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EP 6/1/09

W090000025205

ARTICLES OF INCORPORATION
OF
NORTH FLORIDA HORSEMEN'S ASSOCIATION, INC.

09 MAY 29 PM 12:29
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator for the purpose of forming a not for profit corporation pursuant to the Not for Profit Corporation Act (**the "Act"**) of the State of Florida, hereby certifies:

ARTICLE I: The name of the corporation shall be North Florida Horsemen's Association, Inc. (**the "Corporation"**).

ARTICLE II: The street address of the principal office of the Corporation shall be 215 South Monroe Street, 2nd Floor, Tallahassee, Florida 32301-1839 and the mailing address of the Corporation shall be P.O. Box 10095, Tallahassee, Florida 32302-2095.

ARTICLE III: The Corporation shall be a nonprofit organization qualifying as a business league under section 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (**the "Code"**), and shall not have the authority to issue capital stock.

The purposes for which the Corporation is formed include the following:

- A. To advance, foster and promote the sport of quarter horse racing and the quarter horse racing industry in the State of Florida generally and to promote the sport and the industry in the Big Bend area of North Florida specifically.
- B. To foster, promote and otherwise encourage a higher level of public awareness and acceptance of the quarter horse racing industry in the Big Bend area of North Florida.
- C. To foster harmonious relations among all participants in the quarter horse racing industry in the Big Bend area of North Florida.
- D. To foster, promote and improve business conditions for the quarter horse racing industry in the Big Bend area of North Florida.
- E. To cooperate with equine organizations, public and private agencies, regulatory authorities, racing associations, racing commissions and other organizations involved in any aspect of the conduct, operation and regulation of horse racing industry in Florida, including, for example, the Florida Division of Pari-Mutuel Wagering (the "Division"), and the public, in formulating fair

and appropriate laws, rules, regulations and conditions that impact in any manner pari-mutuel wagering and racing activities and to ensure the fair and equitable enforcement of such laws, rules and regulations.

- F. To represent the interests and rights of its members in any matters concerning racing associations, jockey's organizations or other horse racing industry related organization including, but not limited to, negotiations involving purse and other payments to horsemen; off-track wagering, simulcasting and other television rights compensation agreements; and other contracts involving the financial, business and legal interests of its members.
- G. To represent the interests of its members before any local, state or federal governmental agency, whether administrative, legislative or judicial, including, but not limited to, the Division, with regard to all matters impacting horsemen and the horse racing industry.
- H. To engage in fund raising activities for the benefit its membership.
- I. To apply to the Division for the issuance of a racing permit to authorize the Corporation authorizing it to operate a non-wagering horse racing meet in the manner provided by law and to otherwise engage in such activities necessary to conduct a non-wagering race meet.
- J. To advance, foster and promote other equine activities in the Big Bend area of North Florida, including but not limited to horse shows, rodeos and rodeo type events.
- K. To participate in the preparation of, and to support, grant applications for equine activity centers in the Big Bend area of North Florida.
- L. To assist its members in all other matters impacting their interests in quarter horse racing, in the horse racing industry and in other equine-related activities within the Big Bend area of North Florida.

It is intended that the Corporation shall have the status of an organization exempt from federal income taxation under section 501(c)(6) of the Code. All terms and provisions of these Articles and the bylaws of the Corporation and all authority and operations of the Corporation shall be construed, applied and carried out in accordance with such intent. Accordingly, and notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities neither permitted to be conducted nor carried on by an organization exempt from federal income taxation under section 501(c)(6) of the Code.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Chapter 617.0302 of the Florida Statutes as now in effect or as may hereafter be amended.

ARTICLE IV: The Corporation shall have one or more members, the rights, qualifications and privileges of which shall be provided in the bylaws.

ARTICLE V: A Board of Directors shall manage the affairs of the Corporation. The Corporation shall have at least one (1) director. The number of directors constituting the Board of Directors and the manner in which directors shall be elected or appointed shall be as provided in the bylaws. The directors of the Corporation shall be elected by the members as provided in the bylaws.

ARTICLE VI: Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation, are as follows:

- A. The Corporation shall not possess or exercise any power or authority, 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)(6) of the Code, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.
- C. The Corporation shall never be operated for the primary purpose of carrying on a trade 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. 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 applied and distributed in accordance with a plan of distribution adopted by the Board of Directors. Under such plan, the assets must be applied for purposes described in Article III hereof, distributed to one or more organizations that are exempt from taxation under section 501(c)(6) and have purposes similar to those of the Corporation, be distributed to one or more corporations, funds

or foundations that are exempt from taxation under section 501(c)(3) of the Code, or be distributed in any way that is not inconsistent with the Act or any provision or principle of tax law applicable to organizations described in section 501(c)(6) of the Code.

ARTICLE VII: The Corporation shall indemnify, hold harmless and defend each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Chapter 617 of the Florida Statutes. It is intended that the officers and directors of the Corporation shall be immune personally from civil liability to the extent provided under said Chapter 617 and other similar laws.

ARTICLE VIII: The registered agent of this Corporation shall be Marc W. Dunbar. The address of the registered agent shall be 215 S. Monroe Street, Second Floor, Tallahassee, Florida 32301-1839.

ARTICLE IX: The name and address of the incorporator is: David S. Romanik, 215 S. Monroe Street, 2nd Floor, Tallahassee, Florida 32301-1839.

ARTICLE X: The following individual will serve as the initial director of the Corporation: David S. Romanik, 215 South Monroe Street, 2nd Floor, Tallahassee, Florida 32301-1839.

ARTICLE XI: The bylaws of the Corporation shall be initially approved by a majority vote of the Board of Directors. Thereafter, the bylaws may be altered or rescinded by a majority vote of the Board of Directors at a duly called meeting of the Board of Directors as provided in the bylaws.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 29th day of May, 2009.



David S. Romanik, Incorporator

09 MAY 29 PM 12:30
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/ registered agent, in the State of Florida.

1. The name of the corporation is:

NORTH FLORIDA HORSEMEN'S ASSOCIATION, INC.
2. The name and address of the registered agent and office is:

Marc W. Dunbar
215 S. Monroe St., 2nd Floor
Tallahassee, FL 32301

SIGNATURE:




David S. Romanik, Incorporator

DATE:

May 29, 2009

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT.

SIGNATURE:



Marc W. Dunbar, Registered Agent

DATE:

May 29, 2009

09 MAY 29 PM 12:30
TALLAHASSEE, FLORIDA