

713 733

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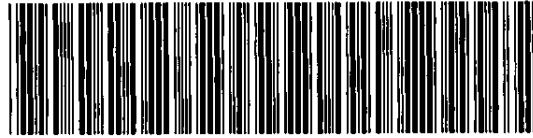
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07/11/12
ReStated
Art.
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Thoroughbred Breeders' Association, Inc.

DOCUMENT NUMBER: 713733

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Warren Husband

(Name of Contact Person)

Metz, Husband & Daughton, P.A.

(Firm/ Company)

215 S. Monroe St., Suite 505

(Address)

Tallahassee, FL 32301

(City/ State and Zip Code)

lpowell@ftboa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Warren Husband

(Name of Contact Person)

at (850) 205-9000

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|---|---|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of ~~Amendment~~ Restatement
to
Articles of Incorporation
of

Florida Thoroughbred Breeders' Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

713733

(Document Number of Corporation (if known))

Pursuant to the provisions of section ~~617.1006~~ ^{617.1007}, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following
~~amendment(s) to its~~ Articles of Incorporation:
Restated

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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TALLAHASSEE, FLORIDA

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u> </u> Change <u> </u> Add <u> </u> Remove	_____	N/A _____ _____	_____ _____ _____
2) <u> </u> Change <u> </u> Add <u> </u> Remove	_____	_____ _____ _____	_____ _____ _____
3) <u> </u> Change <u> </u> Add <u> </u> Remove	_____	_____ _____ _____	_____ _____ _____
4) <u> </u> Change <u> </u> Add <u> </u> Remove	_____	_____ _____ _____	_____ _____ _____
5) <u> </u> Change <u> </u> Add <u> </u> Remove	_____	_____ _____ _____	_____ _____ _____
6) <u> </u> Change <u> </u> Add <u> </u> Remove	_____	_____ _____ _____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See attached Restated Articles of Incorporation. The incorporators of the Corporation shall remain as set forth in the original incorporation documents on file with the Department of State. The resident agent of the Corporation and address of same shall remain as currently on file with the Department of State.

The date of each amendment(s) adoption: Multiple dates. Articles I-XIV – October 4, 1980
Articles XII & XIII – Oct. 14, 2000

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 7/10/12

Signature [Signature]

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Philip M. Matthews

(Typed or printed name of person signing)

President

(Title of person signing)

**Restated Articles of Incorporation of
Florida Thoroughbred Breeders' Association, Inc.**

The Articles of Incorporation of **FLORIDA THOROUGHBRED BREEDERS' ASSOCIATION, INC.**, are hereby restated to read:

ARTICLE I. NAME

The name of this corporation is **FLORIDA THOROUGHBRED BREEDERS' ASSOCIATION, INC.**

ARTICLE II. NATURE AND PURPOSES OF CORPORATION

This is a non-profit corporation organized solely for general charitable purposes pursuant to Florida Corporations Not For Profit Law set forth in Part 1 of Chapter 617 of Florida Statutes, with the more particular purpose and object of this corporation being the promotion and close cooperation in promoting the thoroughbred horse breeding industry in Florida and the country at large; and to this end, by mutual helpfulness and cooperation to gain a greater knowledge of the soil analysis of the State of Florida and by the same cooperation gain a greater scientific knowledge of the most beneficial grasses, feed, care and water most suitable to the successful and profitable breeding of thoroughbred horses.

The corporation is formed to operate exclusively to such purposes as would qualify it as an exempt organization under Section 501(c) of the Internal Revenue Code of 1954 or corresponding provision of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under the Code.

ARTICLE III. TERM OF EXISTENCE

This corporation shall have a perpetual existence.

ARTICLE IV. MEMBERSHIP

The corporation shall have a membership distinct from the Board of Directors (Trustees). The authorized number and qualification of members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members and their liability for dues and assessments and the method of collection thereof, shall be set forth in the Bylaws, however, the specific Bylaw dealing with membership shall only be amendable by the membership.

ARTICLE V. LOCATION OF PRINCIPAL OFFICE

The principal office for the transaction of business of the corporation is in Marion County at 801 SW 60th Avenue, Ocala, Florida 34474.

ARTICLE VI. MANAGEMENT OF CORPORATE AFFAIRS

(a) **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The number of Directors of the corporation shall be not less than nine (9) nor more than fifteen (15).

The Directors shall be divided into three (3) groups with each member of each group to be elected for a 3-year term, with each group's year of election to be staggered over a 3-year period and each Director shall serve until the qualification of each Director's successor in office.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action pursuant to the Laws of Florida.

No Director shall serve more than two (2) consecutive terms on the Board, to become effective with all elections on or after January 1, 1980.

(b) The Board of Directors shall elect a President, First Vice President, a Second Vice President, a Treasurer and a Secretary, and such other officers as the Bylaws of the corporation may authorize the Board to elect from time to time.

No Officer, except the Secretary, shall hold the same office for more than three (3) years, and the position of Secretary and Treasurer may be held by one and the same person.

The Officers of the Association shall be elected by a majority vote of the directors present at an annual or other meeting and the term of office for any Officer shall be for a period of one (1) year at the pleasure of the Board.

ARTICLE VII. MEETINGS

(a) The Membership shall meet at an annual meeting to try and coincide with "Ocala Week", and such special meetings when called pursuant to the Bylaws.

A quorum for membership meetings shall consist of thirty-four (34%) percent of the total number of members entitled to vote and in good standing, represented in person or by proxy.

(b) The Board of Directors shall have an annual meeting immediately after the general Membership meeting and shall meet at least four (4) times a year pursuant to the notice of the President.

A quorum shall consist of a majority of Directors and no Director shall be considered present by proxy.

Any Director absent from three (3) consecutive Board of Directors meetings without good cause being acknowledged by the majority of the Board shall be automatically retired from the Board.

ARTICLE VIII. AMENDMENT TO ARTICLES OF INCORPORATION

These articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Membership entitled to vote thereon and approved at a Membership meeting by a majority of the Members entitled to vote

thereon, or pursuant to a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made, to be signed by all members of the Board of Directors and two-thirds (2/3) of the Members entitled to vote at a Membership meeting.

ARTICLE IX. BYLAWS

Subject to the limitations contained in the Bylaws and any limitations set forth in the Corporation Not For Profit Law of Florida, concerning corporate action that must be authorized or approved by the Membership of the corporation, the Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors or by a procedure set forth in the Bylaws of the corporation, however, any Bylaw adopted by the Membership that provides that it may only be amended by the Membership shall not be modifiable by any other method.

ARTICLE X. DEDICATION OF AND DISTRIBUTION OF ASSETS

The property of this corporation is irrevocably dedicated to the charitable purposes of the corporation and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director, Officer or Member thereof, or to the benefit of any private individual. 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 of the corporation. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activity not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(5) of the Internal Revenue Code of 1954 or a corresponding provision of any future Section concerning labor, agriculture or horticultural organizations.

ARTICLE XI. DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes or such other purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any of such assets not so disposed of, shall be disposed of by the Circuit Court 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.

ARTICLE XII. INDEBTEDNESS

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall be \$75,000.00. Notwithstanding the foregoing, the corporation may pledge any or all of its assets as determined by the Board of Directors, as security for non-recourse obligations of the corporation in excess of \$75,000.00, and may pledge any or all of its assets as security for the obligations of entities in which the corporation has an ownership interest.

ARTICLE XIII. REAL ESTATE

The corporation may own any and all real estate which, in the sole discretion of the Board of Directors, is determined to be necessary or useful in carrying out the corporate purposes, and shall have full authority to pledge, convey, and encumber the same as determined by the Board of Directors.

ARTICLE XIV. EXECUTIVE COMMITTEE

The Board of Directors, after being elected and assuming office, shall elect an Executive Committee consisting of five (5) Members. The Executive Committee shall be authorized to exercise all the authority of the Board of Directors, except that no committee shall have the authority to:

1. Approve or recommend a membership action or proposals required by law to be approved by the membership.
2. Designate candidates for the office of Director for purposes of proxy solicitation or otherwise.
3. Fill vacancies on the Board of Directors or any committee thereof.
4. Amend the Bylaws.

Further, the Board of Directors, by Resolution adopted in accordance with this Section, may designate one or more Directors as alternate members of such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.