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BASIC AMENDMENT**THE SEVEN LIVELY ARTS ALLIANCE OF ST. JOHNS COUNTY,**

Certificate of Status	0
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*Amended & Restated
Articles w/ Name Change*

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. JOHNS COUNTY CULTURAL COUNCIL, INC.
f/k/a
THE SEVEN LIVELY ARTS ALLIANCE
OF ST. JOHNS COUNTY, INC.

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Pursuant to Section 617.1007 of the Florida Not for Profit Corporation Act, the Articles of Incorporation of The Seven Lively Arts Alliance of St. Johns County, Inc., are amended and restated as follows:

ARTICLE I. NAME

The name of the corporation is ST. JOHNS COUNTY CULTURAL COUNCIL, INC. (the "Corporation").

ARTICLE II. ADDRESS

The street address of the principal office of the Corporation is: 12326 Arbor Drive, Ponte Vedra Beach, Florida 32082. The mailing address of the principal office of the Corporation is: P. O. Box 2164, St. Augustine, Florida 32085-2164.

ARTICLE III. DURATION AND COMMENCEMENT

The Corporation will exist perpetually.

ARTICLE IV. PURPOSE

The Corporation is organized as a corporation not for profit, exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Prepared by Crystal Adkins, Esq.
Holland & Knight LLP (904)353-2000
50 North Laura Street, Suite 3900
Jacksonville, FL 32202
Florida Bar No.: 0014044

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ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the Corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

a. No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 Article IV hereof.

b. 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 distributing of statements) any political campaign on behalf of any candidate for public office.

c. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) 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 (ii) 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 VI. MEMBERS

The qualification for members and the manner of their admission will be as provided in the bylaws. The rights exercisable by members will also be as provided in the bylaws.

ARTICLE VII. REGISTERED OFFICE AND AGENT

The Corporation designates 12326 Arbor Drive, Ponte Vedra Beach, Florida 32082, as the street address of the registered office of the Corporation and names Henry F. Robert the Corporation's registered agent at that address to accept service of process within this state.

ARTICLE VIII. BOARD OF DIRECTORS

The Corporation shall have ten (10) directors. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than three (3). The method of election or appointment of the directors shall be as provided in the bylaws. The names of the directors are as follows:

L. John Arbizzani	Len Weeks
Jan Jertson	Sally Ann Freeman
James R. Spaulding	Gene E. Smith
George Featherston	John J. Reardon
Henry F. Robert, Jr.	Joseph Gordy

ARTICLE IX. BYLAWS

The bylaws of the Corporation shall be adopted by the Board of Directors of the Corporation and may be altered or rescinded in the manner prescribed therein.

ARTICLE X. AMENDMENTS

Amendments to the Articles of Incorporation may be proposed and adopted by the Board of Directors of the Corporation at a meeting of the Board regularly called.

ARTICLE XI. 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 code, 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.

ARTICLE XII. INDEMNIFICATION

The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or of any corporation not for profit of which the Corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or of any corporation not for profit of which the Corporation is a member. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors of the Corporation on March 13, 2000, and were adopted and approved by the affirmative vote of a majority of the Members of the Corporation having voting rights, present at a meeting of the members on March 13, 2000, at which meeting a quorum of the voting members of the Corporation was present, and the number of votes cast in favor of the Amended and Restated Articles of Incorporation was sufficient for its approval.

ST. JOHNS COUNTY CULTURAL
COUNCIL, INC.

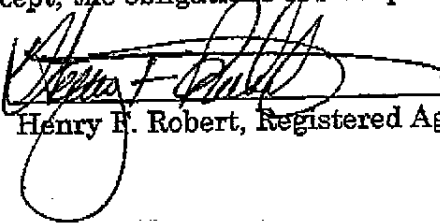
By: 

Print Name Henry F. Robert

Its: Executive Director

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not For Profit Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.


Henry F. Robert, Registered Agent

Dated: 7/6, 2000

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