

7960000 324.7

WERSHOW AND SCHNEIDER, P.A.

ATTORNEYS AT LAW

201 SOUTH EAST FIRST STREET

POST OFFICE BOX 1260

GAINESVILLE, FLORIDA 32602

PHONE (352) 328-7511

FAX (352) 328-7667

JONATHAN F. WERSHOW
PAMELA A. SCHNEIDER
DEAN F. GUILLOTTE

JAMES S. WERSHOW
PHIL JONES

May 20, 1996

300001837483
-05/23/96--01089--018
***122.50 ***122.50

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

RE: KEEP TRI-COUNTIES BEAUTIFUL,
INC

To Whom It May Concern:

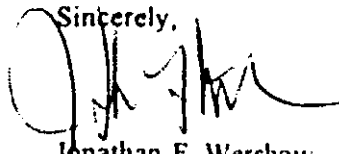
Enclosed please find the following:

- 1 Articles of Incorporation in duplicate.
- 2 Designation of Registered Agent in duplicate.
- 3 Check in the amount of \$122.50

W96-12057

Please send the certified copy under seal directly to me. If you have any questions please contact me. Thank you for your assistance in this matter.

Sincerely,


Jonathan F. Wershow

JFW/apm

55 JUN 13 11 01 17

AL JUN 18 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 6, 1996

JONATHAN F. WERSHOW, ESQ.
P.O. BOX 1260
GAINESVILLE, FL 32602

SUBJECT: KEEP TRI-COUNTIES BEAUTIFUL, INC.
Ref. Number: W96000012057

We have received your document for KEEP TRI-COUNTIES BEAUTIFUL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Florida law does not provide for the Secretary of State to serve as your registered agent. Please revise your document accordingly.

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 (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 896A00028382

FILED

96 JUN 18 AM 8:10

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation of such corporation:

ARTICLE I

The name of the corporation shall be KEEP TRI-COUNTIES BEAUTIFUL, INC.

The principal place of business of this corporation shall be: P.O. Box 647, Raiford, Union County, Florida 32083 with the physical address being Route 1, Box 375, Raiford, Florida 32083.

ARTICLE II

The period of the duration of this corporation is perpetual unless dissolved according to law.

ARTICLE III

The Corporation is organized, and shall be operated exclusively for the following purposes:

A. To protect, preserve, and improve the quality of life in Baker, Bradford and Union Counties. An example of the methodology to achieve these goals would be utilizing Keep America Beautiful's five step attitude change process. These steps are:

- * Get the Facts
- * Involve the People

- * Develop a Systematic Action Plan
- * Focus on Results
- * Provide Positive Reinforcement

B. To use public education, mass communications, governmental involvement and grassroots activities to prevent and control litter, improve solid waste management, and beautify the community.

C. To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations. The purposes of the Corporation are exclusively charitable, educational and scientific within the meaning of Section 501 (c)(3) of the Internal Revenue Code. The Corporation shall not take any steps which will serve to facilitate the transaction of specific business by its Directors, Officers or Members or promote the private interest of any Director, Officer or Member or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

D. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE V

The qualifications for members and the manner of their admission are as described in the by laws.

ARTICLE VI

The manner in which the directors are to be elected are stated in the by laws.

ARTICLE VII

The number consisting the initial Board of Directors of the corporation is 24, and the names and addresses of the persons who are to serve initially are:

Name	Address
Jacque Breman	Union County Extension 25 North First Street Lake Butler, Florida 32054
Ginny Bird	Lake Butler Rotary Club P.O. Box 767 Lake Butler, Florida 32054
Mike Eberhard	North Florida Reception Center P.O. Box 628 Lake Butler, Florida 32054
Mike Hudnall	New River Farms 755 East Main Street Lake Butler, Florida 32054
Roger Hunziker	Georgia Pacific P.O. Box 808 Lake Butler, Florida 32054

Mike Jamerson	Adopt A Shore P.O. Box 753 Alachua, Florida 32615
Laura Lynch	Lake Butler Middle School 150 S.W. 6th Street Lake Butler, Florida 32054
Terri Thompson	Baker County Extension Route 3, Box 1074B Macclenny, Florida 32063
Nathan Huntley	Boone Waste 2406 N.E. 19th Drive Gainesville, Florida 32609
Joy Rapp	Southside Elementary School 823 East Stansbury Starke, Florida 32091
Rebecca Salmon	Bradford County Extension 2266 N. Temple Avenue Starke, Florida 32091
Ingrid Smith	Starke Kiwanis Club P.O. Drawer H Starke, Florida 32091
Bruce Sullivan	Florida State Prison Route 2, Box 747 Starke, Florida 32091
Sidney Williams	Bradford County 4-H P.O. Box 1028 Starke, Florida 32091
Donny Wise	Bradford County Solid Waste P.O. Box 1148 Starke, Florida 32091

David Wright	Dupont P.O. Box 753 Starke, Florida 32091
Nell Dowling	Macclenny Women's Club P.O. Box 93 Olustee, Florida 32072
Wanda Holliday	Personnel Manager Wal Mart Store 1205 1160 South Sixth Street Macclenny, Florida 32063
Pat Jacobs	Baker County High School 392 S. Blvd. East Macclenny, Florida 32063
Susan Kett	USDA Forest Service P.O. Box 70 Olustee, Florida 32072
Mark Lowery	Refuse Rangers P.O. Box 669 Glen St. Mary, Florida 32040
Sandy Lyon	Baker County Extension Route 3, Box 1074B Macclenny, Florida 32063
Mitzi Nelson	Director, Baker County Recreation 55 North 3rd Street Macclenny, Florida 32063
Rosa A. Williams	Northeast Florida State Hospital Route 1, Box 519 Macclenny, Florida 32063

ARTICLE VIII

This corporation is organized under a non-stock basis.

ARTICLE IX

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

ARTICLE X

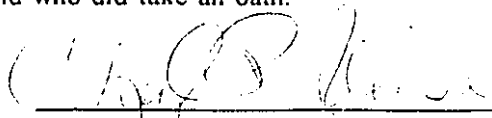
The name and address of each incorporator is: James Croft, P.O. Box 647, Raiford, Florida 32083.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of JUNE, 1996.


JAMES CROFT

STATE OF FLORIDA
COUNTY OF Bradford

June The foregoing instrument was acknowledged before me this 12 day of June, 1996 by JAMES CROFT, who is personally known to me or who has produced a driver's license as identification and who did take an oath.



NOTARY PUBLIC

My Commission Expires:



FILED

96 JUN 18 AM 8:18

CLERK OF DISTRICT COURT
STATE OF FLORIDA


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That KEEP TRI-COUNTIES BEAUTIFUL, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at P.O. Box 647, Raiford, Union County, Florida 32083, with the physical address being Route 1, Box 375, Raiford, Florida 32083, has named JAMES CROFT located at the above address as its agent to accept service of process within this state. The principal address and registered office address are the same.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


JAMES CROFT
Registered Agent