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**ALBERT J. STOPKA, III, P.A.**

**ATTORNEY AT LAW**

P. O. Box 300  
108 Mosley Drive  
Lynn Haven, FL 32444

Telephone: (850) 785-6600

Facsimile: (850) 872-9158

September 10, 2007

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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RE: Whispering Horses, Inc., a NOT-FOR-PROFIT corporation  
Our File No. 1322.1

To Whom It May Concern:

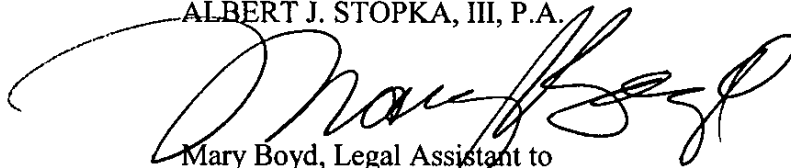
Enclosed please find the original and a copy of the Articles of Incorporation on the above referenced corporation, together with our firm's check in the amount of \$78.75 for payment of the following costs:

Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	<u>\$ 8.75</u>
	\$ 78.75

Please file the Articles upon receipt and provide our office with a certified copy of the filed Articles. Thank you for your assistance in this matter. If you have any questions, please do not hesitate to give me a call.

Sincerely,

ALBERT J. STOPKA, III, P.A.



Mary Boyd, Legal Assistant to  
Albert J. Stopka, III

mb  
Enclosure(s)

ARTICLES OF INCORPORATION  
OF  
WHISPERING HORSES, INC. /

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The undersigned, acting as incorporator of a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation shall be Whispering Horses, Inc. The principal address of the corporation at the time of incorporation is 10835 Hwy. 20, Youngstown, FL 32466, and the mailing address is 10835 Hwy. 20, Youngstown, FL 32466.

ARTICLE II - DURATION

The duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence at the time of the filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

A. The specific and primary purpose for which this corporation is organized is to act as a charitable organization utilizing horses to assist autistic and mentally challenged individuals.

B. The general purpose for which the corporation is formed is exclusively for charitable and educational purposes associated with utilizing horses and horsemanship to assist mentally challenged and autistic individuals and to contribute to any such related charitable organization which qualifies as exempt under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

C. The corporation shall be operated exclusively for those purposes allowed an exempt organization under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, and allowed under Section 617.0301 of the Florida Statutes so that any income derived shall be exempt from taxation. The corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of any officer or director of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and that no officer or director of the corporation or any private individual shall be entitled to share in the distribution of any corporate assets upon the dissolution of the corporation.

Notwithstanding any of the provisions of these articles, the corporation shall not conduct or carry on any business not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under said code and regulations as they now exist or as they may hereafter be amended, or under Section 617.0301 of the Florida Statutes. 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 any political campaign on behalf of or in opposition to any candidate for public office.

#### ARTICLE IV - PRINCIPAL OFFICE

The street and mailing address of the initial principal office of this corporation shall be 10835 Hwy. 20, Youngstown, FL 32466.

#### ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent is Denise Robinson, 10835 Hwy. 20, Youngstown, FL 32466.

#### ARTICLE VI – BOARD OF DIRECTORS

The number of directors constituting the board of directors shall be fixed by the bylaws of this corporation, but shall not be less than three (3) and there method of selection shall be dictated by the bylaws of the corporation. The following individuals shall serve the corporation as the initial directors:

Denise Robinson  
10835 Hwy. 20  
Youngstown, FL 32466

Chuck Robinson  
2505 East Wood Street  
Paris, TN 38242

Jill Saway  
209 Sunset Circle  
Dahlonega, GA 30533

#### ARTICLE VII - MEMBERS

The corporation shall have one or more classes of members. Qualification for membership and voting rights shall be as set forth in the bylaws. The members shall not hold or be issued certificates or shares in the corporation.

## ARTICLE VIII - DISSOLUTION

In the event of liquidation or dissolution of the corporation, whether voluntary or involuntary, the assets of the corporation received from any source whatever, after the payment of all debts and obligations of the corporation, shall be distributed as for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE IX - INCORPORATOR

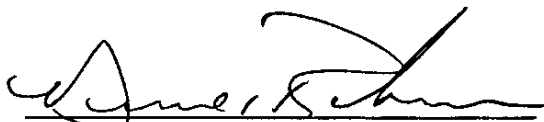
The name and address of the incorporator to these Articles of Incorporation is as follows:

Denise Robinson  
10835 Hwy. 20  
Youngstown, FL 32466

## ARTICLE X - BY-LAWS

By-laws will be hereafter adopted at th first meeting of the Board of Directors. Such By-laws may be amended, repealed, in whole or in part, by the members in the manner provided in the By-laws. Any amendments to the By-laws shall be binding on all members of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 4<sup>th</sup> day of September, 2007.

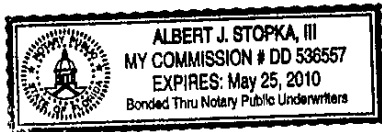
  
Denise Robinson, Incorporator

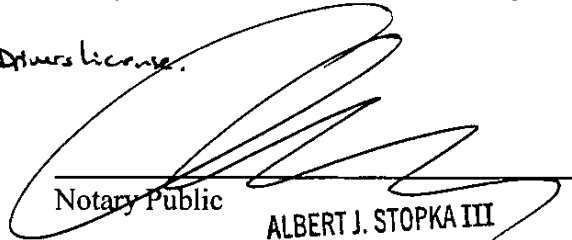
STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME, the undersigned authority, this day personally appeared DENISE ROBINSON, who presented a Florida Driver's License as identification and who executed the

foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the sate and county aforesaid this 4<sup>th</sup> day of September, 2007. *Ga. Drivers license.*



  
Notary Public  
ALBERT J. STOPKA III

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT  
OF  
WHISPERING HORSES, INC.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Non-for-Profit Corporation Act relative to keeping open said office.

Dated this 4<sup>th</sup> day of September, 2007.



Denise Robinson  
Registered Agent

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