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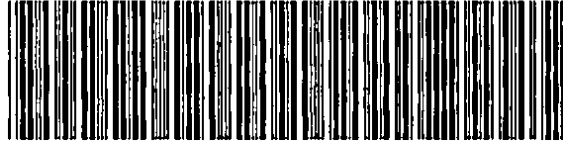
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2020 MAY 26 AM 8:36

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Amended
Restated

JUN 13 2020

CLERK

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: United Professional Horseman's Association Chapter 16 Inc.

DOCUMENT NUMBER: N02000006750

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ryan Peak

(Name of Contact Person)

Asiatico Law, LLC

(Firm/ Company)

5850 Granite Parkway, Suite 900

(Address)

Plano, Texas 75024

(City/ State and Zip Code)

yan@baalegal.com

E-mail address: (to be used for future annual report notification)

or further information concerning this matter, please call:

yan Peak

(214)

570-0700

at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

closed is a check for the following amount made payable to the Florida Department of State:

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Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
UNITED PROFESSIONAL HORSEMAN'S ASSOCIATION CHAPTER 16 INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

FILED
2020 MAY 26 AM 8:36
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF HILLSBORO, FLORIDA

The undersigned, being duly authorized, hereby submits these Amended and Restated Articles of Incorporation (the "Articles") of United Professional Horseman's Association Chapter 16 Inc., a Florida Not-For-Profit Corporation, and certifies as follows:

The original Articles of Incorporation of United Professional Horseman's Association Chapter 16 Inc. were filed with the Florida Department of State on September 3, 2002 (the "Original Articles"). These Amended and Restated Articles of Incorporation were authorized by a quorum of the voting members of the Corporation, as certified below, and adopted by the Board of Directors, as of April 24th, 2020, and the number of votes cast in favor of these Amended and Restated Articles of Incorporation was sufficient for approval. These Articles of Incorporation shall supersede and replace the current Amended and Restated Articles of Incorporation in their entirety.

The Amended and Restated Articles of Incorporation of United Professional Horseman's Association Chapter 16 Inc. shall read in their entirety as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be United Professional Horseman's Association Chapter 16 Inc. (the "Corporation"). The Corporation shall have the right to operate under any number of appropriately applied for assumed names.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation shall be: 18029 Lake Reflections Blvd, Lutz, FL 33558.

**ARTICLE III
PURPOSE**

Section 3.01 General Purposes. The Corporation shall be organized and operated exclusively for purposes of charitable, scientific, educational, fostering national or international amateur sports competition and/or preventing cruelty to animals, 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (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.

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;
- (d) Foster national and international amateur sports competition;
- (e) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purposes within the State of Florida and elsewhere;
- (f) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code;
- (g) To promote, encourage, and foster any other similar charitable, educational, and scientific activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and

things which may be necessary, useful, suitable, or proper for the furtherance of the purposes of the Corporation;

- (h) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations and by Section 501(c)(3) of the Code, including, without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature, without limitation, as to its amount or value, and to hold, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property for any of the purposes set forth herein without the necessity of authorization or approval of any individual or entity whatsoever save and except as provided in these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation; and
- (i) To do such other things as are incidental to the purposes of the Corporation or are necessary or desirable in order to accomplish them.

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.
- (c) If at any time the Corporation is deemed to be a private foundation as defined in Section 509 of the Code, then so long as the Corporation is deemed a private foundation, it shall not, as provided in Section 508(e) of the Code, fail to require its income for each taxable year to be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, engage in any act of self-dealing as defined in Section 4941 (d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, or make any

investments or expenditures in such manner as to subject the Corporation to tax under Section 4944 or Section 4945(d) of the Code.

- (d) The Corporation shall have no power to engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree, serve a private interest other than one that is clearly incidental to an overriding public interest, have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures, distribute its assets on dissolution other than for one or more exempt purposes, carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary exempt purposes, accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation's charitable purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE IV

MANNER OF ELECTION OR APPOINTMENT

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 Bylaws of the Corporation.

ARTICLE V

DIRECTORS

Section 5.01 Plenary power to manage and govern the affairs of the Corporation shall be vested in the Board of Directors. The qualifications, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Corporation, as deemed appropriate from time to time.

Section 5.02 The number of members of the Board of Directors shall be no less than three (3). The number of Directors may be either increased or decreased from time to time by

the Board of Directors in accordance with the Bylaws of the Corporation, but need not be residents of Florida.

Section 5.03 The names and addresses of the current Board of Directors are:

Mary Jo Schmidt
18029 Lake Reflections Blvd
Lutz, Florida 33558

Pam Roush
18029 Lake Reflections Blvd
Lutz, Florida 33558

Krystle Lee
18029 Lake Reflections Blvd
Lutz, Florida 33558

Lark Henry
18029 Lake Reflections Blvd
Lutz, Florida 33558

All future members of the Board of Directors will be appointed in the manner prescribed in the Bylaws.

ARTICLE VI REGISTERED AGENT

The registered office of the Corporation is 18029 Lake Reflections Blvd, Lutz, Florida 33558. The name of the registered agent at that address is Pam Roush. The Board of Directors may change the registered agent and registered office at its discretion.

ARTICLE VII DISSOLUTION

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any organization designated by the Board of Directors of the Corporation that is exempt from taxes under 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.

ARTICLE VIII
AMENDMENT TO ARTICLES

These Articles may be amended by a majority vote of the Board of Directors, without a member vote, and filing with the Florida Department of State, Division of Corporations. If the Board of Directors seeks to make any amendments to the Corporation's specific purposes under Article 3.02 herein, it may only be amended by a two-thirds (2/3) majority vote of the voting members present and voting at a meeting of the Corporation. Any member-proposed amendment to the Articles of Incorporation must be submitted in writing or electronically to the Board of Directors at least thirty (30) days prior to the date of the meeting for review.

ARTICLE IX
MEMBERSHIP

The Corporation has members, which are further described in the Corporation's Bylaws.

ARTICLE X
CONSTRUCTION

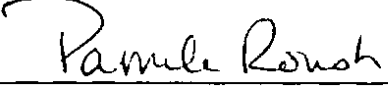
All references in these Amended and Restated Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited or their successors, as they may be amended from time to time

ARTICLE XI
EFFECTIVENESS OF FILING

This document becomes effective when the document is filed by the Florida Department of State, Division of Corporations.

IN WITNESS THEREOF, 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 4124 day of April, 2020.

UNITED PROFESSIONAL HORSEMAN'S
ASSOCIATION CHAPTER 16 INC.



Pam Roush, President

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 a two-thirds (2/3) majority vote, which was sufficient for approval of said Amendments, on April 24, 2020.

A handwritten signature in black ink, reading "Pamela Roush", written over a horizontal line.

Pam Roush, President