

Division of Corporations

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**Florida Department of State**  
**Division of Corporations**  
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Account Name : CUMMINGS & LOCKWOOD  
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**LIMITED LIABILITY COMPANY**

**Naples Equestrian Challenge Center, L.C.**

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 30, 1999

DOMINIQUE RIES, ESQ.  
5131 SANBURY COURT  
NAPLES, FL

SUBJECT: NAPLES EQUESTRIAN CHALLENGE CENTER, L.C.  
REF: W99000007596

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

\*The document must contain the names and street addresses of the members or managers of the limited liability company.

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) 487-6913.

Diane Cushing  
Corporate Specialist

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Joan Kelly

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION FOR NAPLES EQUESTRIAN  
CHALLENGE CENTER, L. C. A FLORIDA LIMITED LIABILITY  
COMPANY

H99000007527

## ARTICLE I- NAME:

The name of the Limited Liability Company is: NAPLES EQUESTRIAN CHALLENGE CENTER, L.C.

## ARTICLE II- Address:

The mailing address & street address of the principal office of the Limited Liability Company is :Mr. Bruce Conley, 300 Fifth Avenue South, # 438, Naples, FL 34102. The name & address of the Company's initial registered agent shall be ~~BRUCE CONLEY, TRUSTEE at~~ Mr. Howard Hujsa, Cummings & Lockwood, 3001 Tamiami Trail North, Naples, Florida 34103.

## ARTICLE III- Duration:

The period of duration for the Limited Liability Company shall be perpetual.

## ARTICLE- IV Purpose:

The purpose or purposes for which the Company is organized are : To hold property for the use of Naples Equestrian Challenge, Inc., a Florida corporation not for profit, which has a commitment of providing therapeutic horseback riding to improve the quality of life & physical dimension of the mentally and physically challenged & to provide a legal existence to receive & distribute contributions made for the operation & management of the property used for this therapeutic riding program.

The purposes for which the company is organized are exclusively religious, charitable, scientific literary & 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 for 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.

## ARTICLE- V Management

The Limited Liability Company is to be managed by the members and the name(s) & addresses(es) of the managing member(s) is/are:

SECOND CHANCE FOUNDATION

300 Fifth Avenue South, #438, Naples, FL 34102

## ARTICLE- VI Admission of Additional Members:

Additional members shall be admitted to the Company upon the approval of all then-existing members of the Company & upon such terms & conditions of admission as shall be established by agreement of all then-existing members of the Company.

Prepared by: Dominique Rihs, Esq., 5131 Sanbury Court  
Naples, FL Tel. 941-643-1845, FL Bar: 0721603

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## ARTICLE- VII Members Rights to Continue Business

The limited liability company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company if all the remaining members consent to the continuance of the Company's business notwithstanding the death, insanity, bankruptcy retirement, resignation, expulsion or dissolution of any member. Further, the Company shall be dissolved upon unanimous agreement of all members. or upon there being no member due to death, insanity, bankruptcy, retirement, resignation, expulsion or dissolution of any member.

## ARTICLE- VIII INITIAL CAPITALIZATION

The Company's initial capitalization shall be \$ 410,000.00. If any member has agreed to make any additional contribution of capital to the Company, the amounts of all such contributions (including the description & agreed value of any non-cash property) & the terms at which or events upon the happening of which (a "Triggering Event") such additional contributions shall be made, shall be described in the schedule attached hereto as Exhibit "B".

## ARTICLE- IX Membership & Operating Agreement

The members of the Company shall enter into a Membership & Operating Agreement to regulate the affairs of the Company; provided, however, that said operating agreement shall not contravene these Articles or the Act. The management of the Company shall be reserved to the members & the respective duties & authorities of each of the members shall be as set forth in their Membership & Operating Agreement.

IN WITNESS WHEREOF, the undersigned, being two of the initial members of the Company, for the purpose of forming a limited liability company under the Act have executed these Articles, this 30TH day of March, 1999.

SECOND CHANCE FOUNDATION

STATE OF FLORIDA  
COUNTY OF COLLIER

BY: Bruce Conley  
BRUCE CONLEY, TRUSTEE

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SECOND CHANCE FOUNDATION

The foregoing Articles of Organization were acknowledged before me this 30th day of March, 1999 by BRUCE CONLEY, as Trustee of SECOND CHANCE FOUNDATION, the initial member of NAPLES EQUESTRIAN CHALLENGE CENTER, L.C. & said member is personally known to me & did not take an oath.

Diane M. McNabb  
Notary  
My commission expires:

[NOTARY SEAL]



DIANE M. MCNABB  
COMMISSION # CC767460  
EXPIRES SEP 11, 2002  
BONDED THROUGH  
ADVANTAGE NOTARY

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## AFFIDAVIT OF MEMBERSHIP &amp; CONTRIBUTIONS

The undersigned member or authorized representative of a member of NAPLES  
EQUESTRIAN CHALLENGE CENTER, L.C. deposes & says:

- 1) the above named limited liability company has at least one member.
- 2) the total amount of cash contributed by the member(s) is: \$ 410,000
- 3) if any, the agreed value of property other than cash contributed by members is \$ 1  
A description of the property is attached & made a part hereof.
- 4) the amount of cash or property anticipated to be contributed by members is \$ 1
- 5) the total of amounts of 2, 3 & 4 is.....\$ 410,000<sup>00</sup>

SECOND CHANCE FOUNDATION

BY: *Bruce Conley*  
BRUCE CONLEY, TRUSTEE

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is : NAPLES EQUESTRIAN CHALLENGE CENTER, LC.

2) The name & address of the registered agent and office is:

HOWARD HUJSA  
[Name]

Cummings & Lockwood, 3001 Tamiami Trail North,  
Naples, Florida 34103

[Physical Address in Florida]

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*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of any duties & I am familiar with and accept the obligations of my position as registered agent.*

  
Registered Agent, HOWARD HUJSA

Dated: March 30, 1999