

Division of Corporations

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ARTICLES OF AMENDMENT AND RESTATEMENT

OF


ARTICLES OF INCORPORATION

OF

QUANTUM LEAP FARM, INC.

Pursuant to the provisions of Sections 617.1002, 617.1006 and 617.1007 of the Florida Revised Statutes, the undersigned corporation adopts the following amendments and restatement of its Articles of Incorporation:

- FIRST: The name of the corporation is Quantum Leap Farm, Inc.
- SECOND: The document attached hereto as Exhibit "A" sets forth a restatement of the Articles of Incorporation, which contain amendments to the Articles of Incorporation.
- THIRD: The document attached hereto as Exhibit "A" was duly adopted by an act of the board of directors of the corporation on January 29, 2013.



Patricia Fried, Executive Director

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EXHIBIT "A"**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
QUANTUM LEAP FARM, INC.**

These Amended and Restated Articles of Incorporation supersede and take the place of the heretofore existing Articles of Incorporation and any amendments or restatements thereof of Quantum Leap Farm, Inc. (the "Corporation"), all pursuant to the provisions of the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes (the "FNPCA").

ARTICLE I**Name**

The name of the Corporation is **Quantum Leap Farm, Inc.**

ARTICLE II**Purposes**

The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of I.R.C. Section 501(c)(3), including the carrying on of comprehensive equine assisted therapy programs and such other programs as the board of directors of this Corporation (the "Board of Directors") from time to time deem to be suitable and appropriate. In these Articles of Incorporation, the term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such provisions as from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III**Activities and Restrictions**

Section 1. No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Corporation's exemption under I.R.C. Section 501(c)(3). The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 2. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for

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personal services rendered, or reimbursement for reasonable expenses incurred, that are necessary to carrying out the exempt purposes of the Corporation.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2).

ARTICLE IV Powers

In order to accomplish the foregoing purposes, the Corporation shall have the following powers:

(a) To engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to the Corporation and in keeping with its stated purposes in the foregoing Article II hereof;

(b) To generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform;

(c) To purchase, lease and hold real and personal property and any and every estate and interest therein and choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to lend money upon such property and to take mortgages and assignments of mortgages on the same; and to transact any and all business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the Corporation;

(d) To borrow money and contract debts when necessary for the transaction of the business of the Corporation or for the exercise of its corporate rights or privileges, or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of such indebtedness payable at a specified time or times and secured by mortgage or otherwise;

(e) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations; and while owning said stock to exercise all of the rights, powers and privileges of ownership, including the right to vote thereon;

(f) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks, and any licenses or other rights or interest therein and thereunder;

(g) In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed not for profit under the FNPOA, and any amendments thereto, and to do any and all things set forth herein to the same extent as a natural person might or could do.

ARTICLE V
Members

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The Corporation shall not have members.

ARTICLE VI
Directors

The business and affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the FNPCA, which at the time of execution of these Articles of Incorporation is three (3). The terms of office, qualifications, and method of election of the directors shall be as specified in the Bylaws (the "Bylaws").

ARTICLE VII
Amendment and Conflicts

Section 1. These Articles of Incorporation may be amended by the Board of Directors of the Corporation by vote of a majority of the number of directors in office at the time that the amendment is adopted, provided that no amendment shall substantially change the original purposes of the Corporation.

Section 2. In the event of any conflict between these Articles of Incorporation and the Bylaws of the Corporation, these Articles of Incorporation will control.

ARTICLE VIII
Existence

The existence of the Corporation shall be perpetual.

ARTICLE IX
Distribution of Assets on Dissolution

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the I.R.C., or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Circuit Court of the county in which the principal office of the Corporation is then located.

ARTICLE X
Bylaws

The Bylaws shall be for the governance of the Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation, provided the

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same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of Florida or of the United States.

ARTICLE XI

Officers

The officers shall exercise the lawful authority and power of this Corporation, and its business shall be conducted and carried on by them in accordance with the Bylaws.

ARTICLE XII

Principal Office, Registered Office, and Registered Agent

The mailing address of the principal and registered office of the Corporation is c/o Edith Dopking, 10401 Woodstock Road, Odessa, Florida 33556, and the registered agent at such address is Edith Dopking. The Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time. The registered agent may be changed in accordance with the Bylaws.

ARTICLE XIII

Limit on Business

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities which are not permitted to be carried on by an organization exempt from Federal income tax under I.R.C. Section 501(c)(3).

Certification

The undersigned officer hereby certifies that the foregoing Amended and Restated Articles of Incorporation do not contain amendments requiring member approval or the approval of any other person and that the Board of Directors adopted said Amended and Restated Articles of Incorporation on January 28, 2013, in accordance with Section 617.1007 of the FNPCA.

Sign: [Signature]

Print: Roxana J. Fied

Title: Executive Director

Executed this 28th day of January, 2013.

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