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 Division of Corporations
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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
Equine Emergency Rescue & Relief, Inc.

Certificate of Status	0
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Page Count	07
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION
OF
EQUINE EMERGENCY RESCUE & RELIEF, INC.,
a Florida Nonprofit Corporation

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ARTICLE ONE
Name

The name of the corporation is **Equine Emergency Rescue & Relief, Inc.**

ARTICLE TWO
Principal Office and Mailing Address

The street address of the initial principal office of the corporation is 10050 Gillet Road, Palmetto, Florida, and the mailing address of the corporation is 10050 Gillet Road, Palmetto, FL 34221.

ARTICLE THREE
Duration

The term of existence of the Corporation is perpetual; and the corporate existence will commence on its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

ARTICLE FOUR
Purposes

The purposes for which the Corporation is organized are for scientific, educational and charitable purposes within the meaning of Section 501 of the Internal Revenue Code of 1986, and in this connection:

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(1) Primarily to operate a horse rescue facility and sanctuary or otherwise help support rescued horses including, without limitation, offering programs for adults and children to provide training on horse care and management, cruelty investigation workshops and internships for adult students thinking of an equine career.

(2) Generally to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Florida, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property.

(3) Notwithstanding any of the above statements of purposes or powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the corporation.

ARTICLE FIVE Exempt Purpose

The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted by the Florida Not For Profit Corporation Act. 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Therefore, the Corporation is subject to the following restrictions and provisions:

(1) The purposes for which the corporation is organized are to receive and maintain

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real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

(2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

(3) The corporation 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, or corresponding provisions of any subsequent federal tax laws.

(4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

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(5) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(6) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(7) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(8) 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 and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

(9) Upon 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 exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of

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Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court in Manatee County, Florida, exclusively for such purposes or to such organization or organizations, as the Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE SIX
Members

The Corporation shall not have members.

ARTICLE SEVEN
Election of Directors

Directors shall be elected in the manner provided in the Bylaws.

ARTICLE EIGHT
Initial Directors

The number of directors constituting the initial board of directors shall be four, and the names and addresses of the persons who are to serve as directors until the first meeting of the corporation or until their successors are elected and qualified are:

Vernon R. Stephens, Jr.	10050 Gillet Road	Palmetto, FL 34221
Thomas Kass	900 SE Ocean Blvd. Suite 220C	Stuart, FL 34994
Andrea Kass	900 SE Ocean Blvd. Suite 220C	Sarasota, FL 34239

ARTICLE NINE
Registered Office and Agent

The street/mailling address of the initial registered office of the Corporation is 10050 Gillet Road, Palmetto, FL 34221. The name of the initial registered agent of the Corporation at such address is Vernon R. Stephens, Jr. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

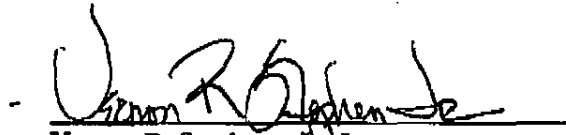
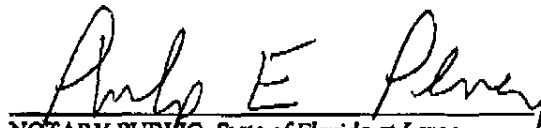
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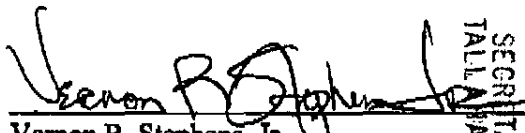
**ARTICLE TEN
Incorporators**

The name and address of the incorporator of the Corporation is:

Vernon R. Stephens, Jr. 10050 Gillet Road Palmetto, FL 34221

In Witness Whereof, I have subscribed my name: this 17th day of December, 2009.
Vernon R. Stephens, Jr., Incorporator**STATE OF FLORIDA
COUNTY OF MANATEE**The foregoing instrument was acknowledged before me this 17th day of December, 2009, by Vernon R. Stephens, Jr., who is personally known to me or who has produced FL D.L. (type of identification) as identification.
NOTARY PUBLIC, State of Florida at Large
My Commission Expires: **PHILIP E. PERREY**
My Commission No.:**ACCEPTANCE OF REGISTERED AGENT**

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for Equine Emergency Rescue & Relief, Inc., a Florida non profit corporation.


Vernon R. Stephens, Jr.2010 JAN -4 AM 10:08
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TALLAHASSEE, FLORIDA

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