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*FL BAR BOARD CERTIFIED
REAL ESTATE LAWYER
**ALSO MEMBER OHIO BAR

FRANK WOTITZKY (Of Counsel)
LEO WOTITZKY (1912-2005)

March 30, 2009

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32311

Re: Peace River Botanical & Sculpture Gardens, Inc.
Document No.: N08000008040

Gentlemen:

Enclosed please find a Certificate and Restated Articles of Incorporation of Peace River Botanical & Sculpture Gardens, Inc. Also enclosed please find our check in the amount of \$43.75 constituting the filing fee and fee for a Certificate of Status.

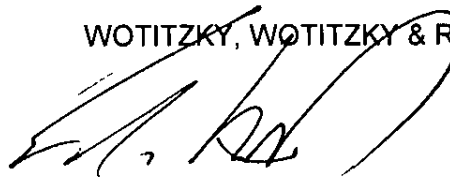
Please return all correspondence concerning this matter to the following:

Edward L. Wotitzky, Esq.
Wotitzky, Wotitzky & Ross, P.A.
223 Taylor Street
Punta Gorda, FL 33950

In the event additional information is needed concerning this matter, please contact the undersigned.

Very truly yours,

WOTITZKY, WOTITZKY & ROSS, P.A.



Edward L. Wotitzky

ELW/sjb
Enclosures



APR 13 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 6, 2009

WOTITZKY, WOTITZKY & ROSS, PA.
223 TAYLOR STREET
PUNTA GORDA, FL 33950-4427

SUBJECT: PEACE RIVER BOTANICAL & SCULPTURE GARDENS, INC.
Ref. Number: N08000008040

We have received your document for PEACE RIVER BOTANICAL & SCULPTURE GARDENS, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return 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) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

Letter Number: 409A00011495

RECEIVED
2009 APR 23 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Restated Articles of Incorporation

To: Amendment Section
Division of Corporations

Name of Corporation: Peace River Botanical & Sculpture Gardens, Inc., a Florida not-for-profit corporation

The undersigned, JANE BRENNER, as President of Peace River Botanical & Sculpture Gardens, Inc., a Florida not-for-profit corporation, in accordance with Section 617.1007(3) of the Florida Statutes, hereby certifies as follows:

1. At a duly called meeting of the Board of Directors of Peace River Botanical & Sculpture Gardens, Inc., the attached Restated Articles of Incorporation were duly adopted.
2. There are no members of the said corporation, and no membership approval for the Restated Articles of Incorporation is required, and the Board of Directors adopted same.

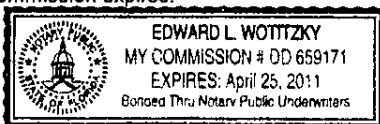
**PEACE RIVER BOTANICAL
& SCULPTURE GARDENS, INC.**

By: Jane Brenner
Jane Brenner, President

State of Florida
County of Charlotte

The foregoing Certificate was acknowledged before me this 12th day of March, 2009 by JANE BRENNER, as President of Peace River Botanical & Sculpture Gardens, Inc., a Florida not-for-profit corporation, on behalf of the said corporation. She is personally known to me or produced N/A as identification, and deposed and said the facts and matters set forth in the foregoing Certificate are true and correct.

My commission expires:



[Signature]
Notary Public

Printed Name of Notary

Commission Number

Restated
Articles of Incorporation
of
Peace River Botanical & Sculpture Gardens, Inc.
(A corporation not for profit)
501(c)(3)

FILED
2009 APR 23 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby confirms and certifies that the Board of Directors of Peace River Botanical & Sculpture Gardens, Inc. at a duly called meeting approved the following Restated Article of Incorporation and that there are no members entitled to vote on same. The undersigned confirms the adoption and approval of the following as the Articles of Incorporation:

ARTICLE I: NAME AND MAILING ADDRESS

The name of this corporation is PEACE RIVER BOTANICAL & SCULPTURE GARDENS, INC. and its mailing address shall be c/o 223 Taylor Street, Punta Gorda, Florida 33950.

ARTICLE II: DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III: PURPOSES

The purposes for which this corporation is organized are exclusively charitable, scientific and educational within the meaning of I.R.C. Section 501(c)(3).

ARTICLE IV: MEMBERSHIP

The membership of this corporation shall consist of those persons as may hereafter be admitted to membership pursuant to the Bylaws of the corporation, however, the members shall have no voting rights.

**ARTICLE V: REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the registered office of the corporation shall be 223 Taylor Street, Punta Gorda, Florida 33950. The name of the registered agent of the corporation is EDWARD L. WOTITZKY, Esq.

ARTICLE VI: INCORPORATOR

The name and residence of the original incorporator:

<u>NAME</u>	<u>ADDRESS</u>
Marilyn P. Mooney	654 Andros Court Punta Gorda, Florida 33950

ARTICLE VII: OFFICERS

Section 1. The officers of the corporation shall be a president, a vice-president, a secretary, a treasurer, and such other officers as may be provided in the Bylaws, all of whom shall be elected by the Board of Directors of the corporation at its annual meeting.

Section 2. Officers of this corporation shall also be members of the Board of Directors.

Section 3. The names of the persons who are to serve as officers until the first election under these articles of incorporation are:

<u>OFFICE</u>	<u>NAME</u>
President	Jane Brenner
Vice President	Cecy Glenn
Secretary	Heidi O'Gorman
Treasurer	Ron Olsen

ARTICLE VIII: BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have fifteen (15) initial Directors. The number of Directors may be changed from time to time in accordance with the Bylaws, but shall never be less than five (5) nor more than twenty-one (21).

ARTICLE IX: BYLAWS

The Board of Directors shall adopt such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary, and may from time to time amend, alter, or rescind the same by a simple majority vote of those present at a board meeting called for that purpose, or at a regular board meeting upon notice given, except as otherwise herein provided.

ARTICLE X: AMENDMENTS

These Restated Articles of Incorporation may be amended by a majority vote of all Directors at a duly called and noticed meeting held for that purpose as provided in the Bylaws.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making adequate provision for the payment of all of the liabilities of the corporation, distribute all of the remaining assets of the corporation to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, religious, educational, and/or scientific purposes and which has established its exempt status under I.R.C. Section 501(c)(3), or the corresponding provisions of any prior or future United States Internal Revenue Code. Any corporate assets 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 said purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes as this corporation is organized.

ARTICLE XII: INDEMNIFICATION

Every officer and director of this corporation shall be indemnified by the corporation against expenses and liabilities, including attorney's fees, reasonably incurred by or imposed on him or her in connection with a proceeding to which he or she is a party or in which he or she is involved because of being or having been a director or officer of this corporation, or a settlement of such proceeding, whether or not he or she is a director or officer at the time the expenses are incurred, unless he or she is adjudged guilty of wilful misfeasance or malfeasance in the performance of his or her duties; but if the settlement is made, the indemnification applies only when the Board of Directors approves the settlement and reimbursement as being in the best interest of the corporation. This indemnification is in addition to and not exclusive of other rights to which the directors or officers are entitled.

ARTICLE XIII: PROHIBITED ACTIVITIES

Section 1: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 of this corporation.

Section 2: 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.

Section 3: Other provisions of these articles of incorporation notwithstanding, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2) or the corresponding provisions of any future United States Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the President of this corporation hereby executes these Restated Articles of Incorporation this 17th day of March, 2009.

Signed, Sealed and Delivered in the Presence of:

Sara Wierhake
First Witness
Sara Wierhake
Printed Name of First Witness

Jane Brenner
Jane Brenner

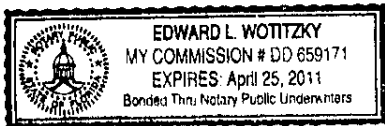
Edward L. Wotitzky
Second Witness
Edward L. Wotitzky
Printed Name of Second Witness

State of Florida
County of Charlotte

The foregoing instrument was acknowledged before me this 17th day of March, 2009, by JANE BRENNER, as President of PEACE RIVER BOTANICAL & SCULPTURE GARDENS, INC., a Florida not-for-profit corporation, on behalf of the corporation. She is personally known to me or produced AK as identification and did take an oath.

My commission expires:

Edward L. Wotitzky
Notary Public
Printed name of Notary
Serial or Commission Number



Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-named corporation at the place herein designated, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 17th day of March, 2009.

Edward L. Wotitzky
Edward L. Wotitzky