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BASIC AMENDMENT

DEEP SOUTH FOUNDATION QUARTER HORSE CLUB, INC.

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Certificate of Status	1
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Att.*

11/24/03



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 21, 2003

DEEP SOUTH FOUNDATION QUARTER HORSE CLUB, INC.
PO BOX 519
ORANGE PARK, FL 32067-0519

SUBJECT: DEEP SOUTH FOUNDATION QUARTER HORSE CLUB, INC.
REF: N02000008779

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The filing date of the Articles of Incorporation was November 13, 2002. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H03000322474
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SECTION OF CORPORATIONS
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AMENDED AND RESTATED

ARTICLES OF INCORPORATION OF
DEEP SOUTH FOUNDATION QUARTER HORSE CLUB, INC.,
a Florida corporation not for profit

The undersigned, for the purposes of forming a nonprofit corporation under the Florida not-for-profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Amended and Restated Articles of Incorporation.

CERTIFICATION OF AMENDMENT AND RESTATEMENT

The Board of Directors of this Not for Profit Corporation agree to amend and restate the Articles of Incorporation filed with the Florida Secretary of State, Division of Corporations on November 13, 2002 (the "Prior Articles") to make such changes as are agreed to by the Board of Directors. These Amended and Restated Articles of Incorporation replace in their entirety the Prior Articles. The parties agree to continue to operate as a not-for-profit corporation under the laws of the state of Florida as set forth herein.

There are no members or members entitled to vote on the amendment or restatement of the Corporation's Articles of Incorporation or the amendment and/or restatement of the Prior Articles.

These Amended and Restated Articles of Incorporation were adopted by the board of directors of the Corporation.

ARTICLE I
NAME

The name of the corporation is: DEEP SOUTH FOUNDATION QUARTER HORSE CLUB, INC., a Florida not-for-profit corporation.

ARTICLE II
ADDRESS

The address of the principal office of the corporation is 6346 Greenland Road, Jacksonville, Florida 32258. The mailing address of the corporation is P.O. Box 519, Orange Park, Florida 32067-0519.

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is Ford, Jeter, Bowius, Duss, Morgan, Kenney & Safer, P.A., 10110 San Jose Boulevard, Jacksonville, Florida 32257, and the name of the initial registered agent at that address is John S. Duss, IV.

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This Instrument Prepared by:
John S. Duss, IV, Attorney-at-Law
10110 San Jose Boulevard
Jacksonville, Florida 32257
Phone: (904) 268-7227 Florida Bar #104019

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ARTICLE III MEMBERS

The corporation shall have members and shall issue membership certificates. The corporation shall not issue shares of stock.

NOT FOR PROFIT

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed and shall not be operated for pecuniary gain or profit. No part of the income or the assets of the corporation shall inure to the benefit of its directors or officers or any other private individual, except to the extent permissible under these articles, under Florida law and under Internal Revenue Code ("Code") Section 501(c)(5) or any similar successor provision thereto. If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under Florida law and under Code Section 501(c)(5) or any similar successor provision thereto. The corporation shall never be authorized to engage in regular business of any kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes stated in this Articles of Incorporation for which the corporation is organized.

ARTICLE IV DURATION

The duration (term) of the corporation is perpetual.

ARTICLE V PURPOSES

The corporation is organized, and shall be operated exclusively for the purposes described in Section 501(c)(5) of the Internal Revenue Code of 1986, as now or hereafter amended (the "Code"), including, but not limited to:

(a) To acquire and administer funds and property which, after the payment of necessary expenses, shall be devoted exclusively to charitable purposes, specifically including, without limitation, making contributions to other tax-exempt organizations which have charitable, religious, educational, and/or scientific purposes, within the meaning of Code Section 501(c)(5). Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Code Section 501(c)(5) (or the corresponding provision of any future United States Internal Revenue Law) or (ii) by a corporation contributions to which are deductible under Code Section 170(c)(2) (or the corresponding provision of any future United States Internal Revenue Law); and

(b) To engage in such other activities for any other lawful purpose not specifically prohibited to corporations under the Nonprofit Corporation Code of the State of Florida.

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ARTICLE VI
POWERS

Solely for the above purposes, the corporation shall have the following powers:

A. to engage in and transact any and all activities necessary in order to operate the Deep South Foundation Quarter Horse Club, and to organize and operate any other fund-raising activities which the Corporation believes to be necessary or desirable.

B. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to the Act.

D. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE VII
LIMITATION

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but 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 above in these Articles.

ARTICLE VIII
TAX EXEMPT STATUS

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation as an organization described in Code Section 501(c)(5), or any similar successor provisions thereto, and which is not a private foundation described in Code Section 509, or any similar successor provisions thereto. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda, attempt to influence legislation, or participate or intervene in any political campaign on behalf of any candidate for public office to such extent as would result in the loss of exemption under Code Section 501(c)(5) or any similar successor provision thereto, nor shall any part of its property or any of the income therefrom be devoted to such purposes.

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ARTICLE IX
PROVISIONS TO APPLY IF THE CORPORATION IS EVER CONSIDERED A PRIVATE
FOUNDATION UNDER THE CODE

If the corporation shall be classified as a private foundation as defined in Code Section 509(a), in spite of the intent to avoid such classification, then the following provisions shall apply:

A. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or corresponding provisions of any subsequent federal tax laws.

B. The corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), or corresponding provisions of any subsequent federal tax laws.

C. The corporation shall not retain any excess business holdings as defined in Code Section 4943(c), or corresponding provisions of any subsequent federal tax laws.

D. The corporation shall not make any investments in such manner as to subject it to tax under Code Section 4944, or corresponding provisions of subsequent federal tax laws.

E. The corporation shall not make any taxable expenditures as defined in Code Section 4945(d), or corresponding provisions of any subsequent federal tax laws.

ARTICLE X
DISSOLUTION

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in Code Sections 170(c)(1), 170(c)(2), or 501(c)(5) and is itself described in Code Section 509(a)(1), (2) or (3).

ARTICLE XI
BOARD OF DIRECTORS

There shall be a Board of Directors consisting of at least five (5) and not more than seven (7) individuals. The initial Board of Directors shall consist of the following individuals:

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<u>Name</u>	<u>Address</u>
Shawnee Barbour	6346 Greenland Road, Jacksonville, Florida 32258
Harry Brock	184 County Line Church Road, Milledgeville, Georgia 31060
Colleen Smith	4800 Sedge Street, Middleburg, Florida 32068
Kelly Cooke	98 Industrial Loop, Orange Park, Florida 32073
Jackie Huskey	1264 Tumblin Drive, New Smyrna Beach, Florida 32168
Georgia Mobley	Rt. 5, Box 616 CW., Ridgeland, South Carolina 29936
Steve Smith	4800 Sedge Street, Middleburg, Florida 32068

Subsequent board members shall be determined as provided in the bylaws of the corporation.

ARTICLE XII OFFICERS

The corporation's officers shall be determined in the manner provided in the bylaws of the corporation.

ARTICLE XIII BYLAWS

The bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XIV AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

ARTICLE XV INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

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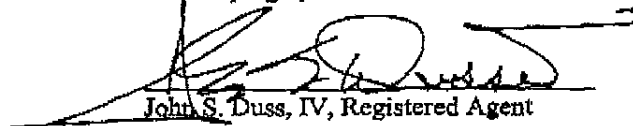
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I, the undersigned _____ Chair of the Board of Directors of the Corporation have signed these Amended and Restated Articles of Incorporation this 21 day of November, 2003.

Shawnee A. Barbour (SEAL)
Print Name: SHAWNEE BARBOUR
Board of Directors, _____ Chair

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above- stated corporation at the place designated in this certificate, I hereby accept such designation to act as registered agent, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.


John S. Duss, IV, Registered Agent

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