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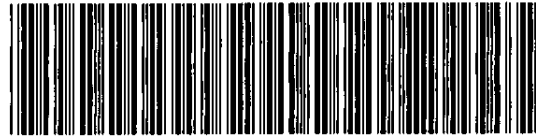
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Men's Garden Club of Jacksonville, Inc.

Signature _____

Requested by: SETH

08/16

Name _____

Date _____

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
MEN'S GARDEN CLUB OF JACKSONVILLE, INC.
(a Florida corporation, not for profit)

In compliance with Chapter 617, Florida Statutes, the following Amended and Restated Articles of Incorporation of Men's Garden Club of Jacksonville, Inc., a Florida corporation, not for profit, duly organized to do business under the laws of the State of Florida, with its Certificate of Incorporation having been filed with the office of the Secretary of State on the 8th day of August, 1995, is submitted. No members are entitled to vote on the amendments herewith. The amendments were adopted by the directors.

ARTICLE I

Name of the Corporation

The name of this corporation is Men's Garden Club of Jacksonville, Inc., a Florida corporation, not for profit.

ARTICLE II

Principal Place of Business and Mailing Address

Its principal office of business is 3516 Park Street, Jacksonville, Florida 32205. Its mailing address is Post Office Box 10791, Jacksonville, Florida 32247.

ARTICLE III

Purpose For Which the Corporation is Organized

The purpose for which the corporation is organized is the promotion and enhancement of the cultural, social and environmental benefits of horticultural activities.

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ARTICLE IV

Manner in which Directors are Elected

There shall be five (5) Directors elected by the membership. Directors shall be elected for two (2) year staggered terms. At a regular meeting in February of each year, the President shall appoint a Committee on Elections consisting of one (1) Past President, serving as chairman, one (1) current Director and one (1) other active member. The Committee on Elections shall nominate at least one (1) member for each of the following: President, Vice President, Secretary, Treasurer and Director positions eligible for election. The names of the members so nominated shall be submitted to the membership at the regular meeting in March and by mail not less than two (2) weeks prior to the Annual Meeting in April. Additional nominations may be received from the membership. At the Annual Meeting in April, the Chairman of the Committee on Elections shall have general charge of the elections. A majority of the members present at the Annual Meeting shall elect the Directors and Officers.

ARTICLE V

Directors

The names, address and titles of the Directors are:

Steve Blajian
Chairman
4314 Redwood Avenue
Jacksonville, FL 32207

Tim Burleigh
Director
505 Lancaster Street, Apartment 7C
Jacksonville, Florida 32204

Sam Costello
Director
5936 Caribbean Drive South
Jacksonville, Florida 32277

ARTICLE VI

Registered Agent

The name and street address of the Registered Agent is:

James Lewis
3516 Park Street
Jacksonville, Florida 32205

ARTICLE VII

Dedication of Assets

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 to make payments and distributions in furtherance of the purposes set forth in Article III.

ARTICLE VIII

Activities Not Permitted

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.

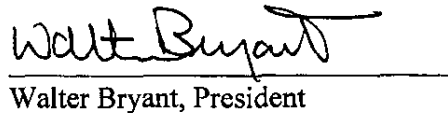
ARTICLE IX

Dissolution of the Corporation

Upon the dissolution of the corporation, the Executive Board shall adopt a plan of dissolution in accordance with the Laws of the State of Florida. After payment of all outstanding liabilities, including dissolution expenses, all remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to a similar not for profit organization or to a state or local governmental agency or educational institution, for a public purpose.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Amended and Restated Articles of Incorporation on this 15th day of August, 2016.


Steve Blajian, Chairman


Walter Bryant, President