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Equine Challengers, Inc. 935 Bay Dr. New Smyrna Beach, FL 32168

Florida Department of State Division of Corporations Ammendment Section P.O. Box 6327 Tallahassee, FL 32314

200002631332--8 -09/02/98--01065--002 *****87.50 *****87.50

Gentlemen:

Enclosed is form Articles of Amendment to Articles of Incorporation of Equine Challengers, Inc., a Florida Corporation. Also enclosed is our check in the amount of \$87.50 which represents payment of the filing fee and one certified copy of the amendment.

If you have any questions regarding the enclosed, please call me at the number below.

Louis Benishek
President
Equine Challengers, Inc.
935 Bay Dr.
New Smyrna Beach, FL 32168
(904) 427-4701

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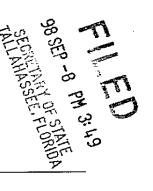
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ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of



 EQUINE.	CHALLENGERS, INC.	
	(present name)	

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

ARTICLE III and ARTICLE VII

SEE ATTACHED

SECONI	The date of adoption of the	e amendment(s) was: AUGUST 28, 1998		
THIRD:	Adoption of Amendment (C	CHECK ONE)		
	The amendment(s) was(v cast for the amendment v	vere) adopted by the members and the number of votes was sufficient for approval.		
	There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.			
	EQUINE CHALLENGER			
		Corporation Name		
	Spri Bull			
Signature of Chairman, Vice Chairman, President or other officer				
	LOUIS BENISHEK	·		
Typed or printed name				
		, , , , , , , , , , , , , , , , , , ,		
	PRESIDENT	AUGUST 28, 1998		
	Title	Date		

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF EQUINE CHALLENGERS, INC.

ATTACHMENT 1: AMMENDED ARTICLE III

- a.) Said organization 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 corresponding section of any future tax code.
- b.) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to it's members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempt to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Renevue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- c.) 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, or corresponding section of any future tax code, or shall be distributed to the federal government, or to the state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

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This corporation shall have three directors. The number of the directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than three. The names and addresses of the Board of Directors shall be as follows:

Louis Benishek-Director/President 935 Bay Street New Smyrna Beach, FL 32168

Robin Benishek-Director/Secretary/Treasurer 935 Bay Street
New Smyrna Beach, FL 32168

Sherry Flagerty-Director 935 Bay Street New Smyrna Beach, FL 32168 CRETARISEE, FLORIDA

The manner of election of the directors shall be:

The directors shall be elected by the memebers at an annual meeting.