

Division of Corporations

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N02000002981**Florida Department of State**

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION**THE STANDARD BRED PLEASURE HORSE ORGANIZATION OF FLORIDA, INC.**

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ARTICLES OF INCORPORATION

OF

THE STANDARDBRED PLEASURE HORSE ORGANIZATION OF FLORIDA, INC.

The undersigned, acting as the incorporator of a nonprofit corporation under the provisions of Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such nonprofit corporation.

ARTICLE I- NAME AND PLACE OF BUSINESS

The name of this nonprofit corporation is: THE STANDARDBRED PLEASURE HORSE ORGANIZATION OF FLORIDA, INC.

The principal place of business of this nonprofit corporation shall be 14078 Trouville Drive, Tampa, FL 33624, and the mailing address shall be the same.

ARTICLE II- EXISTENCE

This nonprofit corporation is to exist perpetually.

ARTICLE III- PURPOSES

Said nonprofit corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal

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Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

The particular objects and purposes for which this nonprofit corporation is formed are as follows:

(a) To receive and administer funds for scientific, education and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws and to that end to hold any property or any undivided interest in property, without limitation as to amount or value; to dispose of any such property and to invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the nonprofit corporation without limitation, except such limitations as may be contained in the articles of incorporation, the bylaws of the nonprofit corporation or any applicable laws; to do any other act or thing incidental to or

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connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Florida Nonprofit Corporation Statute.

(b) To operate exclusively for purposes described in Section 501(c)(3) of the Internal Revenue Code, as now in force or hereafter amended, including but not limited to receiving contributions and paying them over to one or more organizations described in Section 501(c)(3) and exempt from taxation under Section 501(a) of the Internal Revenue Code, as now in force or hereafter amended.

(c) To receive and maintain a fund or funds and to apply the principal and income therefrom and any other property or funds of the nonprofit corporation to such purposes, exclusively, as will, in the absolute and uncontrolled discretion of the officers best assist the nonprofit corporation in furthering the purposes set forth in this article.

(d) To take and hold by devise, gift, purchase or lease, either absolutely or in trust for any of its purposes, any property, real, personal or mixed without limitation as to the amount or value thereof, and while the owner thereof, to exercise and enjoy all the rights, powers and privileges of ownership to the

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same extent as a natural person might or could do; to operate, use, enjoy, manage, improve, mortgage, pledge, lease, assign, sell, transfer, convey or otherwise dispose of any such property; to invest and reinvest its funds, either principal or income, in any securities or properties of whatsoever kind deemed proper by its officers for such investments, and, generally, to employ, donate and expend the property and funds of the nonprofit corporation for the purposes thereof as specified in the preceding paragraphs of this article.

(e) To make, enter into and perform contracts of every kind and description necessary, advisable or expedient in carrying out the purposes of the nonprofit corporation, with any person, firm, association, corporation, municipality, body politic, county, state or government.

(f) To do and engage in all lawful activities that are in furtherance of one or more of the general purposes of the nonprofit corporation.

ARTICLE IV - RESTRICTIONS

The following additional provisions are inserted for the regulation of the affairs of the nonprofit corporation:

(a) No substantial part of the activities of the nonprofit corporation shall consist of carrying on propaganda, or

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otherwise attempting to influence legislation and the nonprofit corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

(b) Upon dissolution of the nonprofit corporation, its remaining assets, after payment of all its debts and obligations, shall be distributed to one or more organizations organized and operated exclusively for any of the purposes set forth in Section 501(c)(3) of the Internal Revenue Code, as now in force or hereafter amended, or to the United States of America or to a state or local government, for a public purpose, as the directors of the nonprofit corporation shall determine.

(c) The nonprofit corporation shall not engage in any of the prohibited transactions described in Section 503(c) of the Internal Revenue Code, as now in force or hereafter amended.

(d) The nonprofit corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code, as now in force or hereafter amended.

(e) No part of the net earnings of the nonprofit corporation shall inure to the benefit of any private shareholder

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or individual within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in force or hereafter amended.

(f) No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the nonprofit corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the nonprofit corporation.

(g) The nonprofit corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

(h) The nonprofit corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(i) The nonprofit corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(j) The nonprofit corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

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(k) The nonprofit corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 14078 Trouville Drive, Tampa, FL 33624, and the name of the initial registered agent of the Corporation at that address is Robert Sweger.

Registered Agent's Acceptance:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

By: 

Robert Sweger

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ARTICLE VI- BOARD OF DIRECTORS

The business and affairs of the nonprofit corporation shall be under the control and management of a Board of Directors. The Board of Directors shall be elected and hold office in accordance with the Bylaws. The number of the members of the Board of Directors shall be fixed by the bylaws of the nonprofit corporation. The following named persons are hereby named and designated to act as

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the initial directors of the nonprofit corporation and until their successors shall be elected and qualified:

Robert Sweger
14078 Trouville Drive
Tampa, FL 33624

Debra Sweger
14078 Trouville Drive
Tampa, FL 33624

Kim Williams
24910 Walkabout Ranch Road
Sorrento, FL 32776

Laura Ohlrich
21734 Rollingwood Trail
Eustis, FL 32736

ARTICLE VII - CONTRACTUAL RELATIONSHIPS/BREACH OF FIDUCIARY DUTY

No contract or other transactions between the nonprofit corporation and one or more of its directors or any other nonprofit or profit corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or solely because their votes are counted for such purpose if (a) the fact of such relationship or interest is

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disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the nonprofit corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

To the extent permitted by statute, no member of the Board of Directors shall have any personal liability to the nonprofit corporation for monetary damages for breach of fiduciary duty.

ARTICLE VIII - LIABILITY OF DIRECTORS

A director shall not be personally liable to the nonprofit corporation for monetary damages for breach of fiduciary duty as a director, except for liability arising from (a) any breach of the director's loyalty to the nonprofit corporation, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) any transaction from which the

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director derived any improper personal benefit, or (d) any other act expressly proscribed or for which directors are otherwise liable under the Florida Nonprofit Corporation Act.

If the Florida Nonprofit Corporation Act is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors, then the liability of a director shall be limited or eliminated to the fullest extent permitted by the Florida Nonprofit Corporation Act or other Florida law, as so amended. Any repeal or modification of this article by the nonprofit corporation shall not adversely affect any right or protection of a director existing at the time of such repeal or modification.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator of these Articles is:
Robert Sweger, 14078 Trouville Drive, Tampa, FL 33624.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of incorporation this 22ND day of April, 2002.



Robert Sweger, Incorporator

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STATE OF FLORIDA

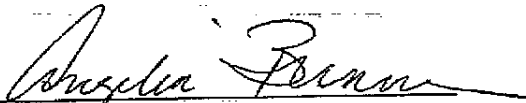
COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared ROBERT SWEGER, who is personally known to me or who produced a Florida Driver's License as identification, and he acknowledged before me that he executed those articles of incorporation freely and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 22 day of April, 2002.



Angella Sue Brennan
MY COMMISSION # CB45297 EXPIRES
June 10, 2003
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public

My Commission Expires:

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TALLAHASSEE, FLORIDA

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