N96000006376

ROGERS, TOWERS, BAILEY, JONES & GAY
(Requestor's Name)
106 South Monroe St. - 2nd Floor
(Address)
Tallahassee, FL 32301 222-7200
(City, State, Zip) (Phone #)
Call Pat if problems. @ 222-7200

OFFICE USE ONLY
300002029573--6
-12/16/96--01016--019
*****70.00 *****70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 16 PM 1:07

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Horse Heaven, Inc.
(Corporation Name) (Document #)
2.
(Corporation Name) (Document #)
3.
(Corporation Name) (Document #)
4.
(Corporation Name) (Document #)

[X] Walk in [X] Pick up time 12-16 [ ] Certified Copy

[ ] Mail out [ ] Will wait [ ] Photocopy [ ] Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

Return a filed stamped copy

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

D. BROWN DEC 16 1996

Examiner's Initials	

CR2E031 (10/92)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 16 PM 1:07

ARTICLES OF INCORPORATION
OF
HORSE HEAVEN, INC.
(A Florida not-for-profit corporation)

ARTICLE I

The name of this corporation shall be:

HORSE HEAVEN, INC.

ARTICLE II

The principal office and mailing address of the corporation shall be:

7025 South Tropical Trail
Merritt Island, Florida 32952

The corporation retains the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by the Board of Directors.

ARTICLE III

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code").

In pursuance of the foregoing purposes, the corporation shall have the power to operate a Judeo Christian family recreation and special events center, including the maintenance of a park and related park facilities, and the operation of a horse camp facility.

ARTICLE IV

The corporation shall have perpetual existence, unless sooner dissolved in accordance with Florida law.

ARTICLE V

The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall have all of the powers necessary or appropriate for the administration of the affairs of the corporation.

The number of Directors shall be as many as determined from time to time by the Board of Directors; provided, that the Board shall always consist of at least three (3) persons. All Directors shall serve without compensation. The names and addresses of the initial Directors of the corporation are:

1.	Michael K. Clifford	7025 South Tropical Trail Merritt Island, Florida 32952
2.	Lindsey J. Clifford	7025 South Tropical Trail Merritt Island, Florida 32952
3.	Patti Jones	475 A1A Highway Satellite Beach, Florida 32937

The Directors shall be chosen in a manner set forth in the Bylaws of the corporation.

ARTICLE VI

No part of the net earnings of the corporation shall enure 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 III above. 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. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions t which are deductible under Section 170(c)(2) of the Code.

ARTICLE VII

The corporation shall have no members.

ARTICLE VIII

The name and address of the initial registered agent is:

Rogers, Towers, Bailey, Jones & Gay, P.A.
Attn: J. Kirby Chritton
1301 Riverplace Boulevard, Suite 1500
Jacksonville, Florida 32207

ARTICLE IX

The name and address of the incorporator to these Articles of Incorporation is:

John A. Sapora
1301 Riverplace Boulevard, Suite 1500
Jacksonville, Florida 32207

ARTICLE X

Upon the dissolution of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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.

For the purpose of organizing a not-for-profit corporation under Chapter 617, Florida Statutes, the incorporator hereby signs this document this 13th day of December, 1996.

John Sapora
John A. Sapora

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 16 PM 1:07

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, 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:

   HORSE HEAVEN, INC.

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

   Rogers, Towers, Bailey, Jones & Gay, P.A.
   Attn: J. Kirby Chritton
   1301 Riverplace Boulevard, Suite 1500
   Jacksonville, Florida 32207

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: ______________________
J. Kirby Chritton

DATE: 12/13/96

rmr\horsehea\articles