

NB20000004459

5735 Dickinson Road
Jacksonville, Florida 32211

June 3, 2002

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
6-1-02

Re: Articles of Incorporation, Registered Agent Designation, and Certified Copy of
Articles of Incorporation for Conserve and Protect Florida's Scenic Beauty,
www.scenicbeauty.org, Inc.

Dear Sirs:

Please file the enclosed Articles of Incorporation, together with the Registered Agent
Designation.

Please return to me a certified copy of the Articles of Incorporation.

Please find enclosed a check in the amount of \$78.75 made payable to the "Department
of State" for the requisite fees for articles of incorporation (\$35), the registered agent designation
(\$35) and the certified copy (\$8.75).

Respectfully,


John R. Crescimbeni

900005691999--7
-06/05/02--01024--005
*****78.75 *****78.75

FILED
02 JUN -5 AM 7: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

602-16386

KB/BS

6/12/02

6



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 6, 2002

JOHN R. CRESCIMBENI
5735 DICKINSON RD
JACKSONVILLE, FL 32211

SUBJECT: CONSERVE AND PROTECT FLORIDA'S SCENIC BEAUTY,
WWW.SCEICBEAUTY.ORG., INC.
Ref. Number: W02000016386

We have received your document for CONSERVE AND PROTECT FLORIDA'S SCENIC BEAUTY, WWW.SCEICBEAUTY.ORG., INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6930.

Donna Graves
Document Specialist
New Filing Section

Letter Number: 802A00037202

EFFECTIVE DATE

6-1-02

FILED

02 JUN -5 AM 7: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of

Conserve and Protect Florida's Scenic Beauty www.scenicbeauty.org, Inc.
A General Not For Profit Corporation

We, the undersigned:

1. Marion B. Hilliard
2902 Greenridge Road
Orange Park, Florida 32073-6412
2. Leslie H. Pierpont
4157 Ortega Blvd.
Jacksonville, Florida 32210-4421
3. John R. Crescimbeni
5735 Dickson Road
Jacksonville, Florida 32211-4610

Being natural persons of the age of eighteen (18) years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Law" of the State of Florida, do hereby adopt the following Articles of Incorporation:

1. NAME: The name of the corporation is Conserve and Protect Florida's Scenic Beauty www.scenicbeauty.org, Inc.

2. DURATION: The period of duration of the corporation is perpetual.

3. REGISTERED OFFICE AND ADDRESS; REGISTERED AGENT; STREET ADDRESS OF INITIAL PRINCIPAL OFFICE: The address of its initial Registered Office in the State of Florida is: 1549 Cesery Blvd., Jacksonville, Florida 32211 and the name of its initial Registered Agent at said address is: John R. Crescimbeni. The street address of the initial principal office is the same as the Registered Office address.

4. BOARD OF DIRECTORS: The first Board of Directors shall be 3 in number and their names and addresses being as follows:

- a. Marion B. Hilliard
2902 Greenridge Road
Orange Park, Florida 32073-6412
- b. Leslie H. Pierpont
4157 Ortega Blvd.
Jacksonville, Florida 32210-4421

- c. John R. Crescimbeni
5735 Dickson Road
Jacksonville, Florida 32211-4610

The manner of election of the directors will be according to the bylaws.

5. **PURPOSES:** The specific purpose for which this corporation is formed is to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code (a) through efforts that promote the conservation and protection of scenic beauty, (b) through efforts that educate the public regarding the conservation and protection of scenic beauty, (c) through efforts that encourage and facilitate the adoption of laws, including amendments to the Florida Constitution, that will protect trees on public property from being removed or altered to enhance billboard visibility, that will allow beautification projects without being restricted by presence of billboards, that will allow local governments to exercise greater control over billboard removal, that will limit new billboard construction on highway systems until nonconforming billboards are removed, and that will provide meaningful reform for the manner by which billboards are compensated vis a vis eminent domain or other proceedings so that public funds may be conserved, (d) through efforts to place referenda establishing the same or similar measures on the ballot, and to secure the passage of such ballot initiatives, (e) through the protection of the environment, fish and wildlife resources, and protection of air and water quality, and (f) through efforts that otherwise benefit the social welfare by the adoption and enforcement of reasonable environment laws and policies. In addition, this corporation's general purposes shall include any other activity that will qualify this corporation as an exempt organization under Section 501(c)(4) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code. This corporation shall not directly or indirectly participate or intervene in political campaigns on behalf of, or in opposition to, any candidate for public office.

This corporation shall have the power to anything, perform any act, and exercise any right and any power now hereafter conferred by the laws of the State of Florida upon a general not for profit corporation organized under the laws of the State of Florida, and in general, to carry on any of the activities herein set forth to the same extent and as fully as a natural person might or could do. However, nothing set forth in these Articles shall be construed as authorizing the corporation to possess any purpose, object, or power to do anything forbidden by law to a not-for-profit corporation organized under the laws of the State of Florida or to engage in activity not approved by Section 501(c)(4) of the Internal Revenue Code, including any substitute or successor section. The corporation shall not possess or exercise any power or authority, either expressly, by interpretation or by operation of law, which will prevent it from at any time qualifying and continuing to qualify as a corporation described in Section 501(c)(4) of the Internal Revenue Code, including any substitute or successor section.

6. **DEDICATION OF ASSETS; INUREMENT OF INCOME:** The property of this corporation, including any net earnings, is irrevocably devoted only to charitable, educational or recreational purposes. No part of the corporation's net earnings shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons or entities, except that the corporation shall be authorized and empowered to pay reasonable compensation for

services rendered and to reimburse individuals for amounts expended by them in furtherance of the purposes set forth in Article 5 hereof.

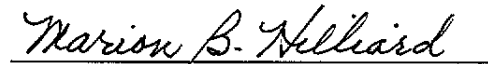
7. **DISSOLUTION; DISTRIBUTION OF ASSETS:** Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific, or social welfare purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code (including any substitute or successor section), as the Board of Directors may determine. Any asset not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operating exclusively for such purposes.

8. **BYLAWS.** Subject to the limitations contained in the Bylaws, and any limitations set forth in the General Not For Profit Corporation Law of the State of Florida concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added too, or new Bylaws may be adopted by a resolution of the Board of Directors.

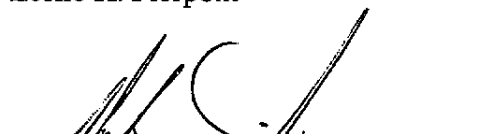
9. **ARTICLES OF AMENDMENT.** These Articles of Incorporation may be amended from time to time by majority vote of the Board of Directors then serving.

10. **EFFECTIVE DATE.** Pursuant to Section 617.0203(1), Florida Statutes, and unless otherwise required by applicable law, the effective date of incorporation and the date on which the corporate existence begins shall be June 1, 2002.

IN WITNESS WHEREOF, we have hereunto set our hands as incorporators of Conserve and Protect Florida's Scenic Beauty www.scenicbeauty.org, Inc. this 1st day of June, 2002.


Marion B. Hilliard


Leslie H. Pierpont


John R. Crescimbeni

FILED

02 JUN -5 AM 7:04

**DESIGNATION OF REGISTERED AGENT;
AND ACCEPTANCE OF REGISTERED AGENT**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091 and 617.0503, Florida Statutes, the following is submitted:

That Conserve and Protect Florida's Scenic Beauty www.scenicbeauty.org, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business in Jacksonville, Florida, has named John R. Crescimbeni, located at 1549 Cesery Blvd., Jacksonville, Florida, 32211, as its agent to accept service of process within Florida.

CONSERVE AND PROTECT FLORIDA'S SCENIC
BEAUTY WWW.SCENICFLORIDA.ORG, INC.

By: _____

John R. Crescimbeni
Incorporator

Dated: 06/01/2002

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties. In addition, the undersigned hereby acknowledges that he is familiar with, and accepts, the obligations provided for in Section 617.0503, Florida Statutes.

John R. Crescimbeni

Dated: 06/01/2002