

Jo Ann Abrams
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September 7, 2001

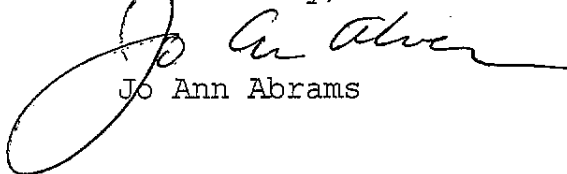
Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Fl. 32314

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To whom it may concern:

Please find enclosed two copies of the articles of
incorporation for Palm Beach Arrowhead Appaloosa Horse Club, Inc.
and a check in the amount of \$78.75 to file said corporation.
Please return same to the above address.

Yours truly,


Jo Ann Abrams

01 SEP 12 PM 2:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jo Ann Abrams GAVE
AUTHORITY BY PHONE TO
CORPORATE RA
Article 12
DATE 9/12/01
BY BS

PS 9/12/01

FILED

ARTICLES OF INCORPORATION
OF

PALM BEACH ARROWHEAD APPALOOSA HORSE CLUB, INC.

01 SEP 12 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Walter C. Mildenberg, Incorporator, of Palm Beach Arrowhead Appaloosa Horse Club, Inc., a Florida corporation not for profit, in accordance with Section 617.02 of the Florida Not for Profit Corporation Act, do hereby file the following Articles of Incorporation and certify as follows:

ARTICLE I

The name of this corporation is Palm Beach Arrowhead Appaloosa Horse Club, Inc. The Corporation's initial principal address is 12725 58th Place North, Royal Palm Beach, FL 33411.

ARTICLE II

The object of this Corporation is to promote the Appaloosa horse at the regional and local level, to provide social activities for the local horse community and to encourage youth participation and involvement and coordinate programs to meet these needs.

To this end, the Corporation will administer and support an executive board and membership body composed of individuals and or corporations that are interested in preserving, encouraging, assisting, promoting and supporting the goals and objects of the Corporation as set forth in the preceding paragraph. Notwithstanding any other provision of these Articles, the Corporation is organized exclusively for religious, charitable, educational and scientific 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, or corresponding section of any future federal tax code.

ARTICLE III

Qualifications for members and the manner for their admission shall be as regulated by the bylaws.

The members of the Corporation shall not be entitled to any vote concerning the affairs, business, operation or control of the Corporation. Such affairs, business, operation and control of the Corporation will rest solely in the Board of Directors.

ARTICLE IV

The corporation is to have perpetual existence unless sooner dissolved according to law.

ARTICLE VIII

The initial officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and Sergeant At Arms. Each officer shall be a member of the Board of Directors.

ARTICLE IX

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to the 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 in Article II hereof. 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, 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE X

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 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 of shall be disposed of by the Court of Common Pleas of the country in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

Each Director and Officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served as such Director or Officer, or by reason of any action

alleged to have been taken, omitted, or negligence by him/her as such Director or Officer. The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any Director or Officer of the Corporation may otherwise be entitled to by law.

ARTICLE XII

These Articles of Incorporation may be amended from time to time by an affirmative vote of two thirds (2/3) of the Board of Directors at any annual meeting or at any special meeting called for such purpose and upon twenty (20) days written notice of the intention to submit such amendment.

ARTICLE XIII

The name and address of the initial incorporator is Walter C. Mildenberg, 16318 E. Glasgow Drive, Loxahatchee, FL 33470.

In Witness Whereof, I, the undersigned, being the incorporator, hereinbefore named, for the purpose of forming a not for profit corporation to do business both within and without the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand this 7th day of September, 2001.

Palm Beach Arrowhead Appaloosa Horse Club, Inc.

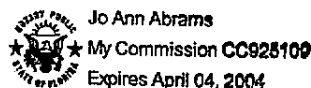
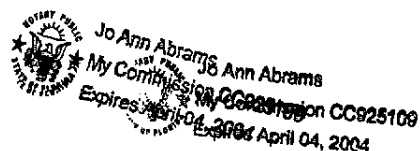
By: Walter C. Mildenberg
Walter C. Mildenberg, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Walter C. Midlenberg, who, being first duly sworn, depose and say that he executed this instrument as a free act and deed as incorporator for the said Corporation for the uses and purposes therein mentioned and that the instrument is the act and deed of said Corporation.

Witness my hand and notarial seal at Palm Beach, Florida,
this 7 day of September 2001.

Jo Ann Abrams
Jo Ann Abrams, Notary Public.



ARTICLE V

The registered agent for the corporation shall be Walter C. Mildenberg and the place designated for service of process shall be 16318 E. Glasgow Drive, Loxahatchee, FL 33470.

ARTICLE VI

The affairs, business, operation and control of the Corporation shall be vested solely in its Board of Directors, and which may exercise all of the powers of the Corporation and do all such lawful acts and things except as limited by law, these Articles of Incorporation or the bylaws.

Each Director shall hold office at the pleasure of the Board of Directors, unless such Director sooner dies, resigns or ceases to be qualified to be a member of the Board of Directors in accordance with qualification requirements adopted from time to time by the Board of Directors. The Directors shall all be members of the Corporation.

ARTICLE VII

The number of Directors constituting the initial Board of Directors is five (5). The number of Directors may be increased or decreased from time to time by the Board of Directors in accordance with the bylaws, but in no event shall the number be less than five (5).

The names and street addresses of the members of the initial Board of Directors are:

Walter C. Mildenberg
16318 E. Glasgow Drive
Loxahatchee, Florida 33470

Sharon Felt
1307 43rd Road North
Royal Palm Beach, FL 33411

Palm Byrd
186 Sparrow Drive
Apt. B
Royal Palm Beach, FL 33411

Carl Fleming
12725 58th Place North
Royal Palm Beach, FL 33411

Patricia McLaughlin
14538 63rd Court N.
Loxahatchee, FL 33470

FILED

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ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Walter C. Mildenberg, the undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of Palm Beach Arrowhead Appaloosa Horse Club, Inc. do hereby accept such designation and agree to comply with the laws of the State of Florida relative thereto.



Walter C. Mildenberg
Registered Agent
16318 E. Glasgow Drive
Loxahatchee, FL 33470
(561) 793-6667