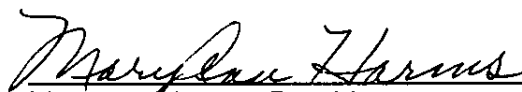
Date: July 6, 2009

CERTIFICATE OF AMENDMENT

WE, the undersigned, officers of the ST. JAMES CITY CIVIC ASSOCIATION, INC., a corporation not to profit existing and operating under the laws of the State of Florida, do hereby certify:

1. That we are the President and Secretary of said Association.
2. That a special meeting of the membership, duly called according to the Articles of Incorporation and the By-Laws of the Association was held on July 6, 2009.
3. A quorum was present, necessary to transact business at said meeting.
4. That a unanimous vote of the membership present resolved to adopt the Amended and Restated Articles of Incorporation. Said votes being sufficient for approval of the Amendment and Restatement.
5. We do further hereby certify that a true copy of the proposed Amended and Restated Articles of Incorporation is attached hereto and made a part hereof.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 6 day of July, 2009.


Maryann Harms, President

ATTEST:


Sharon Astle, Secretary