

LAW OFFICES
FOX & FOX, P. A.
133 BOCA RATON ROAD
BOCA RATON, FLORIDA 33432

LEO A. FOX

P. O. BOX 504
BOCA RATON, FL 33429-0504
TELEPHONE (561) 395-1707
FAX (561) 368-0687

September 28, 2000

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

Re: **Children, Hope and Horses Corporation**
A Corporation not for profit

Dear Sir:

500003411795--7
-10/02/00--01123--019
*****78.75 *****78.75

Please find enclosed with this letter a check payable to Department of State in the amount of \$78.75 representing filing fee, Designation of Registered Agent and certified copy fee.

Also enclosed please find an original and one copy of the Articles of Incorporation for the above named not for profit corporation.

Please return to the undersigned a certified copy of Articles at your earliest convenience.

Thank you for your attention to this matter.

Sincerely yours,

Leo A. Fox

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DIVISION OF INFORMATION
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**Articles of Incorporation
of
Children, Hope and Horses Corporation**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I

CORPORATE NAME

The name of this corporation is Children, Hope and Horses Corporation.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

PLACE OF BUSINESS

The principal place of business and mailing address of the corporation is 4255 NW 25th Way, Boca Raton, Florida 33434.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

Charitable: to provide abused, abandoned or neglected children the opportunity to increase self-esteem while learning to care for and ride horses.

To operate exclusively in any other manner for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

Election of Directors

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 3:00 P.M. on January 1 of each year at such place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VI INITIAL DIRECTORS AND OFFICERS

The names and addresses of the directors and officers of the corporation are: Laura Newbery, President/Director, 4255 NW 25th Way, Boca Raton, FL 33434; Sharon Russick, Vice President/Director, 2851 S. Ocean Blvd., #4L, Boca Raton, FL 33432; Michelle Mleko, Treasurer/Director, 5665 Via de la Plato, Delray Beach, FL 33484.

ARTICLE VII EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, 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 set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these activities, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any

activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII **DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organization organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by court of competent jurisdiction in the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX **MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X **AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for profit Law of State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedures set forth in the By-Laws.

ARTICLE XI **DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, 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.

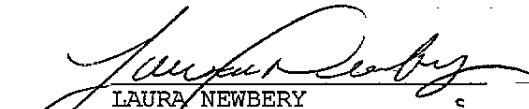
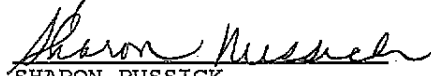
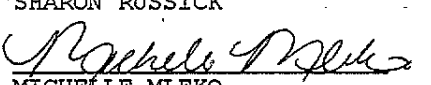
ARTICLE XII **REGISTERED AGENT AND OFFICE**

The address of the corporation's registered office shall be 4255 NW 25th Way, Boca Raton, Florida 33434 and the name of its registered agent at said address shall be LAURA NEWBERRY.

ARTICLE XIII
AMENDMENT OF ARTICLES

Amendments to these articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the state of Florida, have executed these Articles of Incorporation, this 28 day of SEPTEMBER, 2000.


LAURA NEWBERY

SHARON RUSSICK

MICHELLE MLEKO

STATE OF FLORIDA
COUNTY OF PALM BEACH

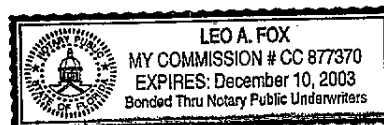
BEFORE ME, the undersigned officers, this day personally appeared
LAURA NEWBERY, who is personally known to me or who has produced
N/A as identification, and by SHARON RUSSICK, who is
personally known to me or who has produced FL D/L as
identification, and by and MICHELLE MLEKO, who is personally known to me or
who has produced FL D/L as identification and who subscribed
their names to the foregoing Articles of Incorporation for the uses and
purposes therein expressed.

WITNESS my hand and official seal at the County and State aforesaid
this 28 day of September, 2000.



Notary Public

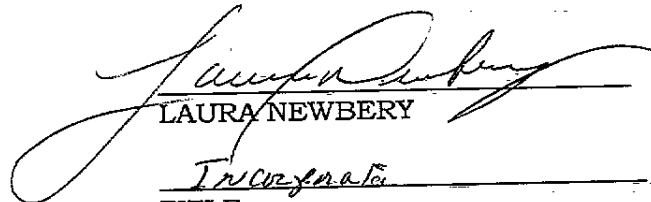
My Commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

CHILDREN, HOPE AND HORSES CORPORATION, desiring to organize or
qualify under the laws of the State of Florida, with its principal place of
business at the City of Boca Raton, State of Florida, has named LAURA
NEWBERY, 4255 NW 25th Way, Boca Raton, FL 33434, as its agent to accept
service of process within Florida.

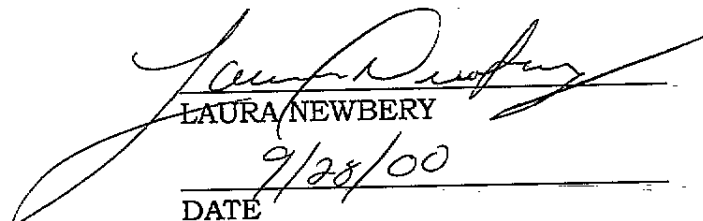

LAURA NEWBERY

Incorporator
TITLE

9/28/00
DATE

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CLERK OF STATE
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DIVISION OF CORPORATIONS

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I hereby agree to act in
this capacity, and I further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.


LAURA NEWBERY
9/28/00
DATE