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FLORIDA PROFIT/NON PROFIT CORPORATION

Hartley/De Renzo Charitable Foundation, Inc.

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RESUBMISSION
PLEASE HONOR ORIGINAL
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December 31, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

UCC

SUBJECT: HARTLEY/DE RENZO CHARITABLE FOUNDATION, INC.
REF: W07000062405

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

An effective date may be added to the Articles of Incorporation if a 2008 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

FAX Aud. #: H07000307324
Letter Number: 407A00072030

**ARTICLES OF INCORPORATION
OF
HARTLEY/ DE RENZO CHARITABLE FOUNDATION, INC.**

In Compliance with Chapter 617, F.S., (Not for Profit)

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ARTICLE I NAME

The name of the corporation shall be Hartley/De Renzo Charitable Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 6500 NW Highway 225A, Ocala, FL 34482.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is to make grants to charities related to the thoroughbred industry in the Florida area.

ARTICLE IV MANNER OF ELECTION

The method of election of directors is as stated in the bylaws.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

[optional]

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is Dean De Renzo, 6500 NW Highway 225A, Ocala, FL 34482.

ARTICLE VII INCORPORATOR

The name and address of the incorporator is Patricia Baker having an office address at Rivkin Radler LLP, 926 RexCorp Plaza, Uniondale, NY 11556.

ARTICLE VIII

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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. 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. Upon the dissolution of the Corporation, assets shall be distributed 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 federal 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.

3. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

6. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

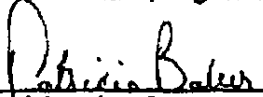
7. The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

December 27, 2007


Dean De Renzo, Registered Agent

December 27, 2007


Patricia Baker, Incorporator

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