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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

U.S. GREEN BUILDING COUNCIL - FLORIDA GULF COAST CHAPTER, INC.

These Amended and Restated Articles of Incorporation of U.S. Green Building Council - Florida Gulf Coast Chapter, Inc., a Florida not for profit corporation ("Corporation"), dated as of January 27, 2006, are being duly executed and filed by Jonathan R. Toppe, its President, to amend and restate the Corporation's original articles of incorporation, which were filed on October 6, 2004. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is: U.S. Green Building Council - Florida Gulf Coast Chapter, Inc. The principal place of business is 12032 Brewster Drive, Tampa, FL 33626-2500 and the mailing address is P O Box 23603, Tampa, FL 33623-2603.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The purposes for which this organization 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 or the corresponding provision of any future United States Internal Revenue law.

Specifically, the Corporation is organized for the following purposes:

- (a) Provide a medium at the local level for the advancement of the objectives of the of the U.S. Green Building Council, incorporated in the District of Columbia ("USGBC");
- (b) Provide educational programs and events that promote the purposes and objectives of the USGBC;
- (c) Assist other USGBC-approved organizing groups with the formation of USGBC chapters to serve local areas; and

- (d) Allow for the potential spin-off of a group or groups of members of the Corporation into a smaller geographic area, by redefining the area served by the Corporation to facilitate the formation of other locally based USGBC chapters.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation. Notwithstanding any other provisions 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 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV
Members

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is Corporate Center Three at International Plaza, 4221 W. Boy Scout Boulevard, Suite 1000, Tampa, Florida 33607-5736 and the mailing address is P. O. Box 3239, Tampa, Florida 33601-3239, and the name of its initial registered agent at such address is CFRA, LLC.

ARTICLE VI
Directors

The Corporation has fourteen (14) directors. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors. The name and address of each director of the Corporation who shall serve until his or her successor is duly elected and qualified are:

Jonathan R. Toppe	Toppe Consultants, Inc. 210 14 th Avenue North St. Petersburg, FL 33701
Advait Mantri	Mantri Consulting, LLC 12032 Brewster Drive Tampa, FL 33626-2500

Joe Souza	Filtrine 4208 Foxbridge Blvd Zephyrhills, FL 33543
Christopher Davis	Gresham, Smith and Partners Two Harbour Place 302 Knights Run Avenue, Suite 900 Tampa, FL 33602
Jennifer Kunz	Interface Flooring Systems, Inc. 1300 Pelham Road Winter Park, FL 32789
Michael Carlson	Carlson Studio Architecture 741 South Orange Avenue Sarasota, FL 34236
Scott Gerhardt	Milliken & Co. 223 Lime Circle South Dunedin, FL 34698
Cyndee Dornblaser	Dornblaser Marketing Resources 2102A West Horatio Street Tampa, FL 33609
Jodi John	Sarasota County Government Sustainable Sarasota 1660 Ringling Blvd. Sarasota, FL 34236
Josh Bomstein	Creative Contractors, Inc. 620 Drew Street Clearwater, FL 33755
Dr. Charles Kibert	University of Florida 309 NE 5th Avenue Gainesville, FL 32601
Nora Dublino	Knoll, Inc. 1234 Paradise Lake Drive Tarpon Springs, FL 34689
Stephen Koontz	Tampa Bay Trane 902 North Himes Avenue Tampa, FL 33609

Joanna Switzer	Collman & Karsky Architects 4301 Anchor Plaza Parkway, Suite 100 Tampa, FL 33634
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ARTICLE VII
Incorporator

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Nicole C. Kibert	Corporate Center Three at International Plaza 4221 W. Boy Scout Boulevard, Suite 1000 Tampa, FL 33607-5736

ARTICLE VIII
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX
Amendments

These articles of incorporation may be amended in the manner provided by law.

ARTICLE X
Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, 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 organization is then located, exclusively for such purposes.

CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles Of Incorporation of U.S. Green Building Council - Florida Gulf Coast Chapter, Inc. (1) contain amendments that do not require member approval, (2) were approved by the directors on January 27, 2006, and (3) the number of votes cast by the directors for such amendments was sufficient for approval.

Dated this 27th day of January, 2006.

U.S. Green Building Council - Florida Gulf
Coast Chapter, Inc.

By: 
Name: Jonathan R. Toppe
Title: President