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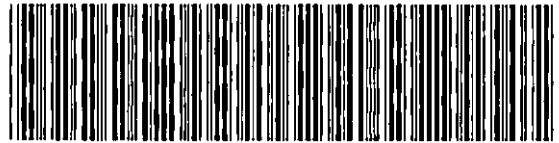
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2024 JUN 24 PM 3:41
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CF 35.00

CF 17.50

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COVER LETTER

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

SUBJECT: FLORIDA MORGAN HORSE ASSOCIATION, INC.
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☒ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Nancy Stewig
Name (Printed or typed)
5801 Headquarters Drive, Suite 700
Address
Plano, TX 75024
City, State & Zip
(214) 570-0700
Daytime Telephone number
nancy@baalegal.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA MORGAN HORSE ASSOCIATION, INC.**

A Florida Not For Profit Corporation

FILED
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Pursuant to the Florida Not For Profit Corporation Act (the "Act"), Florida-Morgan Horse Association, Inc. (the "Corporation"), which was first incorporated on May 17, 1974, has adopted these Amended and Restated Articles of Incorporation in the manner required by the Act and by the Corporation's members during their meeting on May 21, 2024, in a manner consistent with the Corporation's Articles of Incorporation.

The Corporation's original Articles of Incorporation and all subsequent amendments thereto, are hereby deleted in their entirety, and amended and restated as follows:

**Article 1
Name**

The name of the Corporation is Florida Morgan Horse Association, Inc. The Corporation shall have the right to operate under any number of appropriately applied for assumed names.

**Article 2
Principal Office & Mailing Address**

The address of the principal office and mailing address of the Corporation shall be determined by resolution of the Board of Directors, but currently is 11810 Marblehead Drive, Tampa, Florida 33626.

**Article 3
Nonprofit Corporation**

The Corporation is a nonprofit corporation organized under the Act and shall have all of the lawful powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in section 501(c)(3) of the Internal Revenue Code.

**Article 4
Purposes**

The Corporation is organized and shall be operated exclusively for charitable, scientific, literary, and educational purposes, to foster national and international amateur youth sports competition, and for the prevention of cruelty to children and animals within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding the foregoing, the Corporation's

purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. The Corporation shall exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations and by section 501(c)(3) of the Internal Revenue Code. The Corporation shall do such other things as are incidental to the purposes of the Corporation or are necessary or desirable in order to accomplish them. More particularly, but without limitation, the purposes of this Corporation are:

- a. To encourage and promote interest in, and the breeding and use of, Morgan horses in the State of Florida as versatile horses;
- b. To provide a united voice and effort on behalf of the Morgan Horse in Florida and other areas;
- c. To stimulate interest in the showing, breeding, and pleasure use of the Morgan Horse;
- d. To promote good fellowship among Morgan owners and friends of the breed;
- e. To safeguard the comfort and dignity of America's horses;
- f. To educate the public and those engaged in the pursuit of various equine related activities in general horsemanship and matters related to the welfare of horses by any means conducive to that end;
- g. To better the conditions of those engaged in the pursuit of various equine related activities;
- h. To work through education and science to educate the public and people involved in the equine industry regarding reproductive strategies, conditions, and health;
- i. To encourage horse lovers to become horse protectors by stimulating advocacy and volunteerism;
- j. To assist and educate individuals who are interested in adopting a rescue equine;
- k. To facilitate student equestrian scholarships;
- l. To foster amateur equine sports competition;
- m. To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purposes within the State of Florida and elsewhere.
- n. To make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code;

- o. To promote, encourage, and foster any other similar charitable, educational, and scientific activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of the purposes of the Corporation;
- p. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations and by section 501(c)(3) of the Code, including, without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature, without limitation, as to its amount or value, and to hold, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property for any of the purposes set forth herein without the necessity of authorization or approval of any individual or entity whatsoever save and except as provided in these Articles of Incorporation and the Bylaws of the Corporation; and
- q. To do such other things as are incidental to the purposes of the Corporation or are necessary or desirable in order to accomplish them.

Article 5

Powers

Except as otherwise provided in these Amended and Restated Articles of Incorporation, and in order to carry out the above-stated purposes, the Corporation shall have all of the powers provided in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

Article 6

Restrictions, Requirements, and Limitations

The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

- a. The Corporation shall not pay dividends or other corporate income to its members of the Board of Directors or officers or otherwise accrue distributable profits or permit the realization of private gain, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in this Certificate. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not

in furtherance of the purposes set forth above. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under section 501(c)(3) of the Internal Revenue Code and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under section 170(c)(2) of the Internal Revenue Code and related regulations, rulings, and procedures. Regardless of any other provision in this Certificate or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign or on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any member of the Corporation or any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary exempt purposes.
9. Accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation's charitable purposes or if the gift or grant would require serving a private as opposed to a public interest.

- b. In the event the Corporation is in any one year a "private foundation" as defined by section 509(a) of the Internal Revenue Code, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under section 4942 of the Internal Revenue Code; and further shall be prohibited from: (i) any act of "self-dealing" as defined in section 4941(d) of the Internal Revenue Code; (ii) retaining any "excess business holdings" as defined by section 4943(c) of the Internal Revenue Code; (iii) making any investments in such manner as to subject the foundation to taxation under section 4944 of the Internal Revenue Code; or (iv) making a taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

Article 7

Members

The Corporation shall have members with voting rights, as prescribed in the Corporation's Revised Bylaws.

Article 8

Board of Directors

Plenary power to manage and govern the affairs of the Corporation shall be vested in the Board of Directors. The qualifications, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Corporation, as deemed appropriate from time to time.

The number of members of the Board of Directors shall be no less than three (3). The number of members on the Board of Directors may be increased or decreased, by amending these Amended and Restated Articles of Incorporation, or by amending the Revised Bylaws, either of which shall have the same force and effect. Members of the Board of Directors shall be natural persons, but need not be residents of Florida.

All future members of the Board of Directors will be appointed in the manner prescribed in the Bylaws.

Article 9

Amendments

These Amended and Restated Articles of Incorporation may be amended at any Annual, Regular, or Special Meeting of the members by a two-thirds (2/3) vote of those members present provided a two-weeks' notice of the proposed Amendment or Amendments has been given to all members of the Corporation.

**Article 10
Dissolution**

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to the American Morgan Horse Educational Charitable Trust, if still active and exempt from taxes under Section 501(c)(3) of the Internal Revenue Code, or any organization designated by the Board of Directors of the Corporation that is exempt from taxes under section 501(c)(3) of the Internal Revenue Code and within the meaning of any applicable Florida tax code, or 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 appropriate jurisdiction in which the principal office of the Corporation is then located exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Article 11
Construction**

All references in this Amended and Restated Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited or their successors, as they may be amended from time to time.

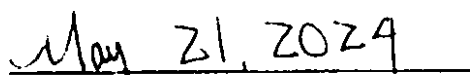
**Article 12
Effectiveness Of Filing**

This document becomes effective when the document is filed by the Florida Department of State, Division of Corporations.

Certification

I submit this document and affirm that the facts stated herein are true and these Amended and Restated Articles of Incorporation were adopted by the members. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in Section 817.155 of the Florida Statutes.


Martha Stein, President


Date

ASIATICO LAW



May 30, 2024

Nancy J. Stewig, Associate Attorney
direct | 813.816.7051
direct fax | 786.574.9608
nancy@baalegal.com
Licensed in FL, MN, and MO

Via Priority Mail #9405 5036 9930 0691 1064 79

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


Re: ***Amended and Restated Articles of Incorporation of
Florida Morgan Horse Association, Inc. / Doc # 729702
A Florida Not For Profit Corporation***

Dear Sir or Madam:

On behalf of our client, Florida Morgan Horse Association, Inc., enclosed please find a Cover Letter along with the original and one (1) copy of the ***Amended and Restated Articles of Incorporation of Florida Morgan Horse Association, Inc.*** (a Florida Not-For-Profit Corporation), which we would appreciate you filing. Please return a certified copy of this document to us in the self-addressed, prepaid envelope provided for your convenience. Also enclosed is our \$52.50 check to cover the fees for this filing, a Certified Copy and a Certificate.

In case you have any questions or require additional information, please give us a call. Thank you for your prompt attention to this matter.

Sincerely,



Nancy J. Stewig
Associate Attorney

Encl.

ASIATICO LAW



July 17, 2024

Nancy J. Stewig, Associate Attorney
direct | 813.816.7051
direct fax | 786.574.9608
nancy@baalegal.com

Licensed in FL, MN, and MO

Via Priority Mail #9405 8301 0935 5115 0081 11

Department of State
Attn. Anissa Butler, Regulatory Specialist II
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314


Re: ***Resubmission of Amended and Restated Articles of Incorporation of
Florida Morgan Horse Association, Inc. / Doc # 729702
A Florida Not For Profit Corporation***

Dear Ms. Butler:

In response to your June 21, 2024 letter (a copy of which is attached for your convenience), we have made the requested amendment to the first paragraph on page 1 and are hereby resubmitting the Cover Letter and the original and one (1) copy of the ***Amended and Restated Articles of Incorporation of Florida Morgan Horse Association, Inc.*** (a Florida Not-For-Profit Corporation), which we would appreciate you filing at your earliest convenience. Please return a certified copy of this document to us in the self-addressed, prepaid envelope provided for your convenience. We previously submitted our \$52.50 check to cover the fees for this filing, a Certified Copy and a Certificate.

In case you have any questions or require additional information, please give us a call. Thank you for your prompt attention to this matter.

Sincerely,



Nancy J. Stewig
Associate Attorney

Encl.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 21, 2024

NANCY STEWIG
5801 HEADQUARTERS DRIVE
SUITE 700
PLANO, TX 75024

SUBJECT: FLORIDA MORGAN HORSE ASSOCIATION, INC.
Ref. Number: 729702

REC.
7/24/24

We have received your document for FLORIDA MORGAN HORSE ASSOCIATION, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Anissa Butler
Regulatory Specialist II

Letter Number: 824A00013574