

Division of Corporations

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Account Name : BARNETT, BOLT, KIRKWOOD & LONG  
Account Number : 072731001155  
Phone : (813) 253-2020  
Fax Number : (813) 251-6711**FLORIDA NON-PROFIT CORPORATION**

Outback Polo Club, Inc.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
OUTBACK POLO CLUB, INC.**

**A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned hereby organizes a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, and pursuant to the following Articles of Incorporation:

**ARTICLE 1**

**Name**

The name of the corporation is Outback Polo Club, Inc. (hereinafter the "Corporation").

**ARTICLE 2**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of the Corporation is 11924 West Forcst Hill Boulevard, Suite 22-Box 350, Wellington, Florida 33414.

**ARTICLE 3**

**Purposes**

The Corporation is a nonprofit organization organized and to be administered to promote, organize, and manage leagues for the sport of polo and to operate in any other manner for such charitable, civic and social purposes as will qualify the Corporation as an exempt organization within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws. In order to accomplish the foregoing purposes, the Corporation shall have the power to do any and all acts necessary or conducive to the attainment of any of the objects and purposes described in the preceding sentence, to the same extent and as fully as any natural person might or could do; provided, however, that the Corporation shall not have the power to carry on any activity which would cause it to fail to qualify, or to fail to continue to qualify, as an organization exempt from federal income tax under Section 501(c)(7) of the Code, or corresponding provision of any subsequent federal tax law.

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**ARTICLE 4**  
**Board of Directors**

The affairs and business of the Corporation shall be managed and conducted by the Board of Directors. The qualifications, election, number, tenure, powers and duties of the members of the Board of Directors shall be as provided in the Bylaws. Directors may be removed from office only by the vote of two-thirds or more of the directors. This Corporation initially shall have 3 directors. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws, but shall never be less than three (3) or more than nineteen (19) and shall be an odd number. The method of appointment of directors shall be as stated in the bylaws of the Corporation. The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
John Timothy Gannon	2202 N. Westshore Boulevard Fifth Floor Tampa, Florida 33607
Philip O. Heatley	11924 W. Forest Hill Boulevard Suite 22-Box 350 Wellington, Florida 33414
Tammy Salinas-Bentley	11924 W. Forest Hill Boulevard Suite 22-Box 350 Wellington, Florida 33414

**ARTICLE 5**  
**Membership**

The Corporation shall be a membership corporation and shall have no authority to issue capital stock. Membership in the corporation shall be open to any individual engaged in or connected with the sport of polo if a two-thirds (2/3) majority of the Board of Directors votes to ratify said applicant's membership petition; provided, however, the Board of Directors shall

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make said decisions in a nondiscriminatory fashion without regard to race, gender, national origin, religion, handicap, and sexual preference in accordance with the Bylaws.

**ARTICLE 6**  
**Incorporator**

The name and address of the person signing these Articles of Incorporation is John Timothy Gannon, 2202 N. Westshore Boulevard, 5<sup>th</sup> Floor, Tampa, Florida 33607.

**ARTICLE 7**  
**Initial Registered Office and Agent**

The initial registered office of the Corporation shall be 2202 N. Westshore Boulevard, 5<sup>th</sup> Floor, Tampa, Florida 33607. The initial registered agent at such address shall be John Timothy Gannon.

**ARTICLE 8**  
**Duration**

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

**ARTICLE 9**  
**Indemnification**

No incorporator, member, director or officer of the Corporation shall be personally liable for the payment of the debts of the Corporation. The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law. Notwithstanding the provisions of this Article 9, the Corporation shall not indemnify any former officer or director from any liability for fraud, bad faith, willful misconduct or gross negligence.

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**ARTICLE 10**  
**Bylaws**

The Board of Directors of the Corporation shall have the exclusive authority to adopt, amend and/or repeal the Bylaws of the Corporation.

**ARTICLE 11**  
**Distribution of Assets**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 its exempt purposes.

**ARTICLE 12**  
**Distribution of Assets Upon Liquidation**

In the event the Corporation is dissolved, after all liabilities and obligations of the Corporation are paid or provision is made therefor, the Board of Directors shall recommend and the members shall adopt a plan for the distribution of the remaining assets of the corporation in such manner as will carry out the purposes of the Corporation as an organization exempt from federal income tax under Section 501(c)(7) of the Code or corresponding provisions of any subsequent federal tax laws.

**ARTICLE 13**  
**Amendment to Articles**

The Board of Directors may amend, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by applicable statutes, and all rights conferred herein are granted subject to this reservation; provided, however that any such

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amendment shall be calculated exclusively to carry out the objects and purposes for which the Corporation has been formed.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of November, 2003, and acknowledged that he is familiar with, and accepts, the obligations of registered agent of this corporation.

  
JOHN TIMOTHY GANNON, Incorporator  
and Registered Agent

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