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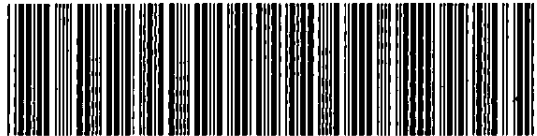
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TALLAHASSEE, FLORIDA

EP 9/11/09

ARTICLES OF INCORPORATION

The undersigned, being of legal age, act as incorporators under the Florida Nonprofit Corporation Act do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be Wickham Park Equine Club, Inc.

ARTICLE II

The principal place of business and mailing address of the Corporation is: 4505 Eldorado Way, Melbourne, FL 32934.

ARTICLE III

1. General Purpose: The purpose of the Corporation is to:

- a. provide a family-oriented horse club to promote, educate and encourage the members and community at large in the principles of good horsemanship;
- b. organize, promote and host equestrian club activities, such as clinics, forums, seminars and horse shows inclusive of all equestrian riding discipline, for educational and community purposes. The Corporation is not organized for profit and all income will be used to meet necessary expenses of upkeep and operation related to its purpose under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.
- c. charitable support of community service organizations, such as 4-H and other organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- d. assists the Wickham Park Horse Advisory Committee, the Brevard County Parks and Recreation Department, Brevard County Commissioners, and the community at large in the promotion and support of the Wickham Park Equestrian facilities.

2. Ancillary Purpose: To do an engage in all lawful activities with are in furtherance of one or more of the general purposes of the Corporation.

ARTICLE IV

The number of directors constituting the initial Board of Directors of the Corporation shall not be less than three and the names and addresses of the persons who are to serve as initial directors are:

PAULA HADERLE
4505 Eldorado Way
Melbourne, FL 32934

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VICTORIA ALTERMAN
504 Bay Circle
Indian Harbour Beach, FL 32937

SUE GILMAN

Address: { 504 Bay Circle
Mailing { Indian Harbour Beach, FL 32937

DANA ROBERTSON

Address: 2600 Washington Rd.
Melbourne, FL 32934

The initial Board of Directors may be enlarged in accordance with the provisions of the Bylaws of the Corporation.

The Board of Directors shall be elected by a majority vote of the general membership at the annual meeting in accordance with provisions of the Bylaws.

ARTICLE V.

No part of the net earnings of the Corporation shall inure to the exclusive benefit of, or be distributable to its members, trustees, officers, directors, 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 or the Bylaws, 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 by the corresponding section of any future federal tax code.

ARTICLE VI.

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 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 purpose.

ARTICLE VII.

The classes of members and the designation of such classes, the appointment and determination and qualification and the rights of the members shall be set forth in the Bylaws. This Corporation shall have no capital stock but may issue a membership upon the payment of such membership fees as may be determined from time to time by the Board of Directors.

ARTICLE VIII.

This Corporation is authorized and empowered to do all things necessary to carry on and accomplish the purpose for which it is organized including the authority and power:

1. to enter into, make and perform contracts of every kind and description;
2. to buy, lease, acquire, control, improve and to use, sell, exchange, raise or otherwise dispose funds, industrial and commercial sites, facilities, structures, equipment, appliances, and other property, real or personal;
3. To borrow, or raise monies for any of the purposes for which this Corporation exists, and from time to time without limit as to the amount to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or nonnegotiable instruments and evidence of indebtedness and to secure the payment of any therefore and of the interest thereon by mortgage, pledge, conveyance, or assignment in trust of the whole or any part of the property and to sell, pledge, or otherwise dispose of such bonds or other obligations for its corporate purposes;
4. To accept and receive voluntary gifts, donations, contributions, devices, and bequests of any property both real and personal from any source whatsoever.
5. To sue and be sued, complain and defend in its corporate name;
6. To have one or more offices.

ARTICLE IX.

Any person who shall or shall have served as a director or officer of this Corporation together with his or her heirs, executors, administrators, and assigns shall be indemnified by the Corporation against all costs and expenses including but not limited to fees of counsel, judgments, and amounts expended in the settlement of any claim which is reasonably incurred in connection with the defense of any claim, action, suit or proceeding in which he or she may be involved as a director or officer of this Corporation, provided however, that such indemnity shall not be operative with respect to:

- a. any matter of act to which such person shall be finally judged in such action, suit, or proceeding to be liable and guilty of negligence or misconduct in the performance of his duty as such director or officer;

- b. any matter settled or compromised unless in the opinion of independent counsel selected by and in the manner provided and determined by the Board of Directors when there is negligence or misconduct in the performance of his duties as such director or officer of the Corporation;
- c. any amounts paid or payable to the Corporation by virtue of such acts.

The foregoing indemnifications policy shall not be deemed exclusive of the rights to which the indemnified may be entitle under the Bylaws or by agreement with the Board of Directors, vote of membership, or otherwise.

ARTICLE X.

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation no matter how or hereinafter provided by law.

ARTICLE XI.

The initial registered agent for the Corporation is:
VICTORIA ALTERMAN
504 Bay Circle
Indian Harbour Beach, FL 32937

ARTICLE XII.

The incorporators and their addresses are:

PAULA HADERLE
4505 Eldorado Way
Melbourne, FL 32934

VICTORIA ALTERMAN
504 Bay Circle
Indian Harbour Beach, FL 32937

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 of registered agent and agree to act in this capacity.

Victoria Alterman
Victoria Alterman as Registered Agent

8/27/09
Date

Signature of Incorporators:

Paula Haderle
Paula Haderle

8/27/09
Date

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TALLAHASSEE, FLORIDA

Victoria Alterman
Victoria Alterman

08/27/09
Date