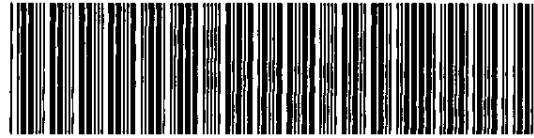


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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PROSPECT RIDING CENTER, INC.**

FILED
2011 NOV -1 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as authorized representative of Prospect Riding Center, Inc., a Florida not-for-profit corporation, hereby certifies that the following Amendment to the Articles of Incorporation was duly adopted unanimously by all of the Directors at a meeting duly held on October 14, 2011:

AMENDMENT

1. The provisions of Article III are deleted in their entirety and a new Article III is inserted in lieu and in place thereof, which new Article III shall read as follows:

Article III

The specific purposes for which this corporation is organized are:

(a) To promote the social welfare for people of Manatee, Sarasota and DeSoto Counties by providing therapeutic, recreational, and educational equine activities for physically and mentally challenged individuals; to promote and enhance the general well being, social competence and independence of life along with shared experiences for the organization's participants and their families.

(b) To provide to participants' caregivers access to and interaction with the equine activities in order to take the knowledge and techniques learned in the program and utilize those techniques with the participants in an individualized personal setting.

(c) To promote and foster the common good and general welfare of the people of this state through bringing about civic betterments and social improvements; to promote and foster charitable, educational or scientific activity for having purposes consonant with those of the Corporation; to accept, hold, invest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use or donate the income or principal, and to devote the same to, the above purposes of the Corporation.

(d) To carry out the purposes set forth herein, the corporation may exercise the powers permitted not for profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the charitable, religious educational and scientific purposes for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(e) The Corporation is irrevocably dedicated to and operated exclusively for not for profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any member, director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distributions of statements) and political campaign on behalf of any candidate for public office.

(f) Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(g) 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 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 the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization of organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

2. This Amendment shall become effective October 14, 2011.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to Articles of Incorporation this October 26, 2011.

A handwritten signature in black ink, appearing to read "Todd D. Kaplan", is written over a horizontal line.

Todd D. Kaplan, Authorized Representative