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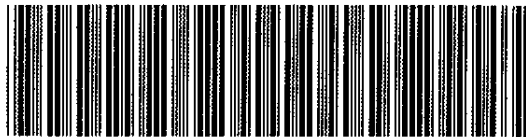
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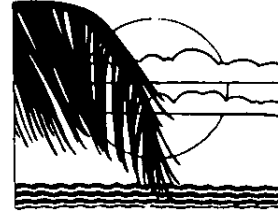
Restated

C.COULLIETT

OCT 31 2008

EXAMINER

FRIENDS OF MATANZAS



Telephone
(904) 794-1281

October 24, 2008

Amendment Section Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Name of Corporation: Friends of Matanzas, Inc.

Document Number: N97000000224

Dear Sirs:

The enclosed Restated Articles of Incorporation are submitted for filing, together with the required filing fee and fee for a Certificate of Status of \$43.75.

Please return all correspondence concerning this matter to the following:

Ann B. Taylor
1093 A1A Beach Blvd. # 205
St. Augustine, FL 32080

For further information concerning this matter, please call:

Ann B. Taylor at 904-794-1281

Sincerely,

A handwritten signature in cursive script that reads "Ann B. Taylor".

Ann B. Taylor
Treasurer
Friends of Matanzas

Restated Articles of Incorporation of

FRIENDS OF MATANZAS, INC.

N97000000224

The Articles of Incorporation of Friends of Matanzas, Inc., the original incorporator of which was Richard Hamann, 2020 S. E. 32nd Place, Gainesville, Florida 32641-1441, are hereby restated to read as follows:

ARTICLE I: NAME

The name of this organization is FRIENDS OF MATANZAS, INC.

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

a) The corporation's principal office and mailing address are:

1093 A1A Beach Blvd., PMB # 205, St/ Augustine, Florida 32080

ARTICLE III: PURPOSES

The corporation is organized exclusively for charitable, 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 law. More specifically, a primary purpose of the corporation is to protect and preserve the environmental health of the Matanzas River basin, comprising the estuary itself, the wetlands bordering it, and the watersheds that surround and influence it. This purpose will be achieved by educating the general public and state and local administrators about established facts, scientific

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principles, and practices that, if applied to policy, will keep the estuary clean and productive and will improve the livability of the small historical communities in the basin.

ARTICLE IV: RESTRICTIONS ON ACTIVITIES

a) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as and to the extent such activities may be permitted for the organization, during such time as the organization is qualified as a public charity pursuant to determination by the Internal Revenue Service, if an expenditure test election is in effect pursuant to Section 501(h) of the Internal Revenue Code or corresponding section of any future federal tax law.

b) 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.

c) No part of the net earnings of the Friends shall be distributed to, or used to benefit any of its members, trustees, directors, 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 this Article, subject however to the specific prohibitions on self-dealing set forth hereafter in this Article.

d) The following provisions shall apply to the corporation during any period that it does not qualify as a public charity pursuant to determination by the Internal Revenue Service:

i) The corporation shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax law.

ii) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

iii) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

iv) The corporation shall not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax law.

v) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

e) Notwithstanding any other provisions of these articles, the corporation shall not engage in any activities not permitted to be conducted by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax law.

ARTICLE V: MEMBERS

The corporation shall have members. The qualifications and rights of members and the manner of their admission shall be as provided in the by-laws of the corporation.

ARTICLE VI: DIRECTORS

The number, method of electing, and terms of directors shall be as provided in the by-laws of the corporation.

ARTICLE VII: REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's registered office is 201 Owens Avenue, St. Augustine, Florida 32080.

The name of the corporation's registered agent at that address is Patrick Hamilton.

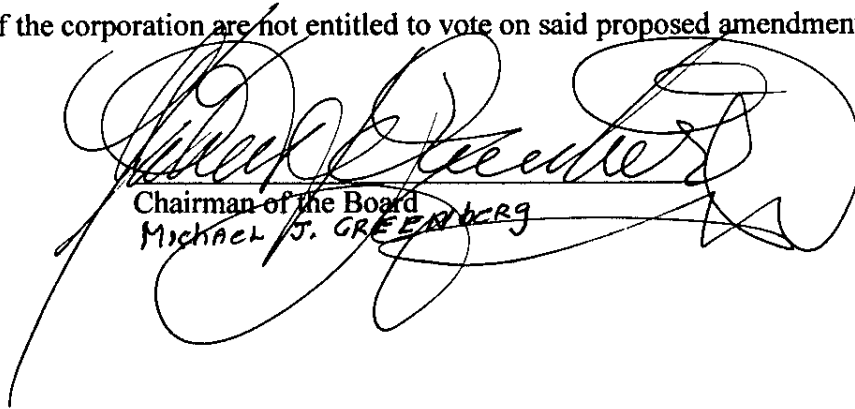
ARTICLE VIII: DISSOLUTION

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 the corresponding section of any future federal tax law, 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.

CERTIFICATE

The foregoing Restated Articles of Incorporation have been adopted by the Board of Directors of the corporation at a duly convened meeting thereof on

Sept. 22, 2008 (date), by a majority vote of the directors then in office. The members of the corporation are not entitled to vote on said proposed amendment.


Chairman of the Board
MICHAEL J. GREENBERG