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ROGERS TOWERS

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May 24, 2011

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

NAME OF CORPORATION: Scenic Jacksonville, Inc.
DOCUMENT NUMBER: N20049

To Whom It May Concern:

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

William D. Brinton
Rogers Towers, P.A.
1301 Riverplace Blvd., Suite 1500
Jacksonville, Florida 32207-1811

E-mail address: wbrinton@rtlaw.com

For further information concerning this matter, please call:
William D. Brinton at (904) 346-5537.

Enclosed is a check in the total amount of \$43.75 made payable to the "Florida Department of State" for the Filing Fee and for a Certified Copy (Additional copy for certification is enclosed)

Respectfully,



William D. Brinton

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SCENIC JACKSONVILLE, INC.**

The undersigned, as the sole directors of this Corporation and acting pursuant to Chapter 617 of the Florida Statutes, the "General Not For Profit Corporation Law" of the State of Florida, hereby adopt the following Amended and Restated Articles of Incorporation for such Corporation: Furthermore, pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation**, through its undersigned directors, adopts amendments to its Articles of Incorporation and incorporates all such amendments into these Amended and Restated Articles of Incorporation of Scenic Jacksonville, Inc.:

ARTICLE I: NAME OF CORPORATION

The name of the Corporation is **Scenic Jacksonville, Inc.**

ARTICLE II: PRINCIPAL ADDRESS

The principal street address and mailing address of the Corporation is 4165 Roma Boulevard, Jacksonville, Florida 32210.

ARTICLE III: MANNER OF ELECTION OF BOARD OF DIRECTORS

The directors shall be elected by the voting members. The voting members shall consist of the Board of Directors, any Honorary Members designated as voting members by the Board of Directors, any Life Members designated as voting members by the Board of Directors, and any additional members designated as voting members in accordance with the Bylaws.

ARTICLE IV: PURPOSES

The purposes for which the Corporation is now organized are exclusively charitable, educational or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code and more particularly its purposes are:

a. To protect and promote the scenic beauty of the consolidated City of Jacksonville, Florida, inclusive of Duval County, Florida, by educating the public regarding the adverse impact of visual pollution and encouraging the adoption of meaningful regulations on signs and outdoor advertising.

b. To promote and carry out programs that protect natural beauty in the environment, preserve and enhance landscapes and streetscapes, protect historical and cultural resources, promote enhancement of scenic approaches, improve community appearance, and foster establishment and preservation of scenic road systems.

c. To promote education of the public about the economic, social, and cultural benefits of protecting and enhancing scenic resources and community appearance.

d. To coordinate efforts to preserve and enhance visual resources.

e. To provide information to appearance commissions, garden clubs, historic preservation groups, environmental organizations, civic groups, government agencies, and other individuals and organizations interested in preserving and enhancing visual resources.

f. To research, study, and analyze federal, state, and local policies affecting the visual appearance of the Jacksonville area.

g. To encourage and foster any other such activity that has the purpose of promoting appreciation and preservation of scenic resources within the Jacksonville area.

h. To support the seven principles for scenic conservation developed by Scenic America.

i. To do anything, perform any act, and exercise any right or any power now or 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)(3) 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)(3) of the Internal Revenue Code, including any substitute or successor section.

ARTICLE V: ORIGINAL SUBSCRIBERS (INCORPORATORS)

The names of the original subscribers (incorporators) and their residence addresses as of the date of filing of the original articles of incorporation on April 8, 1987, were as follows:

S. William Gasset, 11120 West River Creek Drive, Jacksonville, Florida

William D. Brinton, 3461 Fitch Street, Jacksonville, Florida

Tracey I. Arpen, Jr., 3489 Loretto Road, Jacksonville, Florida

ARTICLE VI: INUREMENT OF INCOME

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 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 4 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 (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, including any substitute or successor section, or (b) by a corporation, contributions to which are deducted under Section 170(c)(2) of the Internal Revenue Code, including any substitute or successor section.

ARTICLE VII: LEGISLATIVE OR POLITICAL ACTIVITIES

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 (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE VIII: OPERATIONAL LIMITATIONS

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, including any substitute or successor section, or (b) by a corporation, contributions to which are deducted under Section 170(c)(2) of the Internal Revenue Code, including any substitute or successor section.

ARTICLE IX: DISSOLUTION

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, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (including any substitute or successor section or the corresponding provision of any future United States Internal Revenue Law), 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.

ARTICLE X: DATE OF EXISTENCE

This Corporation was initially incorporated on April 8, 1987 and the Corporation shall exist perpetually.

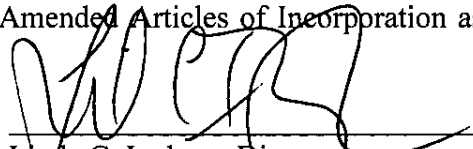
ARTICLE XI: DATE OF AMENDED ARTICLES

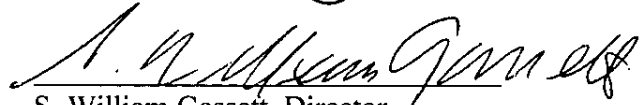
These Amended and Restated Articles of Incorporation were adopted on May 14, 2011.

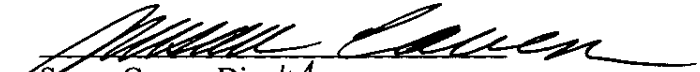
ARTICLE XII: METHOD OF ADOPTION

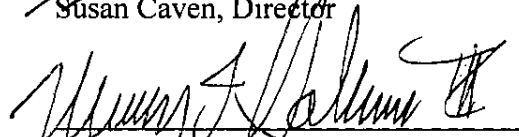
There were no members entitled to vote on the amendments to the articles of incorporation included in these Amended Articles of Incorporation. The amendment(s) and the Amended Articles of Incorporation were unanimously adopted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned four directors, consisting of all of the directors of the Corporation, have executed these Amended Articles of Incorporation as of the 14th day of May, 2011.


Linda C. Ingham, Director


S. William Gassett, Director


Susan Caven, Director


Murray F. Hawkins, III, Director