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WILLIAM D. BRINTON & SIMMONS, P.A.
ATTORNEYS AT LAW
ONE INDEPENDENT DRIVE - SUITE 3200
JACKSONVILLE, FLORIDA 32202-5026
(904) 353-8800

A. GRAHAM ALLEN
WILLIAM D. BRINTON
SIDNEY S. SIMMONS, II
EDWARD MCCARTHY, III
JOELLE J. DILLARD
CHRISTOPHER M. HODGE

FACSIMILE
(904) 353-8770

June 11, 1998

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

RE: Scenic America-Florida Chapter, Inc.

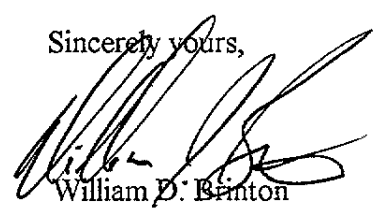
Dear Sirs:

Enclosed for filing are Articles of Incorporation for the above-referenced corporation.

Also enclosed is a check made payable to the Secretary of State in the amount of \$122.50 representing the fee for designating the registered agent (\$35.00) and the fee for filing the Articles of Incorporation (\$35.00) and the fee for a certified copy of the Articles of Incorporation (\$52.50).

If you have any questions or comments please call me collect.

Sincerely yours,


William D. Brinton

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Martha GAVE
WDB/ms-j AUTHORIZATION BY PHONE TO
CORRECT art. 3 + art. 4
DATE 6/16/98
BOC. EXAM. T.A.

TA-6/16/98

**Articles of Incorporation
of
Scenic America - Florida Chapter, Inc.
A General Not-For Profit Corporation**

We, the undersigned:

1. William D. Brinton
One Independent Drive, Suite 3200
Jacksonville, Florida 32202
2. William C. Jonson
2694 Redford Court West
Clearwater, Florida 34621
3. Penny Wheat
P.O. Box 981
Gainesville, Florida 32602-0981

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

being natural persons of the age of eighteen (18) years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Law" of the State of Florida, do hereby adopt the following Articles of Incorporation:

1. **NAME:** The name of the corporation is Scenic America-Florida Chapter, Inc.
2. **DURATION:** The period of duration of the corporation is perpetual.
3. **REGISTERED OFFICE AND ADDRESS:** The address of its initial Registered Office in the State of Florida is: One Independent Drive, Suite 3200, Jacksonville, Florida 32202-5026 and the name of its initial Registered Agent at said address is: William D. Brinton. The Principal Place of Business is the same as the Registered office address.
4. **BOARD OF DIRECTORS:** The first Board of Directors shall be 3 in number and their names and addresses being as follows:

- a. William D. Brinton
One Independent Drive, Suite 3200
Jacksonville, Florida 32202
- b. William C. Jonson
2694 Redford Court West
Clearwater, Florida 34621

c. Penny Wheat
P.O. Box 981
Gainesville, Florida 32602-0981

****The Manner Of Election of
Directors will be according
to the Bylaws.**

5. PURPOSES: The purposes for which the Corporation is organized are exclusively for charitable, educational or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code and more particularly its purposes are:

a. To promote and carry out programs that protect natural beauty in the environment, preserve and enhance landscapes and streetscapes, protect historical and cultural resources, promote the enhancement of scenic approaches and settings of cities and towns, improve community appearance, and foster establishment and preservation of scenic road systems.

b. To promote education of the public about the economic, social and cultural benefits of protecting and enhancing scenic resources and community appearance.

c. To coordinate local, regional, and state efforts to preserve and enhance visual resources.

d. To provide information to appearance commissions, garden clubs, historic preservation groups, environmental organizations, civic groups, governmental agencies, and other individuals and organizations interested in preserving and enhancing visual resources.

e. To research, study, and analyze federal, state, and local policies affecting visual resources.

f. To encourage and foster any such other activity that has the purpose of promoting appreciation and preservation of scenic resources.

g. To do anything, perform any act, and exercise any right in any power now hereafter conferred by the laws of the State of Florida upon a general not-for-profit corporation organized under the laws of the State of Florida, and in general, to carrying on any of the activities herein set forth to the same extent and as fully as a natural person might or could do. However, nothing set forth in these Articles shall be construed as authorizing the corporation to possess any purpose, object, or power to do anything forbidden by law to a not-for-profit corporation organized under the laws of the State of Florida or to engage in activity not approved by Section 501(c)(3) of the Internal revenue Code, including any substitute or successor section. The corporation shall not possess or exercise any power or authority, either expressly, by interpretation or by operation of law which will prevent it from at any time qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code, including any substitute or successor section.

6. **INUREMENT OF INCOME:** 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 or entities except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to reimburse individuals for amounts expended by them in furtherance of the purposes set forth in Article 5 hereof. 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 (including the publishing or distribution of statements) in any political campaign on behalf of 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, including any substitute or successor section, or (b) by a corporation, contributions to which are deducted under Section 170(c)(2) of the Internal revenue Code, including any substitute or successor section.

7. **LEGISLATIVE OR POLITICAL ACTIVITIES:** 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 (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

8. **OPERATIONAL LIMITATIONS:** 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 (including any substitute or successor section or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deducted under Section 170(c)(2) of the Internal Revenue Code (including any substitute or successor section).

9. **DISSOLUTION:** Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal revenue Code (including any substitute or successor section or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors may determine. Any asset not so disposed of shall be disposed of by the circuit court 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 the court shall determine, which are organized and operating exclusively for such purposes.

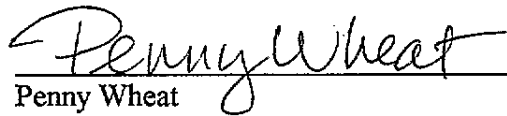
IN WITNESS WHEREOF, we have hereunto set our hands as incorporators of the Corporation this 6th day of June, 1998.



William D. Brinton



William C. Jonson



Penny Wheat

DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091 and 617.0501, Florida Statutes, the following is submitted:

That Scenic America-Florida Chapter, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business in Jacksonville, Florida, has named William D. Brinton, located at One Independent Drive, Suite 3200, Jacksonville, Florida, 32202, as its agent to accept service of process within Florida.

SCENIC AMERICA-FLORIDA CHAPTER, INC.

By: 

William B. Brinton

Incorporator

Dated: June 6, 1998

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties. In addition, the undersigned hereby acknowledges that it is familiar with, and accepts, the obligations provided for in Section 617.0503, Florida Statutes.


William D. Brinton

Dated: June 6, 1998

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TALLAHASSEE, FLORIDA