

No 3000007824

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BASIC AMENDMENT

THUNDER BAY HORSE RESCUE, INC.

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The Thunder Bay Horse Rescue, Inc.
#343062-1

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THUNDER BAY HORSE RESCUE, INC.**

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At a meeting of the Board of Directors of Thunder Bay Horse Rescuc, Inc. (the "Corporation"), held on July 10, 2004, in the presence of a quorum of the Board of Directors, there being no members, it was unanimously resolved upon motion duly made, seconded and carried, that the following amendment shall be made to the Articles of Incorporation in accordance with the provisions of section 617.1006, Florida Statutes.

First: The Articles of Incorporation shall be amended to add the following provisions:

ARTICLE VII: RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted to not-for-profit corporations under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations. In addition thereto, the following shall govern the operations of the Corporation:

1. The Corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future Federal tax code.
2. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Articles III and VII of these Articles.
3. 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal

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income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) or the Internal Revenue Code of 1986, as amended or by the corresponding section of any future Federal tax code.

ARTICLE VIII: DEPOSITION OF ASSETS UPON DISSOLUTION

1. Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, 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.

2. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept distribution, then the assets of the Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future Federal tax code.

ARTICLE IX: ACCEPTANCE OF GIFTS, DEVISES AND BEQUESTS; APPLICATION THEREOF

The Officers or Directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation at all times reserves all rights over, interest in and control of such contributions with full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Articles III and VII of these Articles.

Second: The Corporation has no members and is governed exclusively by its Board of Directors.

Third: This Amendment was approved by the unanimous vote of the Board of Directors at a duly called meeting held on July 10, 2004.

Fourth: Except as expressly amended herein, the Articles of Incorporation of the Corporation shall remain unchanged.

Fifth: This Amendment shall become effective immediately upon filing with the Florida Secretary of State.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Amendment to Articles of Incorporation of Thunder Bay Horse Rescue, Inc. this 12th day of July, 2004.


GILLIAN AMORY, PRESIDENT