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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cd. 2-1-08

HINES NORMAN HINES, P.L.

ATTORNEYS AT LAW

JAMES P. HINES
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KELLY N. CATOE
JAY BONNETT

315 S. Hyde Park Avenue Tampa, Florida 33606 (813) 251-8659 Fax (813) 254-6153 www.hnh-law.com OFFICES IN:

TAMPA SUN CITY CENTER

January 29, 2008

Registration Section Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314

Re: Affiliated Horse Owners of Florida, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-captioned corporation and a check in the amount of \$70.00 to cover the cost of the following:

Filing Fee \$ 35.00
Registered Agent Fee \$ 35.00
\$ 70.00

Please file the Articles of Incorporation, date stamp the enclosed copy and return it to our office. Also, please note that the effective date of the above-referenced Florida corporation is January 29, 2008.

truly yours,

Judy Karniewicz

Thank you for your assistance.

JK:jcr

cc:

Enclosures

Affiliated Horse Owners of Florida, Inc. (w/o encls.)

FILED

ARTICLES OF INCORPORATION **OF**

2008 JAN 31 PM 1:50 AFFILIATED HORSE OWNERS OF FLORIDA, INCALLAHASSEE, FLORIDA

The undersigned subscriber, to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under Chapter 617 Florida Statutes.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this Corporation shall be: Affiliated Horse Owners of Florida, Inc. (the "Corporation"). The initial principal office of the Corporation shall be located at 116 Hickory Creek Drive, Brandon, Florida 33511, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time. The initial mailing address of the Corporation shall be P.O. Box 6663, Brandon, Florida 33508, but the Corporation shall have the power to change its mailing address to an address within or without the State of Florida.

ARTICLE II

PURPOSES

The purposes for which this Corporation is organized are:

To provide free disaster relief services to horse owners to include evacuation relocation, food, shelter, and veterinarian services, and to assist other organizations with any related relief efforts:

To provide educational services to horse owners, government and emergency workers in the event of a disaster, and to any other entities or individuals that will benefit from such services;

To provide general educational services to horse owners and potential horse owners;

To support existing equine trails;

To establish new equine trails, advance the development of existing trails and equestrian facilities, and encourage the growth of new equestrian clubs; and

To solicit gifts and bequests to fund the aforementioned activities.

ARTICLE III

POWERS

The Corporation shall possess all powers allowed by law, including but not limited to, the power to:

To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership;

To receive assistance, money, real or personal property and any other form of contributions from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for regular and irregular contributions to the Corporation for its objects and purposes;

To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors of the Corporation;

To distribute, in the manner, form and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions received by it in carrying out charitable, educational, and scientific, programs of the Corporation in the furtherance of its stated purposes, in a manner that assures that money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes;

To contract and be contracted with, and to sue and be sued;

To invest and reinvest surplus funds in such securities and properties as the Board of Directors of the Corporation may from time to time determine;

To apply the whole or any part of the income and principal of the Corporation exclusively for charitable, educational or scientific purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any successor laws or regulations ("the Internal Revenue Code").

To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes; and

To adopt and use a corporation seal containing the words "corporation not for profit", if

desired and deemed necessary.

The enumeration of the foregoing shall not be held to limit or restrict in any manner the general powers of the Corporation. The objects, purposes and powers of the Corporation however, shall be exercised, construed and limited in their application to accomplish the charitable, education, and scientific purposes for which the Corporation is formed. The activities of the Corporation shall be consistent with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

MEMBERSHIP

Membership in the Corporation shall be as provided in the Bylaws of the Corporation.

ARTICLE V

DURATION AND EXISTENCE

The existence of the Corporation shall begin on January 29, 2008, and thereafter the existence of the Corporation shall be perpetual.

ARTICLE VI

SUBSCRIBER

The name and address of the subscriber is:

Judy Karniewicz 315 South Hyde Park Avenue Tampa, Florida 33606

ARTICLE VII

OFFICERS

The affairs of the Corporation shall be conducted by a President, a Vice President, a Treasurer, and a Secretary.

The election of such officers, as well as the fixing of the time and place for holding special and annual meetings, shall be as provided in the Bylaws of the Corporation.

ARTICLE VIII

DIRECTORS

The Corporation shall be governed by a Board of Directors. The number of directors serving on the Board of Directors, the election or appointment of directors, and the fixing of the time and place for holding special and annual meetings shall be as provided in the Bylaws of the Corporation.

The initial directors shall be:

Jeanne Cornele 2015 Welborn Road N Ft. Myers, Florida 33917

Glenna Ware P.O. Box 1237 Altoona, Florida 32702

Traci Woodard 5311 Razorback Court Middleburg, Florida 32068

ARTICLE IX

AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended at any time by a resolution adopted by the majority vote of the Board of Directors at any annual or special meeting, provided a quorum is present and further provided that due notice of the proposed amendment has been given to the directors then serving on the Board of Directors in accordance with the provisions of the Bylaws of the Corporation.

ARTICLE X

CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members, directors, or officers of the Corporation, or to any other private person; no part of the assets of the Corporation shall be expended to the benefit of anyone other than a recipient of funds for charitable, educational or scientific purposes. All such income and all such assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

In the event that the Corporation is characterized as a private foundation within the meaning

of Section 509 of the Internal Revenue Code during any period, the Corporation, during such period:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;

Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code:

Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and

Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE XI

DISPOSITION OF ASSETS

In the event of the 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 transferring such assets to such organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code as are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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 XII

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent and the initial registered office for the Corporation are as follows: Judy Karniewicz, 315 South Hyde Park Avenue, Tampa, Florida 33606.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 29th day of January, 2008 for the uses and purposes therein stated.

Judy Karniewicz

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State of Florida to take acknowledgments, personally appeared Judy Karniewicz, to me known to be the person described as the subscriber in and who adopted the foregoing Articles of Incorporation of the Affiliated Horse Owners of Florida, Inc., and acknowledged before me that she subscribed said Articles of Incorporation.

WITNESS my hand and official seal in the State of Florida this 29th of January, 2008.

Notary Public, State of Florida My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED FOR AFFILIATED HORSE OWNERS OF FLORIDA, INC.

Pursuant to Florida Statute Section 617.0503, AFFILIATED HORSE OWNERS OF FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the foregoing Articles of Incorporation, hereby designates Judy Karniewicz, 315 South Hyde Park Avenue, Tampa, Florida 33606, as its agent to accept service of process within Florida.

Having been named to accept service of process for AFFILIATED HORSE OWNERS OF FLORIDA, INC., at the place designated hereinunder, I hereby consent to act in this capacity, and hereby agree to comply with the laws of the State of Florida relative to said office.

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 provision of said Act relative to keeping open said office.