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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Signature]
AUG 21 2012
K. LEMIEUX

Lorelle Friend
2929 Turnbull Bay Rd.
New Smyrna Beach, FL 32168
386-423-2227

August 14, 2012

Florida Department of State
Division of Corporations
Amendment Division
P.O. Box 6327
Tallahassee, FL 32314

Re: Friends of Spruce Creek Preserve, Inc.

Dear Sir/Madam:

Please find enclosed a check in the amount of \$43.75 along with a restatement of the Articles of Incorporation of Friends of Spruce Creek Preserve, Inc. Please file this restatement and send me a certified copy of same.

Thank you for your assistance in this matter.

Sincerely,

Lorelle Friend - signed in her absence by
Barbara J. Henning
Director
Lorelle Friend, Sec./Treas./Director

**RESTATEMENT OF THE
ARTICLES OF INCORPORATION
OF
Friends of Spruce Creek Preserve, Inc.
(A Non-Profit Florida Corporation)**

We, the undersigned, do hereby associate ourselves together for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, and do hereby make, subscribe, acknowledge and file the following Restatement of the Articles of Incorporation as the revised Charter for such Corporation.

ARTICLE I - NAME/PRINCIPAL PLACE OF BUSINESS

The name of this Corporation is Friends of Spruce Creek Preserve, Inc. The principal place of business and mailing address is 2929 Turnbull Bay Rd., New Smyrna Beach, FL 32168, and at such other place or places in the State of Florida as may be determined by the Corporation.

ARTICLE II - NATURE OF BUSINESS.

The purpose for which this Corporation is organized is to effect the acquisition of properties within the existing and future boundaries of the Doris Leeper Spruce Creek Preserve ("the Preserve"), to promote long-term protection and sound management of the Preserve that balances conservation with suitable public uses of it, and to encourage activities dedicated to exploring the interrelationship of natural, cultural and recreational resources of the Preserve.

ARTICLE III - MEMBERSHIP

Eligibility for membership in the Corporation shall include the following:

1. Individual sponsors.
2. Corporate/group sponsors.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

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TALLAHASSEE, FLORIDA

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ARTICLE V - BOARD OF DIRECTORS

The affairs of the Corporation are to be managed by a Board of Directors. The Board of Directors will consist of at least three individuals with the maximum number to be as stated in the By-Laws, if adopted. Directors will be appointed by the President of the Corporation, with a concurring vote of a majority of the then constituted Board of Directors.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The Corporation designates KATE FRIEND, as it's Registered Agent, who shall maintain her registered offices at 701 Glades Ct., Suite A, Port Orange, FL 32127, pursuant to Section 617.0501, Florida Statutes.

ARTICLE VII - OFFICERS

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may, at its discretion, provide for such other officers as it sees fit. The officers shall hold office for one year from their election or until their successor or successors are duly elected and qualified. The manner of the election of officers shall be by majority vote of the Board of Directors, or as prescribed in the By-Laws of this Corporation, if adopted.

ARTICLE VIII - BY-LAWS

By-Laws of the Corporation may be made, adopted, altered or rescinded by a two-thirds (2/3's) vote of the directors of the Corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles Of Incorporation may be proposed and adopted as follows: An Amendment may be proposed by the Board of Directors or by any member, and may be considered at any meeting of the Board of Directors, regular or special, of which notice has been given according to the By-Laws if adopted,

which includes a notice of the substance of the proposed Amendment. The Amendment must be approved by a vote of two-thirds (2/3's) of the members of the Board of Directors.

ARTICLE X - ANNUAL MEETINGS

The Board of Directors must meet at least two times a year. The Corporation shall hold a General Meeting at least once a year, which may include the Annual General Meeting. The President shall call Special Meetings of the Corporation as needed. A Special Meeting may also be called by and at the written request of one-third of the membership, or by one-third of the then constituted Board of Directors.

ARTICLE XI - CORPORATE POWERS

This Corporation shall have all the powers permitted by law, together with such additional specific powers as may be contained in the By-Laws, if adopted.

ARTICLE XII - PURPOSE

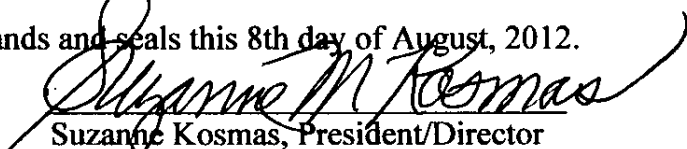
The purposes for which the Corporation is organized are exclusively charitable, religious, educational and/or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax code. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax code.

ARTICLE XIII - CORPORATE EARNINGS

No part of the net earnings of this Corporation shall inure to the benefit of any member or individual, except through the acquisition, construction, management, maintenance or care of the Corporation's property, or through the rebate of the

excess membership dues, fees or assessments. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining assets, and the balance of all remaining assets after the payment of all debts and obligations of the Corporation, 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 Trust for Public Lands, State of Florida, for a public purpose, if that organization is exempt under section 501(c)(3) at the time of dissolution. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively under section 501(c)(3) for such public purposes.

IN WITNESS WHEREOF, We, the undersigned, being the present officers of this Corporation, for the purpose of amending and restating the Articles of Incorporation do make and file this Restatement of the Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunder have set our hands and seals this 8th day of August, 2012.

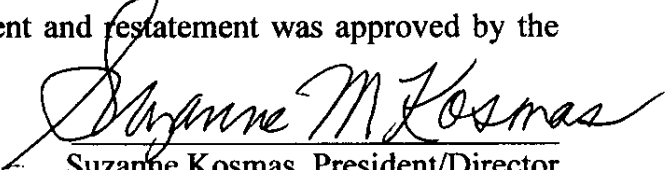

Suzanne Kosmas, President/Director


Michael Hickson, Vice President/Director


Lorelle Friend, Secretary/Treasurer/Director

CERTIFICATE

There are no members entitled to vote on this amendment and restatement of the Articles of Incorporation. This amendment and restatement was approved by the Board of Directors on August 8, 2012.


Suzanne Kosmas, President/Director

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, this day personally appeared SUZANNE KOSMAS, who is personally known to me, or who produced a Florida driver's license as identification, and known to be the person described in and who executed the foregoing Restatement of the Articles of Incorporation, and acknowledged before me that she executed the same for the purposes expressed therein as her voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid this ____ day of August, 2012.


Notary public

DIXIE A. Wilson
Notary name printed



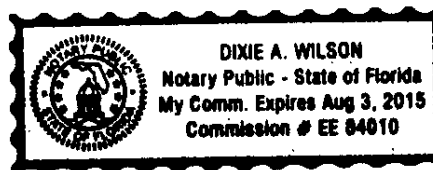
STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, this day personally appeared MICHAEL HICKSON who is personally known to me, or who produced a Florida driver's license as identification, and known to be the person described in and who executed the foregoing Restatement of the Articles of Incorporation, and acknowledged before me that he executed the same for the purposes expressed therein as his voluntary act and deed, and that the facts set forth therein are true and correct.

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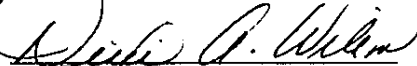
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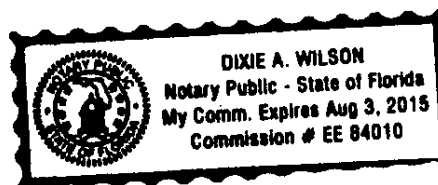
STATE OF FLORIDA
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BEFORE ME, the undersigned authority, this day personally appeared LORELLE FRIEND, who is personally known to me, or who produced a Florida driver's license as identification, and known to be the person described in and who executed the foregoing Restatement of the Articles of Incorporation, and acknowledged before me that she executed the same for the purposes expressed therein as her voluntary act and deed, and that the facts set forth therein are true and correct.

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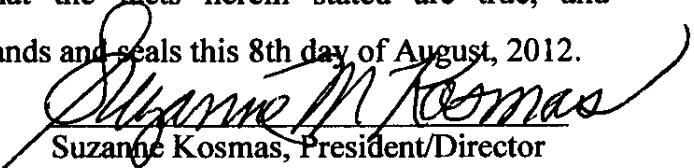
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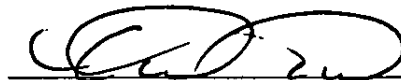
No part of the net earnings of this Corporation shall inure to the benefit of any member or individual, except through the acquisition, construction, management, maintenance or care of the Corporation's property, or through the rebate of the

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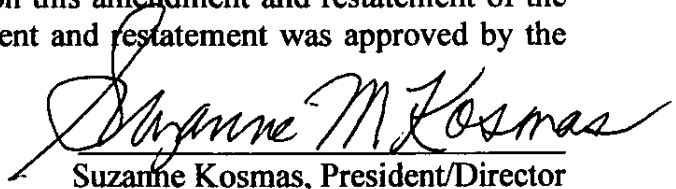

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Lorelle Friend, Secretary/Treasurer/Director

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Suzanne Kosmas, President/Director

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, this day personally appeared SUZANNE KOSMAS, who is personally known to me, or who produced a Florida driver's license as identification, and known to be the person described in and who executed the foregoing Restatement of the Articles of Incorporation, and acknowledged before me that she executed the same for the purposes expressed therein as her voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid this ____ day of August, 2012.

Dixie A. Wilson
Notary public

DIXIE A. Wilson
Notary name printed



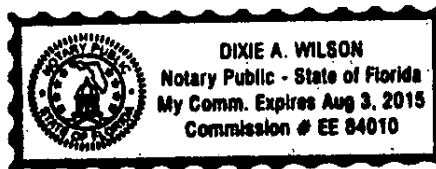
STATE OF FLORIDA
COUNTY OF VOLUSIA

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Notary Public

DIXIE A Wilson
Notary name printed



STATE OF FLORIDA
COUNTY OF VOLUSIA

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