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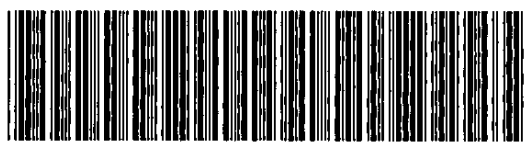
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00. Dickey AUG 23 2006

BLAIR M. JOHNSON, P.A.
ATTORNEY AT LAW
P. O. BOX 770496
425 S. DILLARD STREET
WINTER GARDEN, FLORIDA 34777-0496

(407) 656-5521

FAX (407) 656-0305

August 4, 2006

**Department Of State
Division Of Corporation
409 East Gaines Street
Tallahassee, Florida 32399**

re: Green Mountain Scenic Byway, Inc.

Dear Reader:

Enclosed is the original Articles Of Incorporation for the above-named proposed Florida Not-For-Profit Corporation. Also enclosed is a check in the amount of **\$70.00** representing the filing fee.

Please file the enclosed Articles Of Incorporation and return a filed copy to me in the enclosed self-addressed stamped envelope.

Thank you for your courtesies in this matter.

Sincerely,



Kathy Ann Dickey
Legal Secretary to
Blair M. Johnson, Esquire

kad
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 15, 2006

BLAIR M. JOHNSON, P.A.
P.O. BOX 770496
WINTER GARDEN, FL 34777-0496

SUBJECT: GREEN MOUNTAIN SCENIC BYWAY, INC.
Ref. Number: W06000036018

We have received your document for GREEN MOUNTAIN SCENIC BYWAY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6921.

Maryanne Dickey
Document Specialist Supervisor
New Filing Section

Letter Number: 906A00050460

ARTICLES OF INCORPORATION
Of
GREEN MOUNTAIN SCENIC BYWAY, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of this corporation shall be GREEN MOUNTAIN SCENIC BYWAY, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 15818 Vinola Drive, Montverde, FL 34756

ARTICLE III: PURPOSES

The purposes of the corporation are as follows:

To develop and maintain a Corridor Management Plan for the *Green Mountain Scenic Byway* in Lake County, Florida; to promote the preservation and beautification of this most significant, historic, recreational, scenic and natural resource; to promote positive managed development of this highway and adjacent properties; and to serve as a vehicle for community input to express the views and desires of the public for the preservation of the highway.

In all of its activities the Corporation will comply with the following guidelines:

- **The corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.**
- **No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal**

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tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of by the Court of Common Pleas 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 said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V: MEMBERSHIP

The qualification of members and the manner of their admission to this corporation shall be determined by the ByLaws of this corporation. Further, the membership of this corporation shall constitute all persons hereinafter named as subscribers and directors, and such other persons as, from time to time, hereafter may become members in the manner provided by the ByLaws.

ARTICLE VI: MANNER OF ELECTION OF DIRECTORS

The affairs of this corporation are to be managed by the following officers: President, Vice President, Secretary, Treasurer, and a Board of Directors consisting of the above officers and such other members as may be provided in the ByLaws. The officers and directors shall be elected at the annual meeting of the corporation, as provided in the ByLaws.

ARTICLE VII: INTERIM DIRECTORS

This corporation shall initially have eleven directors. The Board of Directors may be increased from time to time as provided in the Bylaws. The names and addresses of the persons who are to serve as directors of the corporation until the first election thereof are as follows:

Names Addresses

1. Kathleen Patterson- Chair- 16939 Seventh Street, Montverde, FL 34756

2. Greg Gensheimer- Vice Chair/ Contract Person (407) 469-7027
15810 Vinola Drive, Montverde, FL 34756

3. Patricia Erkert-Treasurer- 16131 Magnolia Creek Lane, Montverde, FL 34756
4. Ramona Phipps-Secretary- 14908 Tilden Road, Winter Garden, FL 34787
5. Jenifer Domerchie-East Central Florida Regional Planning Council-631 North Wymore Road, Suite100, Maitland, Florida 32751
6. Mike Woods-Lake Sumter MPO- 1616 South 14th Street, Leesburg, FL 34748
7. Craig Petrie-17700 Virginia Circle, Montverde, FL 34756
8. Maria Gallegos-16160 Hillside Circle, Montverde, FL 34756
9. Bob Resetar- 1540 Virginia Lee Circle, Brooksville, FL 34602
10. Fred Cranmer-P.O. Box 137, Ferndale, FL 34729
11. Frank Merritt-P.O. Box 704, Oakland, FL 34760

ARTICLE VIII: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

BLAIR M. JOHNSON, 425 South Dillard Street, Winter Garden, FL 34787

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


BLAIR M. JOHNSON Registered Agent

ARTICLE IX: INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

GREG GENSHEIMER, 15810 Vinola Drive, Montverde, FL 34756

ARTICLE X: BYLAWS

The ByLaws of this corporation shall be made, altered and rescinded only by the Board of Directors.

ARTICLE XI: AMENDMENTS

These Articles of Incorporation shall be amended only by proposal and adoption of the Board of Directors.


ARTICLE XII: POWERS

The corporation is to have the power to do any and all things necessary or expedient for carrying out the objectives and purposes of the corporation and in general to possess all rights, privileges and

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immunities, and enjoy all the benefits granted to corporations of similar character under the law of the State of Florida.

WITNESS the hand and seal of the incorporator this 30 day of June, 2006.



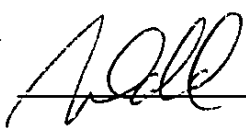
GREG GENSHEIMER
15810 Vinola Drive
Montverde, FL 34756


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STATE OF FLORIDA
COUNTY OF ORANGE

Personally appeared before me the undersigned authority, GREG GENSHEIMER, to me well-known to be the subscriber to the foregoing Articles of Incorporation of the GREEN MOUNTAIN SCENIC BYWAY, INC., a corporation not for profit, who, being by me, first duly sworn, acknowledged that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Oakland, Orange County, State of Florida, this 30th day of June, 2006.



 Valerie Nedd
My Commission DD373308
Expires November 29, 2008

My commission expires: 11-29-08

Notary Public, State of Florida