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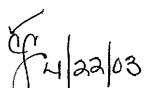


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JALLAHASSEE FLORIDA





TRANSMITTAL LETTER

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2003 APR 18 AM 9: 49

JUNE BAY OF STATE TALLAHASSEE FLORIDA

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

SUBJECT: Back in The Saddle Horse Adoption, Inc.
(PROPOSED CORPORATE NAME-MUST INCLUDE SUFFIX)

Enclosed is an original a	nd one(1) copy of the articl	es of incorporation and a	check for:		
□ \$70.00 Filing Fee	\$78.75 Filing Fee & Certificate of Status	□\$78.75 Filing Fee & Certified Copy	\$87.50 Filing Fee, Certified Copy & Certificate		
		ADDITIONAL CO	PY REQUIRED		
FROM:	Pamela Rayl Name (Printed or typed) 1619 Highland View Ct. Address Orange Park, FL 32003				
	City, State & Zip				
	904-269-	7608			

NOTE: Please provide the original and one copy of the articles.

Daytime Telephone number

ARTICLES OF INCORPORATION OF BACK IN THE SADDLE HORSE ADOPTION, INCOM APR 18 AM 9: 49 (A Non-Profit Corporation)

TALLAHASSEE FLORIDA

We, the undersigned, acting as incorporators of a non-profit corporation under Chapter 617 of the Statutes of the State of Florida, do hereby adopt the following Articles of Incorporation:

Article I Name

The name of this corporation shall be Back in the Saddle Horse Adoption, Inc.

Article II Principal Office/Mailing Address

The principal place of business and mailing address of the corporation shall be 1619 Highland View Court, Orange Park, FL 32003.

Article III Purposes

The purpose for which this corporation is formed is the transaction of any or all lawful business for which non-profit organizations may be incorporated under the Statutes of Florida. Specifically, this corporation is being formed to protect and improve the well-being of horses throughout the United States by providing the following services:

- accepting donations of riding horses that are no longer wanted or cannot be cared for by their current owners for adoption into new homes;
- establishing and maintaining foster homes for horses awaiting adoption;
- providing short-term training and rehabilitation of donated horse; and
- providing educational and support services to owners, foster homes and adopters.

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations.

Article IV Duration

The term of existence of this corporation is perpetual.

Article V Members/Directors

The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, who shall have the power to adopt Bylaws for the corporation not inconsistent with these Articles or with the statutes of the State of Florida. The initial directors are appointed. Additional directors may be elected by a two-thirds vote of the Board of Directors. Pursuant to the Bylaws, the Board of Directors shall elect a President, one or more Vice-Presidents, a Secretary and a Treasurer. The officers shall have such qualifications, power and duties as may be provided in the Bylaws of the corporation.

Article VI Initial Board of Directors

The number of directors constituting the initial Board of Directors is seven (7) and the names and address of the persons who are to serve as the initial directors until the first annual meeting or until their successors are elected or appointed are:

Pam Rayl 1619 Highland View Court Orange Park, FL 32003

Fabian Densmore 12643 Joda Lane East Jacksonville, FL 32248

Angie Macy 1320 Elliston Drive Bloomington, IN 47401

Kathleen Russell 9150 State Route 7 Rogers, OH 44555

Diane Bird 1224 Maury River Road Lexington, VA 24450 Lisa Reedy 8757 Donovan Court Cincinnati, OH 45249

Mary Huber 1801 Hartranft Street Philadelphia, PA 19145

Article VII Limitations

No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation.

No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication 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 tax code, or (b) by a corporation, contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article VIII Non-Stock/Non-Profit

The corporation is not authorized to issue any capital stock and shall not be conducted for profit.

Article IX Debt Obligation and Personal Liability

No member, officer or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or directors be subject to the payment of the debts or obligations of this corporation.

Article X Dissolution

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, 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.

ARTICLE XI Registered Agent

The initial registered agent of the corporation is:

Pam Rayl 1619 Highland View Court Orange Park, FL 32003

Pam Rayl

I hereby accept the appointment as registered agent.

ARTICLE XI Incorporators

The names and addresses of the incorporators are as follows:

Pam Rayl 1619 Highland View Court Orange Park, FL 32003 2003 APR 18 AM 9: 50

Date: 4/15/03

Fabian Densmore 12643 Joda Lane East Jacksonville, FL 32248 2003 APR 18 AM 9: 49
TALLAHASSEE FLORIDA

Mary Huber 1801 Hartranft Street Philadelphia, PA 19145

We, the undersigned, for purposes of forming a non-profit corporation under the statutes of the State of Florida, do make and file these Articles of Incorporation.

Pam Rayl

Fabion Gersmon

may theher

Mary Huber

Date: 4/15/03

Date: 4/15/03

Date: 4-7-03