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TRANSMITTAL LETTER

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

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-01/29/01--01095--008  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Equine Assisted Growing & Emotional Resolution, Inc.  
(Proposed non for profit corporate name and suffix)

Gentleman/Madam:

Enclosed are an original and one (1) copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of \$87.50 is enclosed for filing fee, Certified Copy & Certificate.

Please file the original of the enclosed Articles of Incorporation and return to the undersigned.

Thank you,

*Jane M. McClain*

Jane M. McClain  
5405 Fishtail Palm Ave.  
Cocoa, Florida 32927  
321-635-9853 (daytime telephone number)

FILED  
01 JAN 29 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OB  
1-20-01

ARTICLES OF INCORPORATION FOR  
**EQUINE ASSISTED GROWING  
& EMOTIONAL RECOVERY, INC.**

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TALLAHASSEE, FLORIDA

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A NONPROFIT CORPORATION

We, the undersigned, natural persons over the age of twenty-one (21) years, acting as incorporators under the Florida Not For Profit Corporation Act, and pursuant to Chapter 617.0202, Florida Statutes, (F.S.) hereby adopt the following Articles of Incorporation:

**ARTICLE I:** The name of the corporation shall be Equine Assisted Growing & Emotional Recovery, Inc.

**ARTICLE II :** The principal place of business shall be 5405 Fishtail Palm Ave., Cocoa, Brevard County, Florida, 32927, and the mailing address of this corporation shall be: PO Box 236932, Cocoa, Florida, 329223-6932

**ARTICLE III :** Said corporation is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 ( c ) (3) of the Internal Revenue Code. Engaging in any lawful business activities for which not-for profit corporations may be organized, the specific purpose of the corporation is to

- (a) Offer psychotherapy, psychotherapy programs and support groups using Equine Assisted Psychotherapy (EAP) and Equine Assisted Growing and Learning Activities to encourage human growth, development and emotional resolution for youth and families.
- (b) Offer mental health professionals the use of equines/equine facilities /equine assisted psychotherapy training for the process of psychotherapy to enhance the mental, emotional health of their clients.
- (c) Offer programs and support groups for Professionals, enabling them to experience their highest potential through interaction with horses.
- (d) Educate and train mental health practitioners, clinicians, educators, health care providers, social workers, faith-based practitioners and program volunteers of set standards of practice, ethics and safety in the

use of Equine Assisted Psychotherapy, and Equine Assisted Growing and Learning Activities.

- (e) Research into effective Equine Assisted Psychotherapy methods.
- (f) Dissemination of findings through publication in suitable journals and newsletters.
- (g) Educate the public regarding the benefits of Equine Assisted Growing and Learning Activities and Equine Assisted Psychotherapy.
- (h) Other suitable services authorized by the board as needs arise.

**ARTICLE IV:** The corporation shall have 3 directors. The initial directors' names are:

- 1) Michael L. McClain, 5405 Fishtail Palm Ave., Cocoa, Florida, 32927
- 2) Jane M. McClain, 5405 Fishtail Palm Ave., Cocoa, Florida, 32927
- 3) Tonya L. Demps-Benn, 2003 Mattison Dr., N.E., Palm Bay, Florida, 32905

A Board of Directors shall govern the Corporation. The number of Board members shall be specified in the Bylaws and shall number at least three and not more than fifteen. The number of Board members may be increased, decreased or changed pursuant to the manner provided in the Bylaws or amendments thereto. The Bylaws shall be adopted by, and shall be amenable by the Board of Directors. Directors shall be appointed in the manner and for the terms provided in the Bylaws. The manner of election or appointment of Board Members and any further qualifications, duties, terms of office, or other provisions relating to the Members shall be prescribed in the Bylaws in a manner consistent with these Articles of Incorporation.

B. Vacancies. In the event there becomes a vacancy in the Board of Directors for whatever reason, a successor shall be elected by the method set forth in the Bylaws when it is necessary to do so to comply with law or further the purposes of these Articles of Incorporation.

C. Meetings. There shall be one regular annual meeting of the Board of Directors. Special meetings may be called by the Chairman of the Board at his or her discretion, or by the written request of three members of the Board of Directors. Notice of meetings of the Board of Directors shall be given not less than ten days or more than thirty days prior to the meeting.

ARTICLE V: : No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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. 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 or in opposition to any candidate for public office. 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 the corporation.

ARTICLE VI: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501( c )(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county 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 operated exclusively for such purposes.

ARTICLE VII: The name and Florida street address of the initial registered agent is:

Jane M. McClain, 5405 Fishtail Palm Ave., Cocoa, Florida, 32927-2012

*Having been named as registered agent and to accept service of process for the above stated corporation 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 my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Jane M McClain  
Signature/Registered Agent

January 25, 2001  
Date

ARTICLE VIII: The corporation shall have no members and shall not issue shares of stock.

ARTICLE IX: The period of duration of the corporation is perpetual.

ARTICLE X: No officer, trustee, incorporator or registered agent shall be personally liable for the debts, liabilities or obligations of this Corporation.

ARTICLE XI The name and address of the Incorporators(s) are:

Michael L. McClain, 5405 Fishtail Palm Ave. Cocoa, Florida, 32927

Jane M. McClain, 5405 Fishtail Palm Avenue, Cocoa, Florida, 32927

In witness whereof, we have hereunto subscribed our names the 25<sup>th</sup> day of January, 2001.

Michael L. McClain  
Incorporator

Jane M. McClain  
Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA