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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
UNITED PROFESSIONAL HORSEMAN'S ASSOCIATION  
CHAPTER 1**

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Division of Corporations

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION****For****UNITED PROFESSIONAL HORSEMAN'S ASSOCIATION CHAPTER 16 INC.****(Not for Profit)**

The undersigned, being duly authorized, hereby submits these Amended and Restated Articles of Incorporation (the "Articles") for the purpose of amending and restating the Articles of Incorporation of United Professional Horseman's Association Chapter 16 Inc., a Florida not-for-profit corporation, and certify as follows:

The original Articles of Incorporation of the Corporation (as defined in Article I) were filed with the Florida Department of State on September 3, 2002 (the "Original Articles"). These Articles were authorized by a quorum of the voting members of the Corporation, as certified, and adopted by the Board of Directors, as of October 30, 2016, and the number of votes cast in favor of these Articles was sufficient and proper for approval. These Articles shall supersede and replace the Original Articles in their entirety.

The Amended and Restated Articles of Incorporation of the Corporation shall read in their entirety as follows:

**Article I. NAME**

Section 1.01 The name of the Corporation shall be: "United Professional Horseman's Association Chapter 16 Inc." (the "Corporation").

**Article II. PRINCIPAL OFFICE AND MAILING ADDRESS**

Section 2.01 The principal office and mailing address of the Corporation shall be: 10610 Balm Riverview Road, Riverview, FL 33569.

**Article III. PURPOSE**

Section 3.01 General Purposes. The Corporation shall be organized and operated to promote the development and improvement of the horse, as contemplated by Section 501(c)(5) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code"), and for charitable, religious, scientific, educational, or literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, 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 Code, or the 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 Code, or the corresponding section of any future federal tax code.

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TALLAHASSEE, FLORIDA

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Section 3.02 Specific Purposes. In connection herewith, the Corporation shall have the following purposes:

- (a) To better the conditions of those engaged in the pursuit of various equine related activities;
- (b) To promote the development of a higher degree of efficiency for its members in their efforts to improve the general condition of the show horse industry;
- (c) Help fund horse shows and programs; and
- (d) Foster national and international amateur sports competition.

Section 3.03 Restrictions.

- (a) 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 herein.
- (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 or in opposition to any candidate for public office.

#### Article IV. MANNER OF ELECTION OR APPOINTMENT

Section 4.01 The number, qualifications, term of office, method of appointment or election, powers, authority, and duties of the directors of the Corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of the Corporation's Articles of Incorporation shall be as specified in the By-laws of the Corporation.

#### Article V. OFFICERS AND/OR DIRECTORS

Section 5.01 The current number of directors of the Corporation is four (4).

Section 5.02 The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three (3) directors.

Section 5.03 The officer(s) and/or director(s) of the Corporation are:

| <u>Name and Title</u>           | <u>Address</u>                                 |
|---------------------------------|--|
| Schmidt, Mary Jo<br>Chairperson | 10610 Balm Riverview Road, Riverview, FL 33569 |

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Roush, Pam  
Co-Chairperson

18029 Lake Reflections Boulevard, Lutz, FL 33558

Gilman, Maria D.  
Treasurer

20842 Champions Avenue, Land O Lakes, FL 34638

Henry, Lark René  
Secretary

3375 Vanderbilt Beach Road, Naples, FL 34109

**Article VI. REGISTERED OFFICE; REGISTERED AGENT**

Section 6.01 The name and address of the registered agent is: Mary Jo Schmidt, 10610 Balm Riverview Road, Riverview, FL 33569.

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Required Signature of Registered Agent

10-30-2016  
\_\_\_\_\_  
Date

**Article VII. DISSOLUTION**

Section 7.01 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 of 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be signed and filed by a duly authorized officer of the Corporation this 30<sup>th</sup> day of October, 2016.

**UNITED PROFESSIONAL HORSEMAN'S  
ASSOCIATION CHAPTER 16 INC.**

By:   
\_\_\_\_\_  
Mary Jo Schmidt, Chairperson

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**CERTIFICATION OF AMENDMENT**

This is to certify that the voting members of the Corporation, a quorum of the voting members being present, adopted the foregoing Amended and Restated Articles of Incorporation by two-thirds vote, which vote was sufficient for approval of said Amendments, on October 30, 2016.

Signed:

  
Mary Jo Schmidt, Chairperson

Signed:

  
Pam Roush, Co-Chair

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