

N 08 000005750

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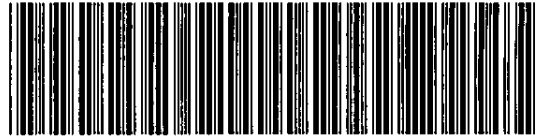
(Business Entity Name)

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11/07/08--01038--009 **78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 DEC 12 PM 4:06

FILED

*Amended
&
Restated
Art.*

12/17/08

DC



SOUTHERN EQUESTRIAN FOUNDATION, INC.

TELEPHONE: 561-703-4268

FACSIMILE: 561-999-9948

November 3, 2008

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 6327

Subject: Amended and Restated Articles of Incorporation for Southern
Equestrian Foundation, Inc.

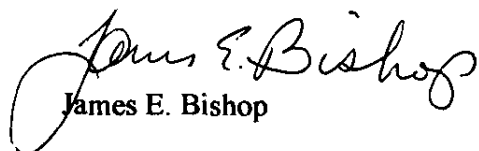
Enclosed is an original and one copy of the amended and restated Articles of
Incorporation together with a check in the amount of \$78.75 for the filing fee and a
Certificate of Status.

Please do not hesitate to contact the undersigned at the address or telephone shown herein
with any questions.

From: James E. Bishop
902 Clint Moore Road
Suite 220
Boca Raton, FL 33487

Daytime telephone: 561-999-9949.

Very truly yours,


James E. Bishop



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 17, 2008

JAMES E. BISHOP
902 CLINT MOORE ROAD
SUITE 220
BOCA RATON, FL 33487

SUBJECT: SOUTHERN EQUESTRIAN FOUNDATION, INC.
Ref. Number: N08000005750

We have received your document and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

Letter Number: 208A00057376

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1 **AMENDED AND RESTATED ARTICLES OF INCORPORATION**
2 **FOR**

3
4 **SOUTHERN EQUESTRIAN FOUNDATION, INC.**

5
6 Southern Equestrian Foundation, Inc., does hereby adopt these amended and restated
7 articles of incorporation:
8

9 **Article I**

10
11 The name of the Corporation: Southern Equestrian Foundation, Inc.
12

13 **Article II**

14
15 The corporation's principal place of business: 902 Clint Moore Road, Suite 220
16 Boca Raton, FL 33487
17

18 The mailing address of the corporation: 902 Clint Moore Road, Suite 220
19 Boca Raton, FL 33487
20

21 **Article III**

22
23 The specific purpose for which the corporation is organized is:

24 The corporation is organized exclusively for charitable, educational, and scientific
25 purposes including for such purposes, the making of distributions to organizations that
26 qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding
27 section of any future federal tax code, including to educate the public and educate and
28 train participating equestrians for competition at domestic regional, national and
29 international competition levels, including the provision of training, equipment, and
30 horses for such competition and the study of horsemanship, equine anatomy and
31 physiology, European and American rules of competition, show jumping, hunter-jumper
32 competitions, eventing, and other nationally and internally recognized equestrian
33 competitions.
34

35 **Article IV**

36
37 The manner in which directors are elected or appointed is:
38

39 The corporation's initial directors were appointed by the corporation's
40 incorporator and such directors shall serve an initial term as set forth in the corporation's
41 bylaws. Upon the expiration of the initial term of the initial directors, and thereafter,
42 directors, shall be selected and in accordance with the corporation's bylaws and shall be
43 appointed by the majority vote of the directors.
44
45

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TALLAHASSEE FLORIDA

46
47 **Article V**
48

49 The names and addresses of the initial directors of the corporation are:

50
51 James E. Bishop, Chairman of the board of directors and president of the corporation
52 902 Clint Moore Road, Suite 220
53 Boca Raton, FL 33487
54

55 Mary Kaub, Director and vice president of the corporation
56 902 Clint Moore Road, Suite 220
57 Boca Raton, Florida 33487
58

59 Catherine E. Bishop
60 902 Clint Moore Road, Suite 220
61 Boca Raton, FL 33487
62

63 **Article VI**
64

65 The name and Florida address of the corporation's registered agent is:

66
67 James E. Bishop
68 902 Clint Moore Road, Suite 220
69 Boca Raton, FL 33487
70

71 I certify that I am familiar with and accept the responsibilities of registered agent.
72 Registered agent signature: James E. Bishop
73

74 **Article VII**
75

76 The name and address of the incorporator is: James E. Bishop
77 902 Clint Moore Road, Suite 220
78 Boca Raton, FL 33487
79

80 No part of the net earnings of the corporation shall inure to the benefit of or be
81 distributable to its directors, officers, trustees, members, or other private persons, except
82 that the corporation shall be authorized and empowered to pay reasonable compensation
83 for services rendered and to make payments and distributions in furtherance of the
84 purposes set forth in Article Third hereof. No substantial part of the activities of the
85 corporation shall be the carrying on of propaganda or otherwise attempting to influence
86 legislation, and the corporation shall not participate in or intervene in (including the
87 publishing or distributing of statements) any political campaign on behalf of or in
88 opposition to any candidate for public office. Notwithstanding any other provision of
89 these articles, the corporation shall not carry on any other activities not permitted to be
90 carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of
91 the Internal Revenue Code, or the corresponding section of any future federal tax code, or

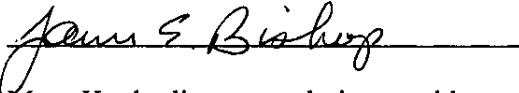
(b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VIII

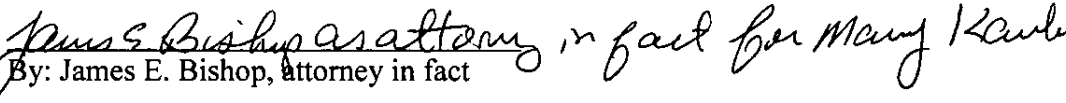
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local 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.

In witness whereof, we have hereunto subscribed our names as of the First day of November, 2008.

James E. Bishop, chairman of the board of directors and president of the corporation:

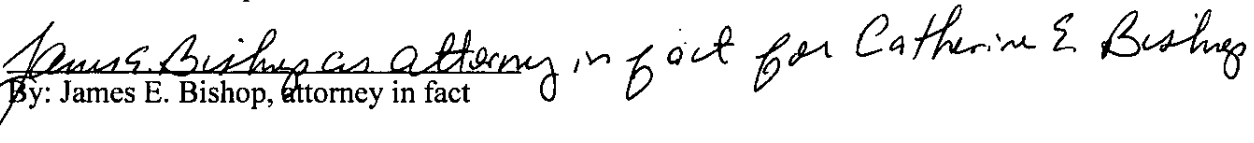


Mary Kaub, director and vice president



By: James E. Bishop, attorney in fact

Catherine E. Bishop



By: James E. Bishop, attorney in fact

Southern Equestrian Foundation, Inc.

Reference Number N08000005750

The Amended and Restated Articles of Incorporation for the Corporation were adopted by the board of directors and does not contain any amendments requiring member approval.

Southern Equestrian Foundation, Inc.

By: James E. Bishop
Name: James E. Bishop
Title: President