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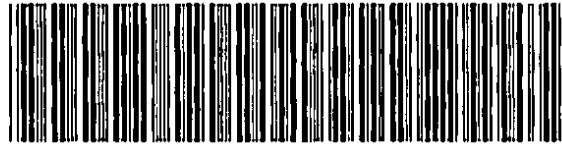
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2020 MAY 26 AM 8:34

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Amended
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JUN 13 2020

I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Gasparilla Charity Horse Show, Inc. _____

DOCUMENT NUMBER: N17000002621 _____

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

Please return all correspondence concerning this matter to the following:

Ryan Peak

(Name of Contact Person)

Asiatico Law, LLC

(Firm/ Company)

5850 Granite Parkway, Suite 900

(Address)

Plano, Texas 75024

(City/ State and Zip Code)

yan@baalegal.com

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

or further information concerning this matter, please call:

yan Peak (214) 570-0700

(Name of Contact Person) at (Area Code) (Daytime Telephone Number)

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

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Certified Copy
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enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

GASPARILLA CHARITY HORSE SHOW, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED
2020 MAY 25 AM 8:34
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
HILLSBORO, FLORIDA

The undersigned, being duly authorized, hereby submits these Amended and Restated Articles of Incorporation (the "Articles") for Gasparilla Charity Horse Show, Inc., a Florida not-for-profit corporation, and certifies as follows:

The original Articles of Incorporation of Gasparilla Charity Horse Show, Inc. were filed with the Florida Department of State on March 9, 2017 (the "Original Articles"). These Amended and Restated Articles of Incorporation were adopted by a majority vote of a quorum of the Board of Directors, as certified below, on April 24th, 2020, and the number of votes cast in favor of these Amended and Restated Articles of Incorporation was sufficient for approval. These Articles shall supersede and replace the Original Articles of Incorporation in their entirety.

The Amended and Restated Articles of Incorporation of Gasparilla Charity Horse Show, Inc. shall read in their entirety as follows:

ARTICLE I
NAME

The name of the Corporation shall be Gasparilla Charity Horse Show, Inc. (the "Corporation"). The Corporation shall have the right to operate under any number of appropriately applied for assumed names.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be: 18029 Lake Reflections Blvd, Lutz, FL 33558.

ARTICLE III
PURPOSE

Section 3.01 General Purposes. The Corporation shall be organized and operated exclusively for purposes of charitable, scientific, educational, fostering national or international amateur sports competition and/or preventing cruelty to animals, including for such purposes, the making of distributions to organizations that qualify as exempt

organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporations Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

Section 3.02 Specific Purposes. In connection herewith, the Corporation shall have the following purposes:

- (a) To educate the public in general horsemanship and matters related to the welfare of horses by any means conducive to that end;
- (b) To educate and train individuals in the art of horsemanship;
- (c) To educate and train individuals and the public in the history of the sport and equestrian activities;
- (d) To encourage and promote horse shows and stimulate awareness of the general public in horse shows;
- (e) To encourage, promote, and advance participation in equestrian activities through education;
- (f) To undertake educational programs in equestrian activities;
- (g) To promote the development and improvement of equines and equestrians;
- (h) To foster national and international amateur equestrian sports competition;
- (i) To prevent cruelty to equines;
- (j) To assist Florida equestrian facilities with providing quality equestrian activities and equestrian education;

- (k) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purposes within the State of Florida and elsewhere;
- (l) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code;
- (m) To promote, encourage, and foster any other similar charitable, educational, and scientific activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of the purposes of the Corporation;
- (n) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations and by Section 501(c)(3) of the Code, including, without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature, without limitation, as to its amount or value, and to hold, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property for any of the purposes set forth herein without the necessity of authorization or approval of any individual or entity whatsoever save and except as provided in these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation; and
- (o) To do such other things as are incidental to the purposes of the Corporation or are necessary or desirable in order to accomplish them.

Section 3.03 Restrictions.

- (a) No part of the net earnings of corporation shall inure to the benefit of or be distributable to its members, trustees, officers, directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered or goods actually provide to the Corporation, and to make payments and distributions in furtherance of the purposes set forth herein.

- (b) 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.
- (c) If at any time the Corporation is deemed to be a private foundation as defined in Section 509 of the Code, then so long as the Corporation is deemed a private foundation, it shall not, as provided in Section 508(e) of the Code, fail to require its income for each taxable year to be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, engage in any act of self-dealing as defined in Section 4941 (d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, or make any investments or expenditures in such manner as to subject the Corporation to tax under Section 4944 or Section 4945(d) of the Code.
- (d) The Corporation shall have no power to engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree, serve a private interest other than one that is clearly incidental to an overriding public interest, have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures, distribute its assets on dissolution other than for one or more exempt purposes, carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary exempt purposes, accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation's charitable purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE IV MANNER OF ELECTION OR APPOINTMENT

The number, qualifications, term of office, method of appointment or election, powers, authority, and duties of the directors and/or officers of the Corporation, the time and place of their meetings, and such other provisions with respect to such directors and/or

officers as are not inconsistent with the express provisions of these Articles shall be as specified in the Bylaw of the Corporation.

ARTICLE V DIRECTORS

Section 5.01 Plenary power to manage and govern the affairs of the Corporation shall be vested in the Board of Directors. The qualifications, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Corporation, as deemed appropriate from time to time.

Section 5.02 The number of members of the Board of Directors shall be no less than three (3). The number of Directors may be either increased or decreased from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but need not be residents of Florida.

Section 5.03 The names and addresses of the current Board of Directors are:

Mary Jo Schmidt
18029 Lake Reflections Blvd
Lutz, Florida 33558

Pam Roush
18029 Lake Reflections Blvd
Lutz, Florida 33558

Krystle Lee
18029 Lake Reflections Blvd
Lutz, Florida 33558

Lark Henry
18029 Lake Reflections Blvd
Lutz, Florida 33558

All future members of the Board of Directors will be appointed in the manner prescribed in the Bylaws.

ARTICLE VI REGISTERED AGENT

The registered office of the Corporation is 18029 Lake Reflections Blvd, Lutz, Florida 33558. The name of the registered agent at that office is Pam Roush. The Board of Directors may change the registered agent and registered office at its discretion.

ARTICLE VII
DISSOLUTION

Section 7.01 Upon the dissolution of the Corporation, and after paying or making provision for the payment of all the liabilities of the Corporation, the Board of Directors shall dispose of all the assets in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations which are organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or the 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, as the Board of Directors shall determine.

Section 7.02 Any such assets not so disposed of by the Board of Directors, as provided above, shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes within the meaning of Section 501(c)(3) of the Code or to an organization or organizations, as said court shall determine, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE VIII
AMENDMENT TO ARTICLES

These Articles may only be amended by a majority vote of the Board of Directors and filing with the Florida Department of State, Division of Corporations.

ARTICLE IX
MEMBERSHIP

The Corporation shall not have any members.

ARTICLE X
BYLAWS

The power to adopt, alter, amend, or repeal the Bylaws of the Corporation shall be vested in the Board of Directors.

ARTICLE XI
CONSTRUCTION

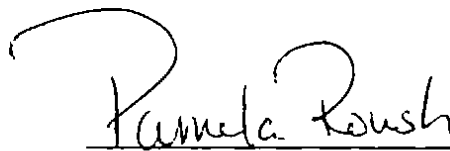
All references in these Amended and Restated Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited or their successors, as they may be amended from time to time

ARTICLE XII
EFFECTIVENESS OF FILING

This document becomes effective when the document is filed by the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation for Gasparilla Charity Horse Show, Inc. to be signed and filed by a duly authorized officer of the Corporation on this 24 day of April, 2020.

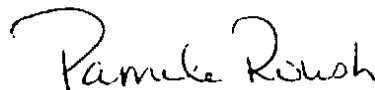
GASPARILLA CHARITY HORSE SHOW, INC.



Pam Roush, President

CERTIFICATION OF AMENDMENT

This is to certify that the Corporation has no members and a quorum of the Board of Directors was present and voted to adopt the foregoing Amended and Restated Articles of Incorporation by a majority vote, which was sufficient for approval of said Amendments, on April 24, 2020.

A handwritten signature in cursive script, reading "Pamela Roush", is written over a horizontal line.

Pam Roush, President