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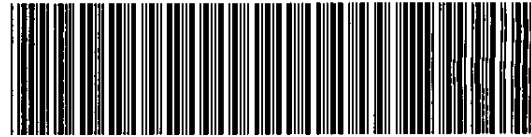
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DIVISION OF CORPORATIONS

Amend/CC
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Step Ahead Thoroughbred Retirement, Inc.

DOCUMENT NUMBER: N11000005133

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Rhiana M. McFarlin
(Name of Contact Person)

(Firm/ Company)

11519 Innfields Dr.
(Address)

Odessa, FL. 33556
(City/ State and Zip Code)

stepahead4thoroughbreds@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rhiana M. McFarlin at (727) 433-7475
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
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☒ \$43.75 Filing Fee &
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☐ \$52.50 Filing Fee
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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
STEP AHEAD THOROUGHBRED RETIREMENT, INC.

Document Number N11000005133

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DIVISION OF CORPORATIONS
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At a meeting of the Board of Directors of Step Ahead Thoroughbred Retirement, Inc., held July 5th, 2011, in the presence of a quorum of the Board of Directors, there being no members, it was unanimously resolved upon motion duly made, seconded and carried, that the following amendment shall be made to the Articles of Incorporation in accordance with the provisions of section 617.1006, Florida Statutes.

First: The Articles of Incorporation shall be amended to add the following provisions:

ARTICLE III: PURPOSE

The corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. More particularly, to conduct programs and activities, raise funds, request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; acquire, receive hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures and distributions or for the benefits of Step Ahead Thoroughbred Retirement, Inc.

ARTICLE VIII: PUBLICLY SUPPORTED TAX-EXEMPT NONPROFIT CORPORATION

No part of the net earnings of the corporation shall inure to the benefits of, or be distributable to its members, trustees, officers, 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 any candidate for public office.


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, or corresponding to 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 corresponding section of any future federal tax code.

ARTICLE IX: DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed to 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 purposes.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Amendment to Articles of Incorporation of Step Ahead Thoroughbred Retirement, Inc. this 12th day of July, 2011.


RHIANA MCFARLIN, TREASURER