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TRANSMITTAL LETTER

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TALLAHASSEE FLORIDA

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

SUBJECT:	(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)		
Enclosed is an original a	and one(1) copy of the Artic	cles 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:	MICHAEL EDWARD BROV	NN rinted or typed)	
PO BOX 1392 Address			
	VENICE, FLORIDA 34284- City,	-1392 State & Zip	.

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

Daytime Telephone number

941-809-8752

ARTICLES OF INCORPORATION OF SOUTHWIND RANCH HORSE SANCTUARY, Inc.

2004 JUL 23 PM 2: 53

These Articles of Incorporation are hereby adopted by the undersigned incorporator of this not-for-profit corporation in compliance with Chapter 617 of the Florida Statutes.

ARTICLE I

The name of the corporation shall be SOUTHWIND RANCH HORSE SANCTUARY, Inc.

ARTICLE II PRINCIPAL OFFICE & MAILING ADDRESS

The corporation's principal address, if known, shall be 1208 LEXINGTON DRIVE, VENICE, FLORIDA 34292, and the mailing address of the corporation shall be PO BOX 1392, VENICE, FLORIDA 34284. The corporation may change the foregoing addresses, transact business at other locations within Florida State, and establish branch offices within or without Florida State, all as the Board of Directors may from time to time designate.

ARTICLE III PURPOSE

The purpose for which the corporation is initially organized shall be for the prevention of cruelty to horses, to take in, house and care for abused horses, to do everything convenient or necessary for the accomplishment of said purpose, and to do all things incidental thereto or connected therewith that are not prohibited by law; to carry out said purpose in any state of the United States or in any foreign country to the extent not prohibited by law therein. Notwithstanding any contrary provision contained in this instrument:

- (a) the purpose or purposes for which the corporation is organized are limited to those that will qualify it as a tax exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax law, including, for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under such codes;
- (b) the corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation (including the publishing or distribution of statements), or participate or intervene in any political campaign on behalf of any candidate for public office, or carry on any other activity not permitted to be carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any subsequent federal tax laws; and
- (c) no part of the net earnings, properties, or assets of the corporation shall inure to the benefit of any individual or person, or any member, officer, or director of the corporation, on dissolution or otherwise, or on liquidation or dissolution, all property and assets of the corporation remaining after payment or provision for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized and operated for charitable or religious purposes as the board of directors shall determine, and shall at

the time qualify as a tax exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any subsequent federal tax laws.

ARTICLE IV MANNER OF ELECTION

The method of election or appointment of directors shall be stated in the by-laws of the corporation.

ARTICLE V INITIAL OFFICERS/DIRECTORS

The initial directors and officers of the corporation are: Michael Edward Brown, PO Box 1392, Venice, Florida 34284 - President/Director Carol Wilkins, PO Box 1392, Venice, Florida 34284 - Vice President/Director Rev. Laurence Wilkins, PO Box 3073, Barrington, Illinois 60011 - Director

ARTICLE VI INITIAL REGISTERED AGENT

The initial registered agent for the corporation to accept service of lawful process within Florida State shall be MICHAEL EDWARD BROWN. The initial registered office street address of the registered agent shall be 1208 LEXINGTON DRIVE, VENICE, FLORIDA 34292. The initial registered agent hereby states that said registered agent is familiar with and accepts the obligations of this position.

ARTICLE VII INCORPORATOR

The name and address of the incorporator executing this instrument is MICHAEL EDWARD BROWN, PO BOX 1392, VENICE, FLORIDA 34284.

IN WITNESS WHEREOF, the undersigned executed this instrument this 20th day of July, 2004.

SIGNATOR:

MICHAEL EDWARD BROWN Incorporator & Registered Agent