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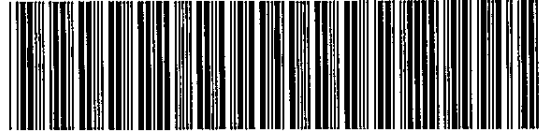
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CSC.

CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 576115 81879A

AUTHORIZATION :

COST LIMIT : \$78.75

Patricia Pizito

ORDER DATE : April 19, 2004

ORDER TIME : 11:11 AM

ORDER NO. : 576115-015

CUSTOMER NO: 81879A

CUSTOMER: Timothy J. Conner, Esq.
Timothy J. Conner & Associates

Suite 1
2 Jungle Hut Road
Palm Coast, FL 32137

DOMESTIC FILING

NAME: PEGASUS RISING, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
PEGASUS RISING, INC.
A NOT FOR PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator under Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, (herein referred to as the "Act"), for the purpose of organizing a non-profit corporation under the laws of the state of Florida does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is the Pegasus Rising, Inc.

ARTICLE II

PERIOD OF DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III

PURPOSES

The purposes for which the corporation is formed and organized as a non-profit corporation are as follows:

A. To engage in any lawful business activities for which non-profit corporations may be organized pursuant to the Act;

B. To help individuals who would like to learn more about changing life patterns and overcoming obstacles so that they can maximize personal growth and learning and acquire a joy in living life to its fullest. To accomplish this purpose, workshops, seminars, sessions, and activities are specifically designed to address the individual's needs in a challenging, accepting, supportive environment.

C. To provide programs/counseling on an individual or group basis in a non-traditional and action oriented setting using a team approach consisting of a horse professional, a life coach/counselor and horses.

D. To design programs that:

- 1) Use a holistic approach to promote spiritual, mental and emotional health to aid individuals to grow towards wholeness of the total person.
- 2) Assist people to develop a good relationship with themselves, others and community through the healing power of the horse/human relationship.
- 3) Challenge each participant to his or her respective level of ability.
- 4) Utilize Equine Assisted Therapy as a gentle, yet powerful form of experiential learning in which horses provide immediate feedback to actions allowing individuals to learn through trial, error, and accomplishment through relationships with horses.

E. To educate the public regarding the benefits of equine assisted psychotherapy.

In undertaking these purposes, the corporation may accept from or make distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future United States tax code.

ARTICLE IV

POWERS

In furtherance of the purposes set forth in Article III, the Corporation shall have all of the powers and duties of a corporation organized under the Act and other applicable state statutes, including, but not limited to, the power to raise and expend funds for research, training, education and the promotion of equine assisted therapy on a local, state, or regional basis.

The purposes stated herein shall be construed as powers as well as purposes, and the matters expressed in any clause shall not be limited by reference to or inference from the terms of any other, but shall be regarded as independent purposes and powers; and the enumeration of specific purposes and powers shall not be construed to limit or restrict the meaning of general terms of the general powers; nor shall the express of one thing be deemed to exclude another not expressed, although it be of like nature.

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.

In the event that the Internal Revenue Service rules that the corporation is a private foundation, as defined in Section 509(a) of the Internal Revenue Code and its regulations as it now exists or as it may hereinafter be amended, the Corporation shall not engage in any act, or failure to act, that would make it liable for excise taxes under Section 4941-4945 of the Internal Revenue Code as those sections now exist or may hereinafter be amended.

Notwithstanding any other provision of this certificate, the bylaws of the Corporation or any other governing document, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulation as they now exist or as they may hereinafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such code and regulation as they now exist or as they may hereafter be amended.

ARTICLE V

PRINCIPAL OFFICE

The corporation's initial principal office shall be located at 2628 S. Central Avenue, Flagler Beach, Florida 32136, with a mailing address of 2628 S. Central Avenue, Flagler Beach, Florida 32136.

ARTICLE VI
MEMBERS AND SHARES

The corporation shall have no Members and shall not issue shares of stock.

ARTICLE VII
LIABILITIES

No officer, trustee, incorporator or registered agent shall be personally liable for the debts, liabilities or obligations of this Corporation.

ARTICLE VIII
THE BOARD OF TRUSTEES

A. **Number and Election.** The Corporation shall be governed by its Board of Trustees. The number of trustees of the Corporation shall be specified in the Bylaws and shall number at least two (2) and not more than seven (7). The number of trustees of the Corporation may be increased, decreased or changed pursuant to the manner provided in the Bylaws or amendments thereto. The Bylaws shall be adopted by, and shall be amendable by, the Board of Trustees. The manner of election or appointment of trustees and any further qualifications, duties, terms of office, or other provisions relating to the trustees shall be prescribed by the Bylaws in a manner consistent with these Articles of Incorporation.

B. **Initial Board of Trustees.** The following individuals shall constitute the initial Board of Trustees of the Corporation:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Art Barr | 2628 S. Central Ave. Flagler Beach, FL 32136 |
| Gail Barr | 2628 S. Central Ave. Flagler Beach, FL 32136 |

Until successors are elected or appointed in the manner provided in the Bylaws, the initial Board of Trustees shall serve as the Board of Trustees for this Corporation.

C. **Vacancies.** In the event there becomes a vacancy in the Board of Trustees for whatever reason, a successor shall be elected by the method set forth in the Bylaws when it is necessary to do so to comply with law or further the purposes of these Articles of Incorporation.

D. **Meetings.** There shall be one regular annual meeting of the Board of Trustees. Special meetings may be called by the Chairman of the Board of Trustees at his or her discretion, or upon the written request of two (2) members of the Board of Trustees. Notice of meetings of the Board of Trustees shall be given not less than ten days nor more than thirty days prior to the meeting.

ARTICLE IX
INCORPORATORS

The name and address of the Incorporator(s) are:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| Timothy J. Conner | 2 Jungle Hut Rd., Ste. 1 Palm Coast, FL 32137 |

ARTICLE X
INITIAL REGISTERED AGENT

The name and address of the registered agent of the Corporation is:
Timothy J. Conner, 2 Jungle Hut Road, Ste. 1, Palm Coast, Florida 32137.

ARTICLE XI
TAX RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees or officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make reimbursement for expenses incurred in connection with the business or activities of the Corporation. Further, the Corporation shall not engage in business for profit. 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 any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, 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 of 1954 (or the corresponding provisions of any future United States Internal Revenue law), or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law). For any period with respect to which the corporation is a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), it shall:

A. Distribute its income for each such period at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or the corresponding provisions of any future U.S. Internal Revenue law.

B. Not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or the corresponding provisions of any future U.S. Internal Revenue law.

C. Not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or the corresponding provisions of any future U.S. Internal Revenue law.

D. Not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or the corresponding provisions of any future U.S. Internal Revenue law; and

E. Not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or the corresponding provisions of any future U.S. Internal Revenue law.

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify each trustee or officer or former trustee or former officer of the Corporation from and against any and all claims, judgments, liabilities, fines, taxes, penalties, interest, amounts paid in settlement, and expenses (including attorneys fees) to which such person shall become subject by reason of her or his having heretofore or hereafter served in such capacity of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted to have been by her or him in such capacity (except in relation to matters as to which she or he shall be adjudged in an action, suit or proceeding to be liable of negligence or misconduct in the performance of duty) if she or he acted in good faith and in a manner reasonably believed to be in (and not opposed to) the best interests of the Corporation and she or he had no reasonable cause to believe her or his conduct was unlawful. The foregoing indemnification provisions may be expanded, clarified or restricted as

otherwise provided in the Bylaws of this Corporation.

ARTICLE XIII

DISSOLUTION

Upon the dissolution of the Corporation, all funds and property remaining after paying or adequately providing for the debts and obligations of the Corporation shall be distributed to such organization or organizations which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Trustees shall then determine by a majority vote.

ARTICLE XIV

AMENDMENT

Amendment of these Articles of Incorporation may be made by the Board of Trustees of the Corporation.

ARTICLE XV

BYLAWS

The Board of Trustees which shall manage the business and affairs of the Corporation shall adopt, repeal and amend such Bylaws, rules and regulations for the government of the corporation as shall be advisable by the Board, subject to applicable law.

ARTICLE XVI

OFFICERS

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other officer as shall be appointed from time to time by the Board of Trustees.

IN WITNESS WHEREOF, we have hereunto executed the foregoing Articles of Incorporation this 16 day of April, 2004.

INCORPORATORS:




**STATE OF FLORIDA
COUNTY OF FLAGLER**

On the 16th day of April, 2004, personally appeared before me Timothy J. Conner, who being by me first duly sworn, declared that they are the persons who signed the foregoing instrument and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal as of the date hereinabove mentioned.



NOTARY PUBLIC



Regina Gutierrez
My Commission DD029262
Expires May 28, 2005

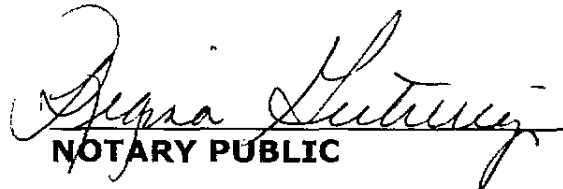
CONSENT TO APPOINTMENT

I hereby consent to act as the registered agent of Pegasus Rising, Inc.




On the 16th day of April, 2004, personally appeared before me Timothy J. Conner, who being by me first duly sworn, declared that they are the persons who signed the foregoing instrument and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal as of the date hereinabove mentioned.



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Regina Gutierrez
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