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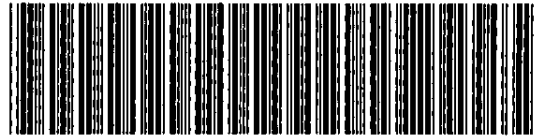
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(Business Entity Name)

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(Document Number)

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COVER LETTER

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

SUBJECT: Central Florida Horsemen's 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: Tony Mendoza  
Name (Printed or typed)

P.O. Box 757  
Address

Oxford, FL 34484  
City, State & Zip

352-817-7522  
Daytime Telephone number

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

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

EFFECTIVE DATE 01/01/14

ARTICLES OF INCORPORATION  
OF  
CENTRAL FLORIDA HORSEMEN'S ASSOCIATION, INC.

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**THE UNDERSIGNED**, acting as incorporator for the purpose of forming a not for profit corporation pursuant to the Not for Profit Corporation Act (**the "Act"**) of the State of Florida, hereby certifies:

**ARTICLE I:** The name of the corporation shall be Central Florida Horsemen's Association, Inc. (**the "Corporation"**). The incorporation of the Corporation shall be effective as of January 1, 2014.

**ARTICLE II:** The initial street address of the principal office of the Corporation shall be 610 SE 7<sup>th</sup> Street, Ocala, Fl 34471 and the initial mailing address of the Corporation shall be P.O. Box 757, Oxford, Fl 34484.

**ARTICLE III:** The Corporation shall be a nonprofit organization that shall seek tax-exempt status under one of the subsections of §501(c) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (**the "Code"**), and shall not have the authority to issue capital stock.

The purposes for which the Corporation is formed include the following:

- A. To advance, foster and promote the sport of horse racing in the State of Florida generally and to promote the conduct of horse racing at Oxford Park (located near Oxford, Florida) specifically.
- B. To foster, promote and otherwise encourage a higher level of public awareness and acceptance of the horse racing industry.
- C. To foster harmonious relations among all participants in the horse racing industry.
- D. To foster, promote and improve business conditions for the participants in the horse racing meets at Oxford Park.
- E. To provide benevolence to, and for the benefit of, all of the participants in horse racing meets at Oxford Park.
- F. To cooperate with equine organizations, public and private agencies, regulatory authorities, racing associations, racing commissions and other organizations involved in any aspect of the conduct, operation and regulation of horse racing industry in Florida, including, for example, the Florida Division of Pari-Mutuel Wagering (the "Division"), and the public, in

formulating fair and appropriate laws, rules, regulations and conditions that impact in any manner *pari-mutuel* wagering and racing activities and to ensure the fair and equitable enforcement of such laws, rules and regulations.

- G. To represent the interests and rights of its members in negotiations with the management of Oxford Park involving purse and other payments to horsemen; off-track wagering, simulcasting and other television rights compensation agreements; and other contracts with Oxford Park involving the financial, business, legal and personal interests of its members.
- H. To represent the interests of its members before any local, state or federal governmental agency, including the Division, with regard to all matters impacting its members specifically and quarter horse racing generally.
- I. To conduct fund raising activities to support the goals of the Corporation for the benefit of the membership.

It is intended that the Corporation shall have the status of an organization exempt from federal income taxation under §501(c) of the Code. All terms and provisions of these Articles and the bylaws of the Corporation and all authority and operations of the Corporation shall be construed, applied and carried out in accordance with such intent. Accordingly, and notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under the specific subsection of §501(c) under which the Corporation secures tax-exempt status.

*In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Chapter 617 of the Florida Statutes as now in effect or as may hereafter be amended.*

**ARTICLE IV:** The Corporation shall have one or more members, the rights, qualifications and privileges of which shall be provided in the bylaws.

**ARTICLE V:** A Board of Directors shall manage the affairs of the Corporation. The number of directors constituting the Board of Directors and the manner in which directors shall be elected or appointed shall be as provided in the bylaws.

**ARTICLE VI:** Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation, are as follows:

- A. The Corporation shall not possess or exercise any power or authority, expressly, by interpretation, or by operation of law, that will prevent it at any time from qualifying and continuing to qualify as a tax-exempt organization

under §501(c) of the Code, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.
- C. The Corporation shall never be operated for the primary purpose of carrying on a trade business for profit.
- D. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States of America, the State of Florida, or any other jurisdiction where its activities are carried on.
- E. Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be applied and distributed in accordance with a plan of distribution adopted by the Board of Directors. Under such plan, the assets must be applied for purposes described in Article III hereof, distributed to one or more organizations that are exempt from taxation under §501(c) and have purposes similar to those of the Corporation, be distributed to one or more corporations, funds or foundations that are exempt from taxation under §501(c) of the Code, or be distributed in any way that is not inconsistent with the Act or any provision or principle of tax law applicable to organizations described in §501(c) of the Code.

**ARTICLE VII:** The Corporation shall indemnify, hold harmless and defend each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Chapter 617 of the Florida Statutes. It is intended that the officers and directors of the Corporation shall be immune personally from civil liability to the extent provided under said Chapter 617 and other similar laws.

**ARTICLE VIII:** The initial registered agent of this Corporation is R. William Futch, P.A. The address of the registered agent is 610 SE 17<sup>th</sup> St., Ocala, FL 34471.

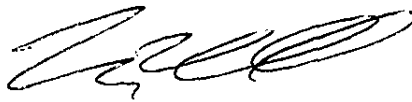
**ARTICLE IX:** The incorporator is Tony Mendola. The address of the incorporator is P.O. Box 757, Oxford, FL 34484

**ARTICLE X:** The Corporation shall have a minimum of three (3) directors. The directors shall be members of the Corporation and shall be elected or appointed as provided in the bylaws.

**ARTICLE XI:** These Articles of Incorporation may be altered or amended only by a majority vote of the members at a duly called meeting of the members as provided in the bylaws.

**ARTICLE XII:** The bylaws of the Corporation shall be initially approved by a majority vote of the directors at the initial annual meeting of the board of directors. Thereafter, the bylaws may be altered or rescinded only as provided in the bylaws.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 31<sup>st</sup> day of December, 2013.



---

Tony Mendola, Incorporator

**CERTIFICATE OF DESIGNATION**  
**OF REGISTERED AGENT**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/ registered agent, in the State of Florida.

1. The name of the corporation is:

CENTRAL FLORIDA HORSEMEN'S ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

R. William Futch, P.A.  
610 SE 17<sup>th</sup> St.  
Ocala, FL 34471

SIGNATURE: \_\_\_\_\_

Tony Mendola, Incorporator

DATE: December 31, 2013

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT.

Resident Agent:  
R. William Futch, P.A.

SIGNATURE: By: \_\_\_\_\_

R. William Futch, President

DATE: December 31, 2013

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