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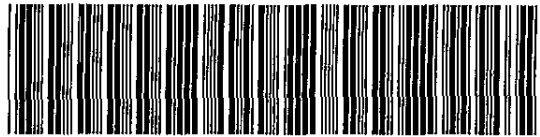
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**ARTICLES OF INCORPORATION
OF
TALLAHASSEE EQUESTRIAN ASSOCIATION, INC.**

Pursuant to the provisions of Chapter 617, Florida Statutes, I, the undersigned natural person competent to contract, acting as incorporator of a corporation not-for-profit, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is **TALLAHASSEE EQUESTRIAN ASSOCIATION, INC.** (hereinafter referred to as the "Association").

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Association is 1300 Thomaswood Drive, Tallahassee, Florida 32308.

ARTICLE III

REGISTERED AGENT

Charles R. Gardner, whose address is 1300 Thomaswood Drive, Tallahassee, Florida 32308, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

NONPROFIT PURPOSE

The purposes for which the Association is to be formed are the educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and in this connection, operate in such a manner as to advance the purposes described in Article V below, and to do the following:

- (i) provide economic and other assistance to benefit other corporations, exempt or non-exempt, in the furtherance of the tax exempt purposes of this Association, and to these ends to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value;
- (ii) to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the Association without limitation except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of this Association, or any laws applicable thereto; and
- (iii) to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

To further its purposes, the Association shall have all general powers which are, from time to time, enumerated in Section 617.0302 of the Not-for-Profit Corporation law of Florida.

ARTICLE V

EXEMPT STATUS

This Association is constituted to promote horseback riding among children and young adults by providing the educational framework by which these young people can (i) learn about the care and training of horses, (ii) learn time management skills, self-discipline, and personal responsibilities, and (iii) develop riding skills that will enable them to participate in amateur equestrian competition, events and shows.

This Association has not been created for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Association is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Not-for-Profit Corporation Law of the State of Florida.

No part of the net earnings, if any, of the Association shall inure to the benefit of or be distributable to, its officers.

The Association shall have and be permitted to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have and exercise.

ARTICLE VI

SCOPE OF ACTIVITY

The Association shall have the powers, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the

Association is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Association shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code, as amended, and the regulations thereunder as the same now exists or as they may hereafter be amended from time to time.

ARTICLE VII

PROHIBITED ACTIVITIES

No part of the activities of the Association shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE VIII

PLACE OF OPERATION

The operations of the Association are to be conducted principally in Leon County, Florida. The principal business office shall be located at 1300 Thomaswood Drive, Tallahassee, Florida 32308.

ARTICLE IX

ADDRESS FOR NOTICE

The address to which the Secretary of State shall mail a copy of any notice required by law is 1300 Thomaswood Drive, Tallahassee, Florida 32308.

ARTICLE X
INCORPORATORS

The name and address of the incorporator of this Association are: Charles R. Gardner,
1300 Thomaswood Drive, Tallahassee, Florida 32308

ARTICLE XI
DIRECTORS

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not less than one (1) or more than nine (9) members, and in the future the number will be determined from time to time in accordance with the provisions of the By-Laws of the corporation. The number of Directors on the Board of Directors shall be an odd number.

The names and addresses of the person who is to act in the capacity of Director until the selection of his successor are: Charles R. Gardner, 1300 Thomaswood Drive, Tallahassee, Florida 32308.

ARTICLE XII
ELECTION OF DIRECTORS AND TERMS

Directors of the Association shall be elected and shall serve in the manner provided by the By-Laws of the Association.

ARTICLE XIII
MEMBERSHIP

The Association is to be organized upon a nonstock membership basis. Such memberships shall be nonredeemable, nontransferable, and nonindividual bearing.

Qualifications for membership and admission of new members shall be determined as set forth in the By-Laws of the Association. The initial members of the association shall be members of the Board of Directors. The Association may have more than one (1) class of membership (including a non-voting class of membership), and the respective rights of each class shall be set by the Board of Directors from time to time by resolution.

ARTICLE XV

OFFICERS

The officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer and such other officers as may be provided in the By-Laws. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of members. The names of the officers who are to serve until the first election of officers are:

PRESIDENT	Charles R. Gardner
VICE PRESIDENT	Linda R. Gardner
SECRETARY	Linda R. Gardner
TREASURER	Linda R. Gardner

ARTICLE XVI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director

or officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

B. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association, unless and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or

proceeding is held shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

C. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XVII

BY LAWS

By-Laws shall be initially adopted by the Board of Directors after which these By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XVIII

AMENDMENTS

The Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors, and officers are subject to this reservation. The Articles of Incorporation of the

Association may be amended only upon majority vote approving such adoption by the Board of Directors of the Association.

ARTICLE XIX

DISSOLUTION AND DISTRIBUTION

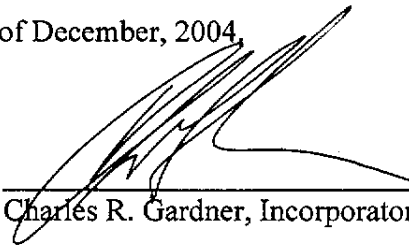
Upon the dissolution or other termination of the Association, no part of the property of the Association or any proceeds shall be distributed to or inure to the benefit of any of the officers, directors, or members of the Association, but all such property and proceeds, subject to the discharge of valid obligations of the Association, and to the applicable provisions of the Not-for-Profit Corporation Law of Florida, shall be distributed as directed by the members of the Association among one or more corporations, trusts, community chests, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual, and no substantial part of whose activities consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office, or to other entities of the type which qualify for Federal Income Tax exemption under Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE XX

DURATION

The corporation shall exist perpetually.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 30th day of December, 2004.



Charles R. Gardner, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR SERVICE OR PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Statute:

TALLAHASSEE EQUESTRIAN ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal offices at 1300 Thomaswood Drive, Tallahassee Florida 32308, has named Charles R. Gardner, whose office is located at 1300 Thomaswood Drive, Tallahassee, Florida 32308 as its agent to accept service of process within the State.



CHARLES R. GARDNER

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



CHARLES R. GARDNER

CLERK OF STATE
TALLAHASSEE, FLORIDA

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