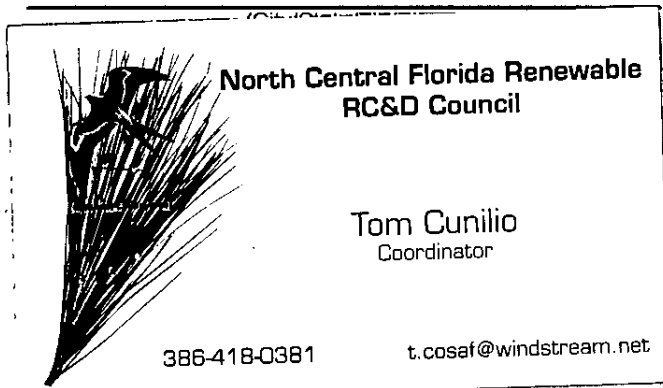


N35384

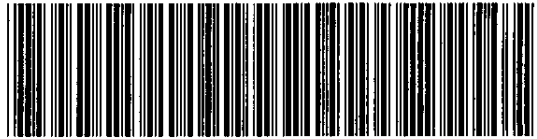
NC FC Renewable RG+D Council
- 22004 N.W. Co. Hwy. 2054
- ACACHUA, FL 32615



Certified Copies _____ Certificates of Status _____

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Amended &
Restated
Name Change
11/06/09--01005--011 **43.75

FILED
2009 NOV -6 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100789, 02470, 01048, 00524, 00671
11/20/09



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 16, 2009

North Central Florida Renewable RC & D Council
Atten: Tom Cunilio
22004 NW Co. Hwy 2054
Alachua, FL 32615

SUBJECT: FL RENEWABLE RESOURCE CONSERVATION AND
DEVELOPMENT COUNCIL, INC.
Ref. Number: N35384

We have received your document for FL RENEWABLE RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can find no record of the entity named in your document. A computer printout of a similar named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please delete the references to the shareholders in paragraph 8 since this corporation is a non-profit corporation.

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) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 409A00035470

AMENDED AND RESTATED ARTICLES OF INCORPORATION

FL RENEWABLE RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL, INC.
(new name) **NORTH CENTRAL FLORIDA RENEWABLE
RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL, Inc.**

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

We the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators, adopt the following **Articles of Incorporation** for such corporation pursuant to the Florida Statutes, Chapter 617, and the U.S. IRS Tax Code.

- FIRST: The name of the Corporation is North Central Florida Renewable Resource Conservation and Development Council, Inc.
- SECOND: The principal place of business is 22004 N.W. County Highway 2054 Alachua, Florida, 32615. The mailing address of its initial registered agent, Thomas V. Cunilio, is 3953 N.W. 27th Lane, Gainesville, FL 32606
- THIRD: The purposes for which this corporation is organized are exclusively charitable, technical, scientific and vocationally educational and consist of the following: to conserve and develop natural resources including natural human resources in and around the state of Florida with special focus upon **renewable energy and water conservation project development** for a multi-county area of counties to include but not be limited to Alachua, Bradford, Citrus, Marion and Union Counties. A focus of resource conservation and development in areas other than renewable energy will be made wherever and whenever practicable.
- FOURTH: Directors are elected according to the By-laws written and approved by the Steering Committee in March, 2005, Don M. Post, Chairman.
- FIFTH: The number of Directors constituting the initial Board of Directors is nine (9) and the names and addresses, including street and number of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:
Chris Etherton, Chairman, P.O. Box 808, Lake Butler, FL 32054
John Chamberlain, Vice Chair, 8620 NW 13th St., Gainesville, FL 32653
Matt Langholtz, 3764 N.W. 26th Terr., Gainesville, FL 32605
Clyde Forbes, Treasurer, P.O. Box 1267, Trenton, FL 32693
- SIXTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay and to make reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third 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 political 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 the Federal Income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law or (b) by a Corporation contributions which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal revenue law.).

SEVENTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all 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, economic development, religious or scientific purposes as shall at the time qualify as an exempt organization or organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court 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.

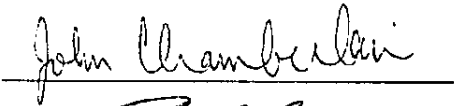
EIGHTH: The amended and restated articles were adopted by a majority of the Voting Members of the Steering Committee on 10/27/09 and that the number of votes cast was sufficient and the amended and restated articles were adopted by the board of directors

SIGNED:
AND
DATED

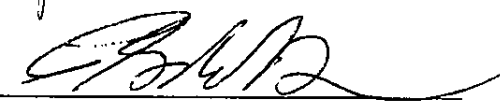
Chris Etherton, Chairman



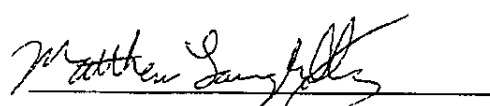
John Chamberlain, Vice Chairman



Clyde Forbes, Treasurer



Mathew Langholtz, Secretary



CERTIFICATE ACCOMPANYING RESTATED ARTICLES OF INCORPORATION

This is to certify that the FL Renewable Resource Conservation and Development Council has met and approval of both Members and the Board of Directors was obtained in a voice vote with one dissenting vote of a single voting member to;

- A) Restate its Articles of Incorporation and
- B) To rename the corporation to read "North Central Florida Renewable Resource Conservation and Development Council."

It is requested that our Florida Dept. of State filing number, N35384, be kept for this new filing. Our EIN# is 59-2989921.