

**N48042**  
**KEYSER & WOODWARD, P.A.**

**ATTORNEYS AT LAW**

POST OFFICE BOX 82  
501 ATLANTIC AVENUE  
INTERLACHEN, FLORIDA 32148

TIMOTHY KEYSER, J.D.  
MICHAEL W. WOODWARD, J.D., M.A., M.ED.

TELEPHONE 904-684-4673  
FACSIMILE 904-684-4674

10 July 1997

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

800002237848--5  
-07/14/97--01180--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Subject: Filing of Articles of Incorporation of  
T.R.E.E.S. of St. Augustine, Inc., not for profit

Dear Reader:

Enclosed please find an original of amended and restated articles of incorporation for the above corporation and a check totaling \$87.50 for the filing fee (\$35) and for a certified copy (\$52.50) of the articles.

Please return the original copy to me.

Sincerely,

  
Timothy Keyser

TK/je  
enclosures  
c: Ms. Maggi Hall

*Amended & Restated Art.*

VS JUL 17 1997



**ARTICLES OF AMENDMENT AND RESTATEMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
T.R.E.E.S. OF ST. AUGUSTINE, INC.**

**FILED**  
97 JUL 14 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In accord with the provisions of the Florida Not For Profit Corporation Act of Chapter 617 of the Florida Statutes, this corporation amends, restates, and adopts the following as its articles of incorporation:

**ARTICLE I - NAME**

The name of this corporation shall be T.R.E.E.S. OF ST. AUGUSTINE, INC. ("Take Responsibility for Environmental Ecological Society") but may also be referred to as TREES.

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business of this corporation shall be: 4 Tremerton Street, St. Augustine, Florida 32084 and mailing address is: Post Office Box 4133, St. Augustine, Florida 32085.

**ARTICLE III - PURPOSES**

The purposes for which the corporation is organized are:

1. Protecting and planting trees; educating the public on the importance and care of trees; and promoting the American Famous & Historic Tree program.
2. Advocating and advancing by all lawful means the conservation, preservation and restoration of the earth's natural resources with emphasis on locally endangered ecological systems.

3. Advocating and advancing, by all lawful means, the integration of the natural and social order and the general well-being of local communities.

4. This corporation is also organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 set forth in three Articles. 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 or in opposition to 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE IV - MANNER OF ELECTION OF DIRECTORS**

The number of directors, their methods of election, appointment and their respective duties shall be stated in the bylaws.

#### **ARTICLE VI - DISTRIBUTION OF ASSETS UPON DISSOLUTION**

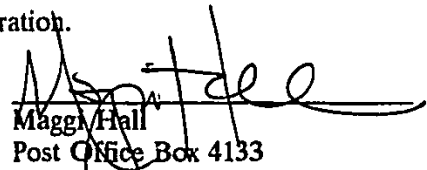
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 said court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE VII - AFFILIATION WITH COMPATIBLE ORGANIZATIONS**

This corporation may affiliate with like organizations but shall only act in accord with all activities and procedures required by the United States Internal Revenue Service.

#### **ARTICLE VIII - APPROVAL OF AMENDMENTS**

The undersigned certifies that these Amended and Restated Articles of Incorporation were approved on the 1<sup>st</sup> day of July 1997 by more than two-thirds of the members present and voting at a meeting duly noticed and called for the purpose of amending and restating the Articles of Incorporation.

  
Maggi Hall  
Post Office Box 4133  
St. Augustine, Florida 32085  
President