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**STATE OF FLORIDA
NOT-FOR-PROFIT CORPORATION**

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

THE FLORIDA COALITION FOR PRESERVATION, INC.

The Florida Coalition for Preservation, Inc., a corporation under Chapter 617, Florida Statutes, as amended, adopts the following Amended and Restated Articles of Incorporation for such corporation:

FIRST: The name of the corporation is: The Florida Coalition for Preservation, Inc.

SECOND: The period of its duration is perpetual.

THIRD: Both the street address and the mailing address of the principal office of the corporation is 235 NE Sixth Avenue, Building F, Delray Beach, FL 33483. The registered agent Joel T. Strawn, whose street address is 54 NE Fourth Avenue, Delray Beach, FL 33483.

FOURTH: The organization is organized and shall be operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include but shall not be limited to:

- a. providing to communities and organizations primarily within South Florida, and or such other organizations within the United States of America, those activities that further the protection of environmentally sensitive land and water bodies from unchecked residential and commercial development;
- b. conducting such educational instruction meetings, prepare and distributing educational materials and otherwise consider public policy environmental issues in an educational manner,
- c. training and supervising volunteers;
- d. providing outreach to similarly motivated public and private organizations by providing support services, including training and telephone and office support, for other environmental protection agencies; and
- e. providing such other services for the benefit of the community and its residents in crisis as deemed appropriate and approved by the Board of Trustees.

It is intended that said corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

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FIFTH: Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

- a. The corporation shall be a not-for-profit corporation and shall have no authority to issue capital stock.
- b. The corporation shall be a membership corporation. The qualifications for members and the manner of their admission shall be as regulated by the by-laws of the corporation.
- c. The affairs and business of the corporation shall be managed by a Board of Trustees having at least five (5) Trustees. Each member of the Board of Trustees shall have one vote. The trustees and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation.
- d. Without in any way limiting the foregoing, the corporation shall have those powers granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the corporation, limited only by the restrictions set forth in these Articles of Incorporation.
- e. No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer or trustee of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth, and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code, and the corporation shall not participate in, or intervene 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 provision of these Articles of Incorporation or the by-laws of the corporation, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- f. Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative vote of two-thirds of the Board of Trustees. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefore, all of the assets of the

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corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a federal, state, or local government, for public purposes.

- g. In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of the corporation, the following provisions shall apply:

The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The corporation shall not engage in any act of self dealing as defined in section 4941(d) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

h. Except as may otherwise be required by law, the corporation may, at any time, by the affirmative vote of two-thirds of the Board of Trustees, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

i. All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended, and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

SIXTH: The name and address of the Incorporator of the corporation and subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Thomas B. Evans, Jr.	4475 N. Ocean Blvd., Apt. 20B Delray Beach, FL 33483
Robert W. Ganger	1443 N. Ocean Blvd. Gulf Stream, FL 33483

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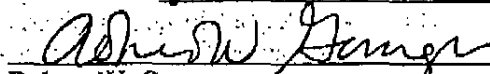
SEVENTH: The By-laws of the corporation shall be adopted, altered, amended or repealed only by vote of at least a majority of the Trustees.

EIGHTH: Amendments to these Articles of Incorporation may be made and adopted only by a vote of at least a majority of the Trustees. Amendments shall be effective when a copy thereof, properly executed and acknowledged, has been filed with the Florida Department of State.

NINTH: These Amended and Restated Articles of incorporation shall replace and supersede in their entirety the Articles of Incorporation of the corporation effective upon filing with the Secretary of State of Florida.

TENTH: Pursuant to the requirements of Florida Statute 617.1006 (3), these Amended and Restated Articles of Incorporation were adopted by the members on July 9, 2007 and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Restatement of the Articles of Incorporation this 09 day of JULY, 2007.


Thomas B. Evans, Jr.
Print Name: Thomas B. Evans, Jr.

Robert W. Ganger
Print Name: Robert W. GANGER

WRITTEN ACCEPTANCE BY THE REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as Registered Agent for THE FLORIDA COALITION FOR PRESERVATION, INC.


Joel T. Strawn, Registered Agent