

NA 7000006252  
*Dominique C. Rihs*  
*Secretary of State*

5131 SUNBURY COURT • NAPLES, FL 34104-4731 • (941) 643-1845 • FAX (941) 643-5149

October 31, 1997

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\*\*\*\*\*78.50 \*\*\*\*\*78.50

Secretary of State  
State of Florida  
409 E. Gaines Street  
Tallahassee, FL 32301

RE: FILING ARTICLES OF NAPLES SPECIAL EQUESTRIANS, RIDING  
THERAPY, INC.

Dear Sir:

Enclosed herewith please find an original and (1) one copy of the Articles of Incorporation for the above corporation to be filed together with the requisite fee of \$70.00, plus \$8.50 for a certificate of Good Standing. Please return a file-stamped copy to the undersigned and Certificate. The effective date should be October 31st, 1997.

If you have any questions, please do not hesitate to contact this office.

Sincerely,  
*[Signature]*  
Dominique C. Rihs

FILED  
97 NOV -5 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures : (2) Original & Copy of Articles & \$70.00 + 8.50 for Certificate = \$78.50 {payable to the Secretary of State of Florida

DCR: Transmit.LSS PHONE OF SEC OF STATE 407-488-9000

*[Handwritten signature]*  
11/16/97

ARTICLES OF INCORPORATION  
OF  
NAPLES SPECIAL EQUESTRIANS, RIDING THERAPY, INC.

A Corporation Not for Profit

FILED  
97 NOV -5 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In order to form a corporation under the Laws of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers herein specified; and to that end we do, by these Articles of Incorporation, set forth:

I.

The name of the corporation shall be:

NAPLES SPECIAL EQUESTRIANS, RIDING THERAPY, INC. (the "Corporation") and its principal address and registered agent address are DIANE UHLEIN with an address of 1835 Gulf Shore Blvd. South, Naples, Florida, 34102.

II.

The purpose of the Corporation is a commitment of providing therapeutic horseback riding to improve the quality of life and physical dimension of the mentally and physically challenged and to provide a legal existence to receive and distribute contributions made for this therapeutic riding program.

The purposes for which the corporation 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. Notwithstanding any other provision 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.

III.

The Corporation shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing identifying children/adults who may participate, the parameters of the riding program and the qualifications of volunteers or staff that effectuate the riding program.

2. Enforce the provisions of these Articles of Incorporation and the Bylaws, and all rules and regulations governing the charitable foundation in operating the program, which may from time to time be established by the Board of Directors

V.

The Corporation shall have perpetual existence.

VI.

The principal office of the Corporation shall be located in Florida, but the Corporation may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

VII.

The affairs of the Corporation shall be managed by the Board of Directors. The Board shall have charge of all donated property, real and otherwise and shall be entrusted with such responsibility as civil law assigns to this office. The Board of Directors shall make decisions by a majority vote of the Board.

VIII.

The number of members of the first Board of Directors shall be ELEVEN (11). The number of members of succeeding Board of Directors shall be not less than five (5), or as otherwise provided for from time to time by the Bylaws.

IX.

The names and residence addresses of the members of the first Board of Directors, who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the Bylaws, shall hold office until a duly noticed meeting of the Corporation is held for the purpose of electing a Board of Directors in the year following the year this corporation is formed and thereafter until their successors are selected and have qualified, are as follows:

DIANE UHLEIN - PRESIDENT  
1835 GULF SHORE BLVD. S.  
NAPLES, FL 34102  
941-649-8040

CYNTHIA KESSLER-TREASURER  
3250 GREEN DOLPHIN LANE  
NAPLES, FL 34118  
941-434-7101

LYDIA BOTTEN - SECRETARY  
117 WADING BIRD CIRCLE #202  
NAPLES, FL 34110  
941-591-0468

DOMINIQUE RIHS, ESQ.  
5131 SUNBURY COURT  
NAPLES, FL 34104

DIANE LONG  
4258 KATHY AVE  
NAPLES, FL 34104  
941-261-2212

SAM NATALE  
3448 HIDDEN LAKE DR NO 5  
NAPLES, FL 34112  
941-793-7395

BONNIE KOZEL  
3392 TIMBERWOOD CIRCLE  
NAPLES, FL 34105  
941-262-4062

SUSAN MACDONALD  
2360 ERICK LAKE DRIVE  
NAPLES, FL 34109  
941-594-1389

DEBORAH STAFFORD  
2132 FREDERICK STREET  
NAPLES, FL 34112  
941-417-9575

KAREN BLACKWELL  
STABLE MANAGER  
65 EMERALD WOODS DR E7  
NAPLES, FL 34108  
941-597-2797

CHARLES WOEH<sup>R</sup>  
VICE CHAIRMAN  
3696 QUAIL WALK  
BONITA SPRINGS, FL 34134  
941-992-3951

X.

The incorporator to these Articles of Incorporation and her respective residence address, is set forth below:

DIANE UIHLEIN  
1835 Gulf Shore Blvd. South  
Naples, FL 34102

XI.

After approval of these Articles of Incorporation by the Secretary of State of Florida, the Board of Directors shall draw and submit, at a regular meeting, a set of Bylaws for adoption and approval by a majority of the Board of Directors. Any further amendment, rescission or revision of the Bylaws of the corporation or the Articles of Incorporation of the corporation shall be accomplished by affirmative vote of a majority of the Board.

XII.

Every Director of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director of the Corporation, whether or not he is a Director at the time such expenses are incurred, except in such cases wherein the Director is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director may be entitled.

XIII.

Upon dissolution of this corporation and prior to the completion thereof, all liabilities and obligations of the corporation shall be paid, satisfied and discharged and all the remaining assets, property and income owned or held by the corporation, but not owned or held upon a condition requiring return transfer or conveyance by reason of the dissolution, shall be expended for or applied to the purposes of the corporation, or one or more of such purposes, exclusively, by transferring and conveying such assets, property and income to **SPECIAL EQUESTRIANS HORSES AND HANDICAPPED, INC.**, a not for profit Florida corporation, or its assigns or successors. No part of the net earnings shall inure to the benefit of any private member or individuals.

However, if the above named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation or organization which is organized and operated exclusively for the purposes specified in section 501 (c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the Incorporator hereto has hereunto set his hand and seal this 31ST day of October, 1997.

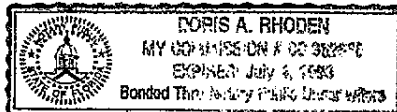
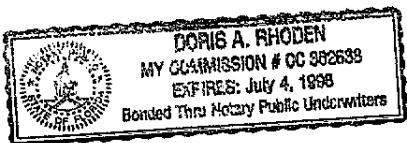
*Diane Uihlein*  
DIANE UIHLEIN, Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 31ST day of October, 1997, by, DIANE UIHLEIN, on behalf of NAPLES SPECIAL EQUESTRIANS, RIDING THERAPY, INC., a non profit Florida corporation. She is personally known to me "or" produced her drivers license and did not take an oath.

FL DL W450-864-48-601-0

*Doris A. Rhoden*  
NOTARY PUBLIC  
Printed Name: DORIS A. RHODEN  
MY COMMISSION EXPIRES:




CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE

In compliance with Florida Statutes Section 617.0501, and 607.0501, the following is submitted:

NAPLES SPECIAL EQUESTRIANS, RIDING THERAPY, INC., desiring to organize as a non profit corporation under the laws of the State of Florida, has designated 1835 Gulf Shore Blvd. South, Naples, FL 34102, as its initial Registered Office, and has named DIANE UIHLEIN, located at said address, as its initial Registered Agent.

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091, 617.0501, and 607.0501 relative to keeping open said office.

  
\_\_\_\_\_  
DIANE UIHLEIN  
REGISTERED AGENT

Instrument Prepared By:  
DOMINIQUE C. RIHS, ESQ.  
5131 SUNBURY COURT  
NAPLES, FL 34104  
(941)643-1845

DCR: EQ.inc FINAL 101797

FILED  
97 NOV -5 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA