

Division of Corporations

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Florida Department of State
Division of Corporations
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From:
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

Florida PFHA Show Support, Inc.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

FLORIDA PFHA SHOW SUPPORT, INC.

I, the undersigned natural person of the age of 21 years or more, with other persons being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I
NAME

The name of this corporation is FLORIDA PFHA SHOW SUPPORT, INC. (the "Corporation").

ARTICLE II
ADDRESS

The address of the principal office and the mailing address of the Corporation is 8500 S.W. 8th St., #246, Miami, FL 33144.

ARTICLE III
PURPOSE

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The general purposes for which the Corporation is organized are promotion of the Paso Fino horse and maintenance of the Paso Fino breed standard through assistance with breeding and exhibiting such horses and public and member education about the Paso Fino breed. The Corporation is intended to qualify as an entity

Filed by:
Sharon Quinn Dixon, Florida Bar No. 350311
Stearns Weaver Miller, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
Telephone: 305-789-3200
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exempt from taxation as provided in Section 501(a) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

The Corporation shall devote no substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office. However, this provision shall not prohibit the corporation or its staff from drafting legislation, testifying before legislative committees or issuing general public appeals for the passage of laws in the public interest. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by corporations exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE IV
POWERS

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.021 of the Florida Statutes. The Corporation's activities are limited by the provisions of Section 617.0105 of the Florida Statutes which are incorporated by reference herein and any and all other restrictions which are required to obtain tax exempt status under Section 501(a) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE V
MEMBER

The sole member of the Corporation shall be the Florida Paso Fino Horse Association, Inc.

ARTICLE VI
TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VII
SUBSCRIBER

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The name and address of the subscriber to these Articles are as follows:

Sharon Quinn Dixon
Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
Suite 2200
150 W. Flagler Street
Miami, Florida 33130

ARTICLE VIII
BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors consisting of not less than three (3) natural persons. The Board of Directors shall be appointed as provided in the bylaws of the Corporation. Following are the names and addresses of the persons who serve as the members of the initial Board of Directors of the Corporation until their successors are duly elected:

Guillermo Iglesias
8500 S.W. 8th St., #246
Miami, FL 33144

Martha Careaga
8500 S.W. 8th St., #246
Miami, FL 33144

Gilberto Duarte
8500 S.W. 8th St., #246
Miami, FL 33144

Monica Abreu
8500 S.W. 8th St., #246
Miami, FL 33144

Alberto Fontela
8500 S.W. 8th St., #246
Miami, FL 33144

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Section 2. The number of directors which constitute the Board of Directors may be increased or decreased as provided in the bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3).

ARTICLE IX
BYLAWS

Section 1. The Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

Section 3. The Bylaws of the corporation shall contain provisions regulating the powers of the corporation, the directors, the officers and the members, the control of property owned by the corporation and such other things as shall be necessary and proper for the carrying on of the business of the corporation.

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended by a vote of the member present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

ARTICLE X
NO PERSONAL LIABILITY

The directors, officers and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall indemnify all of its officers, directors, and agents and all of its former officers, directors and agents, to the fullest extent permitted by law.

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ARTICLE XI
DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by contribution to an organization qualifying for exemption from federal income tax under Section 501(a) of the Internal Revenue Code of 1986, as amended (or any successor thereto), or as otherwise provided in the Bylaws.

ARTICLE XII
PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, other private persons or for-profit corporations, except that the Corporation shall be authorized and empowered to pay reasonable compensation for

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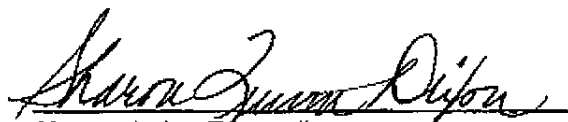
services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE XIII
REGISTERED OFFICE

The name and address of the initial registered office and the initial registered agent of the corporation are:

Sharon Quinn Dixon
Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
Suite 2200
150 W. Flagler Street
Miami, Florida 33130

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of July, 1999.


Sharon Quinn Dixon, Incorporator

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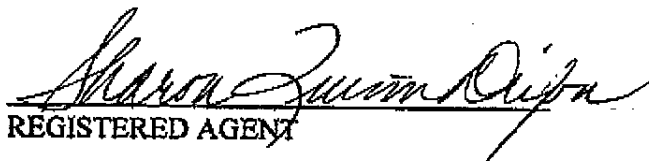
CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Florida PFHA Show Support, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at the City of Miami, County of Miami-Dade, State of Florida, has named Sharon Quinn Dixon, located at Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., Suite 2200, 150 West Flagler Street, City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


REGISTERED AGENT

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