

N12000009341

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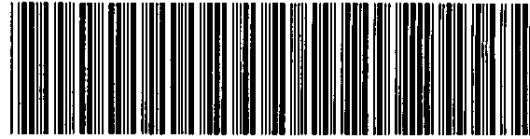
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14 AUG -7 PM 1:30
DIVISION OF STATE
REGISTRATION

C. LEWIS
AUG 18 2014
EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 5, 2014

MAUREEN E. CLEVELAND / WFAPHC, INC.
7245 TIDWELL RD
PACE, FL 32571 US

SUBJECT: WEST FLORIDA APPALOOSA HORSE CLUB, INC.
Ref. Number: N12000009341

We have received your document for WEST FLORIDA APPALOOSA HORSE CLUB, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 414A00016756

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: West Florida Appaloosa Horse Club, Inc.

DOCUMENT NUMBER: N12000009341

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

Please return all correspondence concerning this matter to the following:

Maureen E. Cleveland

(Name of Contact Person)

WFApHC, Inc

(Firm/ Company)

7245 Tidwell Road

(Address)

Pace, FL 32571

(City/ State and Zip Code)

wfaphc@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Maureen E. Cleveland

(Name of Contact Person)

at 850 994-8532

(Area Code & Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

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

AMENDED AND RESTATED

Articles of Incorporation

For

WEST FLORIDA APPALOOSA HORSE CLUB, INC.

14 AUG -7 PM 1:30
SECRETARY OF STATE
CORPORATIONS

The undersigned associate(s), natural persons 18 years of age or older, in order to form a corporate entity under Florida Statutes, Chapter 617, adopts the following articles of incorporation.

N12000009341

ARTICLE I
NAME/REGISTERED OFFICE

The name of this association shall be: WEST FLORIDA APPALOOSA HORSE CLUB, INC., heretofore known as WFApHC. The WFApHC's registered office is located at: 7245 Tidwell Road, Pace, Florida, 32571.

ARTICLE II
PURPOSE

WFApHC is a chartered regional club with the Appaloosa Horse Club, Inc of Moscow, Idaho, charter #608624. The purpose of WFApHC shall be:

- To promote the Appaloosa horse at the regional level through equine activities and educational events
- To cooperate with and aid in every way the Appaloosa Horse Club, Inc. of Moscow, ID
- To abide by the Rules and Regulations printed in the current Official Handbook of the Appaloosa Horse Club
- To engage in lawful activities, none of which for profit, for which corporations may be organized under the Florida Nonprofit Corporation Law

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes, and those set forth by future directives. The WFApHC shall be organized exclusively for the purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations.

ARTICLE III
LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the WFApHC:

1. No part of the net earnings of the WFApHC shall inure to any member of the WFApHC not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the WFApHC, nor to any other private persons, excepting solely such reasonable compensation that the WFApHC shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the WFApHC;
2. No substantial part of the activities of the WFApHC shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the WFApHC shall not participate in, intervene in (including publication or distribution of statements), and political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the WFApHC shall not carry on any other activities not permitted to be carried on by an WFApHC exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
4. The WFApHC shall not lend any of its assets to any officer or director of this WFApHC (unless such loan program is regularly conducted as part of the activities of the corporation and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members), or guarantee to any person the payment of a loan by an officer or director of this WFApHC.

FEI 45-0581105

ARTICLE IV
MANNER OF ELECTION

New Directors shall be elected by the existing Board of Directors.

ARTICLE V
DIRECTORS/MEMBERS

The WFApHC shall have no voting members. The management and affairs of the WFApHC shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by the statutes and the WFApHC's by-laws. No Director shall have any right, title, or interest in or to any property of the WFApHC.

The WFApHC's Charter Members shall be comprised of the following natural persons:

Holly Reynolds	Cantonment, Florida
Lori Fenn	Milton, Florida
Maureen E. Cleveland	Pace, Florida
Ronnie Reynolds	Cantonment, Florida
Gene Payne	Foley, Alabama

ARTICLE VI
INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by the Florida Nonprofit Corporation Law any person who is made, or threatened to be made party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action by or in the name of the corporation), by reason of the fact that the person is or was a director or officer of the West Florida Appaloosa Horse Club, Inc., or serves or served at the request of the WFApHC as a director or officer of any other corporation. The entitlement of any person to indemnification hereunder and the amount of that indemnification shall be determined in accordance with the procedures and other provisions set forth in the Florida Nonprofit Corporations Law in effect at the time of the determination.

ARTICLE VII
DISSOLUTION

Upon dissolution or final liquidation of the corporation, after payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation 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

CURRENT OFFICERS/DIRECTORS

17 JULY 2014

PD	PAUL BROWN	30510 SAWMILL RD SEMINOLE, AL 36574
VD	LORI FENN	8435 INDIAN FORD RD MILTON, FL 32570
STD	MAUREEN E. CLEVELAND	7245 TIDWELL RD PACE, FL 32571
D	GENE PAYNE	18637 COUNTY RD 12S FOLEY, AL 36535
D	THERESA MCCANTS BROWN	30510 SAWMILL RD SEMINOLE, AL 36574

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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the WFApHC 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.

ARTICLE VIII
INCORPORATOR

The incorporator for this WFApHC is:

Maureen E. Cleveland
7245 Tidwell Road
Pace, Florida 32571

The undersigned certifies that she executes these Articles for the purposes herein stated.

Maureen E. Cleveland
Signature

August 10, 2012
Date

ARTICLE IX
EFFECTIVE DATE OF INCORPORATION

The effective date for this corporation shall be 10 AUGUST 2012.

STATE OF FLORIDA
OFFICE OF THE CLERK
DIVISION OF CORPORATIONS
14 AUG -7 PM 1:30

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 17 July 2014

Signature Maureen E. Cleveland
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Maureen E. Cleveland

(Typed or printed name of person signing)

Secretary/Treasurer/Director

(Title of person signing)