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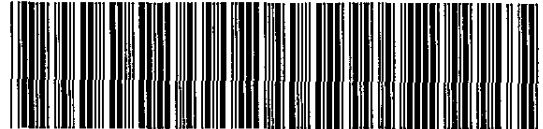
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TAMPA, FLORIDA 33672-0609

February 16, 2004

Via Federal Express

David J. Jiles
22923 Robbins Road
Astatula, FL 34705

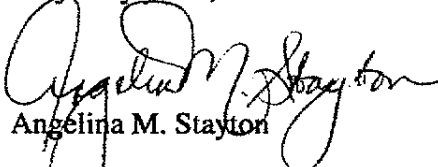
Re: Florida Pony of Americas Club, Inc.

Dear Mr. Jiles:

Enclosed please find all the legal documents for Florida Pony of Americas Club, Inc.. Please sign where indicated and prepare a check for \$78.75 payable to Department of State. We have enclosed a Federal Express package addressed to the Department of State for your convenience. Please place the signed corporate documents along with a copy of same and the check in the Federal Express package. After you sign these, make a copy for you to keep and an extra copy for the Department of State. We have included a cover letter to the Department of State in the Fed Ex package to accompany your documents.

I apologize for the delay in the preparation of these documents. It was out of my area of expertise and because we were preparing the documents pro bono, I had to wait until my colleagues had spare time to review or prepare the needed documents. We will forward a bill to you for our actual fees and costs, such as Federal Express charges or copy charges. Please do not hesitate to call me with any questions.

Very truly yours,


Angelina M. Stayton

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Enclosures
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FEDERAL EXPRESS

TRANSMITTAL LETTER

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

SUBJECT: Florida Pony of Americas Club, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles 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 COPY REQUIRED

FROM: David J. Jiles
Name (Printed or typed)

P.O. Box 164
Address

Astatula, FL 34705
City, State & Zip

352-742-3174
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
FLORIDA PONY OF THE AMERICAS CLUB, INC.
(A FLORIDA NONPROFIT CORPORATION)**

Pursuant to the provisions of Section 617 of the Florida Statutes, the undersigned non for profit corporation adopts the following Articles of Incorporation of such corporation

ARTICLE I

Name

The name of the corporation shall be: Florida Pony of the Americas Club, Inc.

ARTICLE II

Principal Office

The principal place of business of this corporation shall be: 22923 Robbins Road, Astatula, Florida 34705. The principal mailing address of this corporation shall be: P.O. Box 164, Astatula, Florida 34705.

ARTICLE III

Purpose

The purpose and object for which the corporation was formed is to promote recreational, educational and agricultural activities involving a specific breed of Pony called the Pony of the Americas. The corporation is a nonprofit corporation, organized under Florida Statute 617. the Florida Not For Profit Corporation Act for charitable purposes.

The corporation shall help, encourage, and assist in organizing events and activities involving the Pony of Americas, throughout the State of Florida. The corporation shall hold state shows and assist in the development of the breed by promoting activities across Florida. The corporation will also dedicate itself to developing rules for the showing and exhibiting of the ponies at agricultural fairs and horse shows; to furnish scientific and constructive information to all persons and particularly to assist in helping 4-H Clubs, Future Farmers of America, and other children interested in breeding, selling and showing these ponies; to encourage the use of these ponies on farms and ranches. That the type of pony to be promoted by the corporation, shall be a pony that is a happy medium of a Quarter Horse and an Arabian in miniature with a height of 46" - 56", which must also have approved colors and characteristics as defined in the National Pony of the Americas Club, Articles of Incorporation.

ARTICLE IV

Not For Profit

The corporation is organized exclusively for charitable, educational, agricultural, and scientific purposes, making of distributions to organizations that qualify as exempt organizations under Section 501(c)(5) of the Internal Revenue Code of 1954, as amended. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed rim its members, trustees, officers, or other private persons, except that the club shall be authorized and empowered to pay a reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this Article and Article III.

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CLERK OF DISTRICT COURT
TALAMON ST. 1

No substantial part of the activities of the corporation shall be the carrying on of propaganda; or otherwise attempting to influence legislation, and the Club shall not campaign for any candidate of public office.

Notwithstanding any other provision of these Articles, the Club shall not carry on any activity not permitted to be carried on (a) by the corporation exempt from Federal Revenue Income Tax under Section 501(c)(5) of the Internal Revenue Code of 1954, as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 as amended, or (c) the Florida Non for Profit Corporations Act.

ARTICLE V

Directors

Directors of the corporation will be elected annually at the Florida Pony of the Americas Club Annual Members meeting. Directors will serve a one year term. Qualifications for Directors are defined in the corporation's ByLaws.

ARTICLE VI

Type of Corporation

Florida Pony of the Americas Club will be affiliated with the National Pony of the Americas Club, but not directly subject to the authority or rules established by the National Chapter.

ARTICLE VII

Initial Registering Agent and Address

The corporation's initial registering agent is David J. Jiles. The corporation's registered office and Mr. Jiles's address is 22923 Robbins Road, Astatula, Florida 34705.

ARTICLE VIII

Incorporator

David J. Jiles is the sole incorporator of the Florida Pony of the Americas Club. His address is 22923 Robbins Road, Astatula, Florida 34705.

ARTICLE IX

Board of Directors

Florida Pony of the Americas Club will have no less than three Directors pursuant to Florida Statute 617.0202. The corporation reserves the right to alter the number of Directors as the Club's size changes, but may never have fewer than three (3) directors. The qualification of being a member of the Board of Directors, is only that be an active member of the Florida Pony of the Americas Club. The initial Directors are the addresses are listed below:

David J. Jiles
P.O. Box 164
Astatula, Florida 34705

Mark Chemega
2720 Ambrosia Court

Apopka, Florida 32703

Gerri Randolph
590 N. Luke Pleasant Road
Apopka, Florida 32703

ARTICLE X

Membership

There shall be no classes of members: All members of the corporation will be active, voting members.

The qualification for membership is only that each individual join the Florida Pony of the Americas Club by paying annual membership fees to be determined by the Board of Directors.

ARTICLE XI

Violations and Disciplinary Procedures

Any Member of the Florida Pony Of the Americas Club, Inc. may be disciplined by fine, censure, suspension or expulsion for good cause shown with procedure therefore to be fixed in the Bylaws of the corporation.

ARTICLE XII

Amendments

The members shall have power to amend these Articles by affirmative vote of a majority of the members at the annual membership meeting.

ARTICLE XIII

Terms of Existence

The period of this corporation shall be perpetual.

ARTICLE XIV

Dissolution

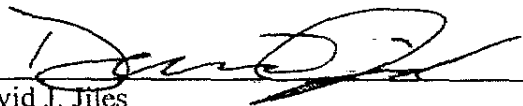
Upon the time of dissolution of the corporation, assets shall be used to pay all debts, liabilities, costs and expenses. Any such assets not so disposed of shall be disposed of upon a vote by the Board of Directors, to a state agricultural organization, or non-profit organization similarly dedicated to educational and agricultural purposes. These funds will be disposed of any Court of Competent Jurisdiction within the State of Florida, for such purposes.

ARTICLE XIV

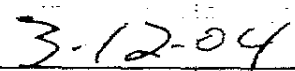
Liability

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.

The undersigned, acting as incorporators of a corporation under the laws of the State of Florida, adopt the above Articles of Incorporation.



David J. Jiles
Incorporator, Florida Ponys of the Americas



Date Signed

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FLORIDA PONY OF THE AMERICAS CLUB, INC.

Pursuant to the provisions of Sections 617 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Florida Pony of the Americas Club, Inc.
2. The name and address of the registered agent and office are

David J. Jiles
22923 Robbins Road
Astatula, Florida 34705

SIGNATURE: _____

TITLE: DAVID J. JILES, Incorporator

DATE: ~~February~~ 12, 2004

MARCH

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

DAVID J. JILES, Registered Agent

DATE: ~~February~~ 12, 2004

MARCH

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TALPAHOKA, FLORIDA
SECRETARY OF STATE