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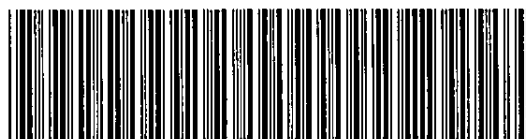
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March 15, 2016

Hand Delivery

Division of Corporations
State of Florida
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: Filing of Articles of Incorporation, Registered Agent &
Request for Certified Copy
*South Florida Quarter Horse Association, Inc.***

To Whom It May Concern:

Please find enclosed our Firm's check (#8771) in the amount of \$78.75 to cover the cost of filing the attached Articles, Designation of Registered Agent and receipt of a Certified Copy of the Articles.

We would like for our messenger to bring back the certified copy or a receipt for this filing. Thank you for your time and assistance with this request.

Sincerely


Nancy Hough
Office Manager

:nh

Enclosures: Articles of Incorporation, Designation of Registered Agent (originals only)

**ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA QUARTER HORSE ASSOCIATION, INC.**

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 South Florida Quarter Horse Association, Inc. (**the "Corporation"**). The incorporation of the Corporation shall be effective as of March 14, 2016.

ARTICLE II: The initial street address of the principal office of the Corporation shall be 207 West Park Avenue, Suite B, Tallahassee, Fl 32301 and the initial mailing address of the Corporation shall be 207 West Park Avenue, Suite B, Tallahassee, Fl 32301.

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 equine activities involving quarter horses foaled in and/or permanently based in the State of Florida.
- B. To promote the conduct of horse racing at Hialeah Park, Hialeah, Florida that involves quarter horses and other qualifying breeds for quarter horse racing foaled in and/or permanently based in the State of Florida.
- C. To foster, promote and otherwise encourage a higher level of public awareness and acceptance of the quarter horse industry.
- D. To foster harmonious relations among all participants in the quarter horse industry.
- E. To foster, promote and improve business conditions for the participants in the quarter horse meets at Hialeah Park, Hialeah, Florida.
- 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

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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 any matters concerning racing associations, jockey's organizations or other horse racing industry related organization including, but not limited to, negotiations involving purse and other payments to horsemen; off-track wagering, simulcasting and other television rights compensation agreements; and other contracts involving the financial, business and legal interests of its members.
- H. To represent the interests of its members in proceedings before any local, state or federal court of law, any state legislative body and/or any local governmental and/or state administrative agency, including the Division, with regard to all matters impacting its members specifically and quarter horse racing generally.
- I. To engage in fund raising activities for the benefit its membership.
- J. To assist its members in all other matters impacting their interests in the quarter horse racing industry.

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 Corporation shall have at least three (3) but no more than (5) directors. 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:

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- 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 registered agent of this Corporation shall be Samuel J. Anderson. The address of the registered agent shall be 207 West Park Ave., Suite B, Tallahassee, FL 32301.

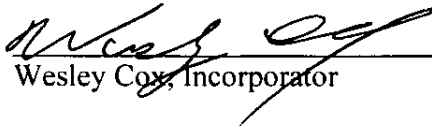
ARTICLE IX: The name and address of the incorporator is: Wesley Cox.

ARTICLE X: The following individuals shall serve as the initial directors of the Corporation: (a) Wesley Cox; (b) Cindy Gramling; and (c) Samuel J. Ard.

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

ARTICLE XII: The bylaws of the Corporation shall be initially approved by a majority vote of the Board of Directors. Thereafter, the bylaws may be altered or rescinded only in the manner provided in the bylaws.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 14th day of March, 2016.



Wesley Cox, Incorporator

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JUDICIAL DISTRICT
OF THE STATE OF TEXAS

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:

SOUTH FLORIDA QUARTER HORSE ASSOCIATION, INC.

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

207 West Park Avenue, Suite B
Tallahassee, Florida 32301

SIGNATURE: 
Wesley Cox, Incorporator

DATE: March 14, 2016

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 FURHTER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MYH DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT.

SIGNATURE: 
Samual J. Ard, Registered Agent

DATE: March 14, 2016

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