

N97000002691

LAW OFFICE OF

WILLIAM L. ROSS, JR.

221 NORTH CAUSEWAY

NEW SMYRNA BEACH, FLORIDA 32169-5239

FLORIDA BAR BOARD CERTIFIED
REAL PROPERTY LAWYER

TELEPHONE 904-427-5227
FAX 904-423-3909

March 1, 1999

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*****43.75 *****43.75

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

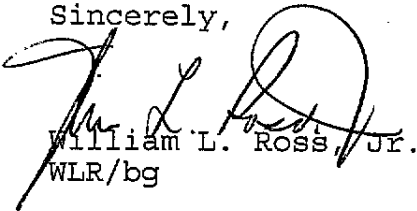
Re: Friends of Spruce Creek Preserve, Inc.

Dear Sir/Madam:

Please find enclosed a check in the amount of \$43.75 along with a Restatement of the Articles of Incorporation of Friends of Spruce Creek Preserve, Inc. Please file this restatement and send me a certified copy of same.

Thank you for your assistance in this matter.

Sincerely,


William L. Ross, Jr.
WLR/bg

FILED
99 APR 29 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated Art.
JB

MAY 4 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 9, 1999

WILLIAM L. ROSS, JR.
221 NORTH CAUSEWAY
NEW SMYRNA BEACH, FL 32169-5239

SUBJECT: FRIENDS OF SPRUCE CREEK PRESERVE, INC.
Ref. Number: N97000002691

We have received your document for FRIENDS OF SPRUCE CREEK PRESERVE, 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):

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

Non profit corporations are required to have at least 3 directors, please correct 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 (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 099A00010784

LAW OFFICE OF
WILLIAM L. ROSS, JR.

221 NORTH CAUSEWAY
NEW SMYRNA BEACH, FLORIDA 32169-5239

FLORIDA BAR BOARD CERTIFIED
REAL PROPERTY LAWYER

TELEPHONE 904-427-5227
FAX 904-423-3909

April 27, 1999

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

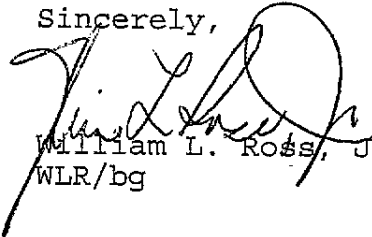
Re: Friends of Spruce Creek Preserve, Inc.
File No. N97000002691

Dear Sir/Madam:

Enclosed please find the reinstatement of the articles of the above-referenced corporation which have been amended according to your letter of March 9, 1999. Please file this reinstatement and forward a certified copy of same.

Please contact me if you have any questions concerning this matter.

Sincerely,



William L. Ross, Jr.
WLR/bg

RESTATEMENT OF THE
ARTICLES OF INCORPORATION
OF

Friends of Spruce Creek Preserve, Inc.
(A Non-Profit Florida Corporation)

FILED
99 APR 29 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, and do hereby make, subscribe, acknowledge and file the following Restatement of the Articles of Incorporation as the revised Charter for such Corporation.

ARTICLE I - NAME/PRINCIPAL PLACE OF BUSINESS

The name of this Corporation is Friends of Spruce Creek Preserve, Inc. The principal place of business is 465 Wildwood Drive, New Smyrna Beach, Florida 32168, and at such other place or places in the State of Florida as may be determined by the Corporation.

ARTICLE II - NATURE OF BUSINESS

The purpose for which this Corporation is organized is to effect the acquisition of properties within the existing and future boundaries of Spruce Creek Preserve, to promote sound management and long-term protection of the Preserve balanced with suitable public uses of it, and to develop organizations dedicated to exploring the interrelationship of natural and cultural resources.

ARTICLE III - MEMBERSHIP

Eligibility for membership in the Corporation shall include the following:

1. Individual sponsors.
2. Corporate/group sponsors.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V - BOARD OF DIRECTORS

The affairs of the Corporation are to be managed by a Board of Directors. The Board of Directors will consist of at least three individuals with the maximum number to be as stated in the By-Laws. Directors will be appointed by the President of the Corporation, with a concurring vote of a majority of the then constituted Board of Directors.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The Corporation designates WILLIAM L. ROSS, JR., as its Registered Agent, who shall maintain his registered offices at 221 North Causeway, New Smyrna Beach, Florida 32169, pursuant to Section 617.0501, Florida Statutes.

ARTICLE VII - OFFICERS

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may, at its discretion, provide for such other officers as it sees fit. The officers shall hold office for one year from their election or until their successor or successors are duly elected and qualified. The manner of the election of officers shall be prescribed in the By-Laws of this Corporation.

ARTICLE VIII - BY-LAWS

The By-Laws of the Corporation are to be made, altered or rescinded by a two-thirds (2/3's) vote of the directors of the Corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed and adopted as follows: An Amendment may be proposed by the Board of Directors or by any member, and may be considered at any meeting of the Board of Directors, regular or special, of which notice has been given according to the By-Laws, which includes a notice of the substance of the proposed Amendment. The Amendment must be approved by a vote of two-thirds (2/3's) of the members of the Board of Directors.

ARTICLE X - ANNUAL MEETINGS

The Board of Directors must meet at least two times a year. The Corporation shall hold a General Meeting at least once a year, which may include the Annual General Meeting. The President shall call Special Meetings of the Corporation as needed. A Special Meeting may also be called by and at the written request of one-third of the membership, or by one-third of the current Board of Directors.

ARTICLE XI - CORPORATE POWERS

This Corporation shall have all the powers permitted by law, together with such additional specific powers as are contained in the By-Laws.

ARTICLE XII - PURPOSE

The purpose for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

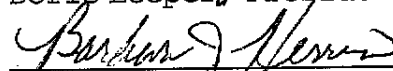
ARTICLE XIII - CORPORATE EARNINGS

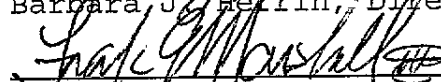
No part of the net earnings of this Corporation shall inure to the benefit of any member or individual, except through the acquisition, construction, management, maintenance or care of the Corporation's property, or through the rebate of the excess membership dues, fees or assessments. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining assets, and the balance of all remaining assets after the payment of all debts and obligations of the Corporation, 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 Trust for Public Lands, State of Florida, for a public purpose. Any such assets not disposed of

shall be disposed of by the Circuit Court of the county in which the principal office of the organization 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.

IN WITNESS WHEREOF, We, the undersigned, being the present officers of this Corporation, for the purpose of amending and restating the Articles of Incorporation do make and file this Restatement of the Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunder have set our hands and seals this 26 day of April, 1999.


Doris Leeper, President/Director


Barbara J. Herrin, Director


Frank Marshall, Vice President/
Director

CERTIFICATE

There are no members entitled to vote on this amendment and restatement of the Articles of Incorporation. This amendment and restatement was approved by the Board of Directors on April 16th 1999.


Doris Leeper, President

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, this day personally appeared DORIS LEEPER, who is personally known to me, or who produced a Florida driver's license as identification, known to be the person described in and who executed the foregoing Restatement of the Articles of Incorporation, and acknowledged before me that she executed the same for the purposes expressed therein as their voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of April, 1999.


My commission expires:  Barbara E. Garrett
MY COMMISSION # CC740181 EXPIRES
May 22, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Barbara E. Garrett
Notary Public
Barbara E. Garrett
Notary name printed

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, this day personally appeared BARBARA HERRIN, who produced a Florida driver's license as identification and known to be the person described in and who executed the foregoing Restatement of the Articles of Incorporation, and acknowledged before me that she executed the same for the purposes expressed therein as her voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid this 9th day of April, 1999.

My commission expires:  Barbara E. Garrett
MY COMMISSION # CC740181 EXPIRES
May 22, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


Barbara E. Garrett
Notary Public
Barbara E. Garrett
Notary name printed

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, this day personally appeared FRANK MARSHALL, who produced a Florida driver's license as identification and known to be the person described in and who executed the foregoing Restatement of the Articles of Incorporation, and acknowledged before me that he executed the same for the purposes expressed therein as his voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid this 26 day of April, 1999.

My commission expires:

 Barbara E. Garrett
MY COMMISSION # CC740181 EXPIRES
May 22, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Barbara E. Garrett
Notary Public
BARBARA E. GARRETT
Notary name printed

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

Friends of Spruce Creek Preserve, Inc.
(A Non-Profit Florida Corporation)

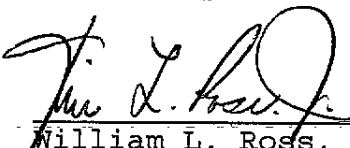
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That the Friends of Spruce Creek Preserve, Inc., a non-profit Florida corporation, desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of New Smyrna Beach, County of Volusia, State of Florida, has named WILLIAM L. ROSS, JR., 221 North Causeway, New Smyrna Beach, Volusia County, Florida, 32169, as its agent to accept service of process within this State.

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.

February 25, 1999



William L. Ross, Jr.
Registered Agent