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## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: AMERICAN LATIN PASO HORSE ASSOCIATION, INC.  
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Myles G. Cypen, Esq.  
Name (Printed or typed)

P.O. Box 327328  
Address

Fort Lauderdale, FL 33332  
City, State & Zip

(954) 434-3737  
Daytime Telephone number

cypenm@bellsouth.net  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

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**ARTICLES OF INCORPORATION  
OF  
AMERICAN LATIN PASO HORSE ASSOCIATION, INC.**

The undersigned, for the purpose of forming a not for profit corporation under the Florida Not For Profit Corporation Act, pursuant to Chapter 617 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Incorporation ("Articles.")

**ARTICLE I.  
NAME**

EFFECTIVE DATE 6-12-11

The name of the Corporation is: **AMERICAN LATIN PASO HORSE ASSOCIATION, INC.** ("Corporation.")

**ARTICLE II.  
ADDRESS**

The principal office address of the Corporation is: 18201 S.W. 48 Street, Southwest Ranches, FL 33331. The mailing address of the Corporation is: P.O. Box 327328, Fort Lauderdale, FL 33332.

**ARTICLE III.  
PURPOSE**

The purposes for which the Corporation is formed are to promote and generate public interest in the Paso horse; to preserve the Latin heritage of the Paso horse breed; to educate the public about the history, culture and tradition of the Paso horse and its unique, naturally smooth, rhythmic and spirited gait; to establish, maintain and enhance minimum conformation and judging standards for the Paso horse breed; to organize, sponsor and participate in competitions, exhibitions, agricultural fairs, recreational riding activities and other equestrian events to showcase the refined elegance, graceful beauty, controlled strength and versatility of the Paso horse in all modalities for the advancement, growth and betterment of the Paso horse breed; and to support and foster enjoyment of the Paso horse by existing and future owners, breeders, trainers and riders, whether professional or amateur, as well as by spectators of the sport.

**ARTICLE IV.  
REGISTERED AGENT**

The name and street address of the registered agent of the Corporation is: **MYLES G. CYPEN, ESQ.**, 12555 Orange Drive, Suite 4B, Davie, FL 33330.

**ARTICLE V.  
INCORPORATOR**

The name and mailing address of the Incorporator executing these Articles of Incorporation on behalf of the Corporation is: **MYLES G. CYPEN, ESQ.**, P.O. Box 327328, Fort Lauderdale, FL 33332.

**ARTICLE VI.  
EXISTENCE**

The Corporation shall commence its existence on June 12, 2011 and, unless dissolved, its existence shall be perpetual.

**ARTICLE VII.  
BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed by and under the direction of a Board of Directors ("Board") consisting of at least three (3) individual members, and all powers of the Corporation shall be exercised by or under the authority of the Board. The number of members of the Board shall be fixed, and may be increased or decreased, from time to time as provided in the Bylaws of the Corporation; however, the number of members of the Board shall never be decreased to fewer than three (3) members. The members of the Board shall be elected or appointed, and subject to removal, for the terms and in the manner provided in the Bylaws of the Corporation.

**ARTICLE VIII.  
BYLAWS**

The Corporation shall be governed by Bylaws initially adopted by the Board containing provisions for the regulation and management of the affairs of the Corporation consistent with these Articles and the laws of the State of Florida. Unless otherwise provided by the Bylaws, the power to alter, amend or repeal the Bylaws of the Corporation, or to adopt new Bylaws, shall be vested exclusively in the Board.

**ARTICLE IX.  
MEMBERS**

The qualification of members and the manner of the admission, suspension, termination and expulsion of members shall be determined under and pursuant to the Bylaws of the Corporation. The name and mailing address of the founding member of the Corporation is **RUBEN A. ("TONY") RODRIGUEZ**, P.O. Box 327328, Fort Lauderdale, FL 33332.

**ARTICLE X.**  
**NONPROFIT RESTRICTIONS AND PROHIBITIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its officers, directors, members, employees 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 of the Corporation 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 anything contained in these Articles to the contrary, the Corporation shall not carry on any activities not permitted to be carried on: By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding sections of any future federal tax code); or by a corporation not for profit organized and existing under the laws of the State of Florida as now exist or may be amended in the future.

**ARTICLE XI.**  
**DISSOLUTION**

In the event of the liquidation, dissolution or winding up of the affairs of the Corporation effected pursuant to the laws of the State of Florida, whether voluntarily or involuntarily, the Board shall, after paying or making provisions for payment of all the liabilities of the Corporation, distribute all assets of the Corporation to one or more not for profit tax exempt associations organized and operated for the same or similar purposes as the Corporation, or which are 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 to the federal government or a state or local government for a public purpose, in such proportions and amounts as the Board may determine. Any remaining assets not so disposed of shall be disposed of in a like manner by a court of competent jurisdiction in the county in which the Corporation's principal place of business is then located.

**ARTICLE XII.**  
**LIMITATION OF LIABILITY AND INDEMNIFICATION**

Officers and directors of the Corporation shall not be personally liable for monetary damages to any person, for or in connection with any statement, vote, decision or failure to take action, to the full extent permitted or authorized under the Bylaws of the Corporation consistent with the laws of the State of Florida as may be amended from time to time. Current and former officers, directors, employees and agents of the Corporation shall be entitled to indemnification, and advancement of expenses, from the Corporation as provided in the Bylaws of the Corporation consistent with the laws of the State of Florida as may be amended from time to time.

**ARTICLE XIII.  
AMENDMENTS**

Any and all rights conferred by, under or in these Articles are subject to the right of the Corporation herein reserved to alter, amend or repeal any provision contained in these Articles, or any subsequent amendment thereto, or to restate these Articles in their entirety, in the manner provided under the laws of the State of Florida as now exist or may be amended in the future.

Having made and executed these Articles of Incorporation as Incorporator for the purpose of forming a corporation not for profit under the laws of the State of Florida, I hereby affirm that the facts stated herein are true, and I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Fla. Stat. § 817.155.

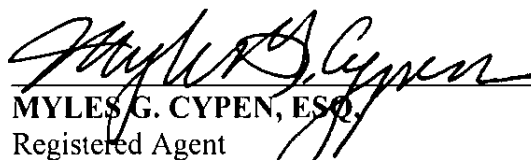
**DATED:** June 12, 2011

  
\_\_\_\_\_  
**MYLES G. CYPEN**  
Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named in these Articles of Incorporation as registered agent to accept service of process for **AMERICAN LATIN PASO HORSE ASSOCIATION, INC.** at the place designated herein, I acknowledge that I am familiar with the obligations of registered agent as provided for in Fla. Stat. § 48.091 and Fla. Stat. § 617.0501, and hereby accept the appointment as registered agent and agree to act in this capacity, and to comply with the provisions of all laws of the State of Florida relating to the proper and complete performance of my duties as registered agent.

**DATED:** June 12, 2011

  
\_\_\_\_\_  
**MYLES G. CYPEN, ESQ.**  
Registered Agent

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11 JUN 13 AM 10:56