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FLORIDA PROFIT/NON PROFIT CORPORATION

International Paso Horse Federation, Inc.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

INTERNATIONAL PASO HORSE FEDERATION, INC.

I, the undersigned natural person of the age of 21 years or more, with other persons being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is International Paso Horse Federation, Inc. (the "Corporation").

ARTICLE II
ADDRESS

The address of the principal office of the Corporation is 15316 N.W. 140th Street, Alachua, Florida 32615 and the mailing address of the Corporation is P.O. Box 1860, Alachua, Florida 32616.

ARTICLE III
PURPOSE

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are to: (a) promote the Paso show horse; (b) establish breed and show standards; (c) maintain and protect the integrity, culture, history and tradition of the Paso horse and (d) educate the public and the membership about the Paso horse, the breed and show standards and the integrity, culture, history and tradition of the Paso horse.

ARTICLE IV
POWERS

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Florida Statutes Chapter 617, Florida Not For Profit Corporation Act.

ARTICLE V
MEMBERS

The qualifications for membership and procedures concerning membership shall be governed and regulated by the Bylaws of the Corporation. The Bylaws may provide for different classes of membership.

ARTICLE VI
TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VII
INCORPORATOR

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

Sharon Quinn Dixon, Esq.
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.
150 W. Flagler Street, Suite 2200
Miami, Florida 33130

ARTICLE VIII
BOARD OF DIRECTORS: OFFICERS

The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The initial Board of Directors shall consist of three (3) persons. The Board of Directors shall be elected and hold office as provided in the Bylaws of the Corporation. Following are the names and addresses of the persons who serve as the members of the initial Board of Directors of the Corporation until their successors are duly elected:

Tony Coleman
Marcia Davis
Sheila Spence

Section 2. The number of directors which constitute the Board of Directors may be increased and, thereafter, increased or decreased as provided in the Bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3).

Section 3. The initial officers of the Corporation will be the President, Treasurer and Secretary, who shall be elected by the initial Board of Directors and who shall serve until their successor are duly qualified and elected as provided in the Corporation's Bylaws. The initial officers may be elected before the Board of Directors adopts Bylaws for the Corporation.

ARTICLE IX BYLAWS

Section 1. The Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the members of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

Section 3. The Bylaws of the Corporation shall contain provisions regulating the powers of the Corporation, the directors and the officers, the control of property owned by the Corporation and such other things as shall be necessary and proper for the carrying on of the business of the Corporation.

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended by a majority vote of the members of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

ARTICLE X LIMIT ON PERSONAL LIABILITY

The directors and officers of the Corporation shall not be held personally liable or responsible for any action taken on behalf of the Corporation, except as provided otherwise by Florida law. The Corporation shall indemnify all of its officers, directors, employees and agents and all of its former officers, directors, employees and agents, to the fullest extent permitted by law.

ARTICLE XI
DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by contribution to an organization or organizations in a manner satisfying the requirements of Section 617.1406 of the Florida Statutes (or any successor thereto) and other provisions of applicable law.

ARTICLE XII
PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, other private persons or for-profit corporations, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE XIII
REGISTERED OFFICE

The name of the initial registered agent of the Corporation is Sharon Quinn Dixon and address of the initial registered office of the Corporation is: Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 150 W. Flagler Street, Suite 2200, Miami, Florida 33130.

I, the undersigned subscribing incorporator, have hereunto set my hand and seal, this 2nd day of October, 2007 for the purposes of forming this corporation not for profit under the laws of the State of Florida.


Sharon Quinn Dixon

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

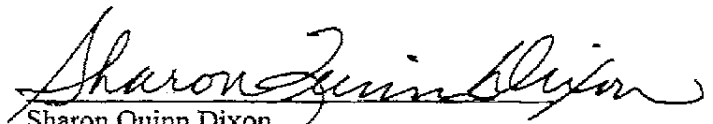
In compliance with Florida Statutes Sections 48.091 and 617.0501, the following is submitted:

That International Paso Horse Federation, Inc., desiring to organize under the laws of the State of Florida, has designated in its Articles of Incorporation Sharon Quinn Dixon as its initial Registered Agent and 150 W. Flagler Street, Suite 2200, City of Miami, County of Dade, State of Florida, as its initial Registered office to accept service of process within this State.


Sharon Quinn Dixon,
Incorporator

ACKNOWLEDGMENT:

Having been named to accept service of process for International Paso Horse Federation, Inc. at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of Florida Statutes Section 48.091 relative to keeping open said office. Further, I understand the requirements of Florida Statutes Section 48.091 and recognize my duty to comply with such statute.


Sharon Quinn Dixon,
Registered Agent

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