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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

T. Burch OCT 31 2007



O'CONNOR DEVELOPMENT CORPORATION

October 25, 2007

Florida Department of State
Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

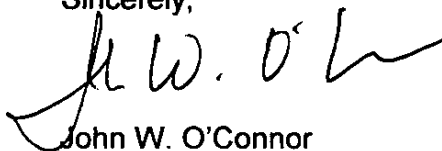
Re: **Wild Horse Rescue Center, Inc.**

Dear Sir/Madame:

I have enclosed for filing the ARTICLES OF INCORPORATION of WILD HORSE RESCUE CENTER, INC., along with a check in the amount of \$78.75 representing the filing and certified copy fees. Please return the certified copy to me in the self-addressed, stamped envelope also enclosed for your convenience.

Please contact our office should you have any questions or concerns. Thank you for your assistance.

Sincerely,



John W. O'Connor

JWO/cbm
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
WILD HORSE RESCUE CENTER, INC.

ARTICLE I

NAME

The name of the Corporation is "WILD HORSE RESCUE CENTER, INC."

ARTICLE II

TERM OF EXISTENCE

The term for which the corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

ARTICLE III

PURPOSE

The specific purposes and objects of the corporation, governed by Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, shall be to organize and carry on as a corporation activities exclusively for charitable, scientific, testing for public safety, literary, or educational purposes, or for the prevention of cruelty to children or animals, including without limitation the preservation, adoption and rehabilitation of abused equine and related educational activities. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV

SCOPE OF ACTIVITY

The corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities that 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 corporation 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 in this Articles of Incorporation to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986 and the regulations under the Internal Revenue Code as the Internal Revenue Code and such regulations now exist or as they may hereafter be amended from time to time.

ARTICLE V

PROHIBITED ACTIVITIES

Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

At all times, and notwithstanding any change in name, merger, consolidation, reorganization, termination, dissolution or winding up of this corporation, voluntary or

involuntary, or by operation of law, or any other provision of these Articles of Incorporation or any other organizational documents of the corporation:

(a) The corporation shall not possess or exercise any power or authority either expressly, by interpretation or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, nor shall it engage directly or indirectly in any activity that would cause the loss of such qualification.

(b) No part of the assets or net earnings of the corporation shall be used ever, nor shall the corporation ever be organized or operated, for purposes that do not exclusively promote charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(c) The corporation shall not be operated for the principal purpose of carrying on a trade or business for profit.

(d) At no time shall the corporation engage in any activities that are unlawful under the laws of the United States of America, the State of Florida or any other jurisdiction where its activities are carried on.

(e) No part of the income of the corporation shall enure to the benefit of any shareholder, member, trustee, director, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets.

(f) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, and the corporation shall not:

(i) Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended;

(ii) Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended;

(iii) Make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1986, as amended; or

(iv) Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

(g) No part of the activities of the corporation 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 VI

DISSOLUTION

Upon the termination, dissolution or winding up of the corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations having either exclusively charitable, religious, scientific or educational purposes or a

primary purpose to promote social welfare only for exempt purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and that in the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE VII

DIRECTORS

The corporation is to be organized on a non-stock non-membership basis.

The corporation shall have five (5) Directors. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below three (3). The initial Directors are:

Diane DeLano, President
Mary Alice Smith, Vice President
Phyllis Stover, Secretary
Rachel Horvath, Treasurer
Carolyn Frederick, Advisor

The address of each director is the principal office of the corporation. The method of election of directors will be stated in the bylaws.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation in the State of Florida is 428 Walnut Street, Green Cove Springs, Florida 32043, and the name of the initial registered agent of

the corporation at that address is Stephen J. DuVal. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE IX

PRINCIPAL OFFICE

The initial principal office of the corporation is 4970 International Avenue, Mims, Florida 32754. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE X

BYLAWS

Both the members and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the members may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XII

INCORPORATOR

The name and address of the initial incorporator of the corporation is:

Diane DeLano
4970 International Avenue
Mims, Florida 32754

IN WITNESS WHEREOF, the undersigned, DIANE DELANO, Incorporator of this corporation has executed these Articles of Incorporation, this 19 day of October, 2007.

Diane De Lano
Diane DeLano, Incorporator

STATE OF FLORIDA)
COUNTY OF)

Before me, the undersigned authority personally appeared Diane DeLano, as the Incorporator of WILD HORSE RESCUE CENTER, INC., and has acknowledged before me that she executed the above Articles of Incorporation for the uses and purposes therein set forth. The undersigned [] is personally known to me or [X] has produced FL Lic D450-17562-6300 as identification.

Witness my hand and official seal at Dixieville, Flavida County, Florida this 19 day of October, 2007.

(SEAL)

Verna L. Tucker
Notary Public, State of Florida

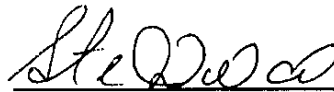


Verna L. Tucker
Commission # DD502091
Expires April 16, 2010
Bonded Tray Farm Insurance, Inc. 800-385-7019

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon WILD HORSE RESCUE CENTER, INC., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 428 Walnut Street, Green Cove Springs, Florida 32043.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Green Cove Springs, Clay County, Florida, on this 23rd day of October, 2007.



Stephen J. DuVal