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Office of
DENISE D'APRILE, P.A.
Attorney at Law

3872-D Tamiami Trail
Port Charlotte, FL 33952

Telephone (813) 625-2303
Facsimile (813) 625-1466

March 1, 1995

CORPORATE RECORDS BUREAU
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

RECEIVED
DIVISION OF CORPORATIONS
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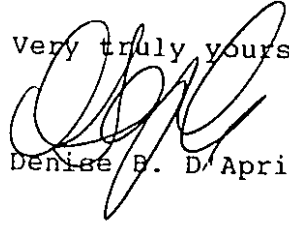
Re: Southwest Florida Equine Sports Association, Inc.

Dear Sir or Madam:

Enclosed herewith is the original and one copy of the amended Articles of Incorporation together with the Designation of Registered Agent for the above-captioned corporation. Enclosed also is a check in the amount of \$122.50 to cover filing fees, filing tax, and a certified copy of the Articles of Incorporation.

If you find the foregoing to be in order, I would appreciate your returning the certified copy of the Articles of Incorporation to me at your earliest convenience.

Very truly yours,


Denise B. D'Aprile, Esq.

DBD/cw
Enclosure

Articles changed per
conversation w/ Colleen
at atty's office.

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ARTICLES
OF
SOUTHWEST FLORIDA EQUINE SPORTS ASSOCIATION, INC.

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A Florida Not-For-Profit Corporation

The undersigned person, acting as incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Southwest Florida Equine Sports Association, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business of conducting horse shows and other related activities of a horseman's association as permitted under the laws of the United States and the State of Florida.

ARTICLE IV - POWERS

This corporation shall have the power to do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation, including, but not limited to, power to perform contracts for any lawful purpose, to engage in various funding and fund raising activities, and to acquire, hold, operate, maintain, and lease real and personal property to effectuate its purposes.

ARTICLE V - MEMBERS

This corporation is organized upon a non-stock basis.

The sole class of members of this corporation shall be its Board of Trustees (or Directors). The qualification for trustees (or directors) and the manner of their admission shall be required by the By-Laws.

The qualification for members and the manner of their admission shall be as regulated by the By-Laws.

The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding-up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE VI - REGISTERED AGENT AND OFFICE

The principal address & the initial registered office of the corporation is 26440 Indian Trail Drive, Punta Gorda, Florida, 33950. The name of its initial Registered Agent at such address is Paulette Stoudt.

ARTICLE VII - TRUSTEES (DIRECTORS)

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by its Board of Trustees (or Directors). The number of Trustees (or Directors) shall initially be ~~four~~ ; provided, however, that such number may be changed as provided by the By-Laws.

[REDACTED]

ARTICLE VIII - INCORPORATOR

The names and addresses of each incorporate are:

<u>NAME</u>	<u>ADDRESS</u>
Paulette Stoudt	26440 Indian Trail Drive Punta Gorda, FL 33950

ARTICLE IX - DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE X - AMENDMENT

These Article of Incorporation may be amended by a majority vote of the Trustees (or Directors).

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of Florida, have executed these Articles of Southwest Florida Equine Sports Association, incorporated on this 14 day of February, 1995.

Paulette Stoudt
PAULETTE STOUDT

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

Southwest Florida Equine Sports Association

2. The name and address of the registered agent and office is:

**Paulette Stoudt
26440 Indian Trail Drive
Punta Gorda, FL 33950**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE

Paulette Stoudt

DATE

2/14/95

REGISTERED AGENT FILING FEE: \$35.00