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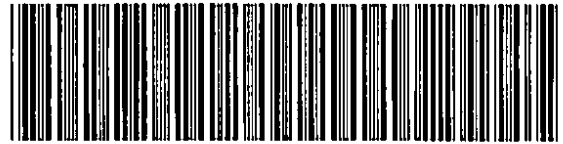
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ALABAMA SECRETARY OF REVENUE

DEC 14 2017

2017 DEC 14

**AMENDED & RESTATED ARTICLES OF INCORPORATION  
OF  
SUNSHINE EQUINE OUTREACH, INC.**

**FILED**

2017 DEC 11 P 4 18

**A NON-PROFIT CORPORATION**

The undersigned, desiring to amend the Articles of Incorporation as authorized by Article VI of the Articles of Incorporation filed May 30, 2017, hereby certifies:

**ARTICLE I  
NAME AND ADDRESS**

The name of this Corporation is SUNSHINE EQUINE OUTREACH, INC. The principal office of the Corporation is 36401 US Highway 19 N., Palm Harbor, FL 34684 and the mailing address is Post Office Box 12280, Brooksville, FL 34601.

**ARTICLE II  
PURPOSES, RIGHTS AND POWERS**

1. This Corporation is organized and shall be operated as a corporation not-for-profit, exclusively for charitable, literary and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended ("Code"), or by an organization, contributions to which are deductible under Code Section 170(c)(2).
2. 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 be empowered to make the election authorized under code Section 501(h). 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.
3. Notwithstanding any other provisions of these articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501(c)(3).
4. Solely for the above purposes, this Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not-for-profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes. Further to solicit and accept voluntary contributions and to accept, receive and administer for its exclusive purpose, cash and other property whether real, personal or mixed, by gift, grant, devise, trust instrument, bequeath or otherwise.
5. To aid, support, maintain or assist by gift, donation or otherwise, established charitable and educational institutions and activities which are qualified under Section 501(c)(3) of the Internal Revenue Code of 1986 or comparable sections of any future Internal Revenue Code, whose objectives or purposes are the same as or similar to this Corporation.

### **ARTICLE III LIMITATIONS**

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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. Notwithstanding any other provisions of these articles, 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 Code Section 501(c)(3), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under code Section 170(c)(2), or the corresponding section of any future federal tax code.
2. The Corporation will distribute its income for each year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or the corresponding section of any future federal tax code.
3. The Corporation will not engage in any act of self-dealing as defined in Code Section 4941(d), or the corresponding section of any future federal tax code.
4. The Corporation will not retain any excess business holdings as defined in Code Section 4943(c), or the corresponding section of any future federal tax code.
5. The Corporation will not make any investments in a manner as to subject it to tax under Code Section 4944, or the corresponding section of any future federal tax code.
6. The Corporation will not make any taxable expenditures as defined in Code Section 4945, or the corresponding section of any future federal tax code.

### **ARTICLE IV DISTRIBUTION OF ASSETS ON DISSOLUTION**

In the event the Corporation dissolves, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this Corporation, distribute all remaining assets of this Corporation exclusively to "qualified organizations", as described above, or should be distributed to the federal, state, or local governments for one or more public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for one or more exempt or public purposes.

### **ARTICLE V MEMBERS/DIRECTORS**

1. The Corporation shall not have any members.

2. The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.

3. The persons currently serving as Directors are as follows:

James Gomez  
36401 US Highway 19 N.  
Palm Harbor, FL 34684

Chalice Reed  
36401 US Highway 19 N.  
Palm Harbor, FL 34684

Shannon Laviano  
36401 US Highway 19 N.  
Palm Harbor, FL 34684

#### **ARTICLE VI AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written consent thereto by two-thirds (2/3) of a quorum of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

#### **ARTICLE VII BYLAWS**

The Bylaws of this Corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors. The Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of a quorum of the directors at a meeting of the Board of Directors, or, by the written consent thereto by two-thirds (2/3) of a quorum of the Directors.

#### **ARTICLE VIII INTERNAL REVENUE CODE SECTIONS**

Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.


#### **ARTICLE IX INDEMNIFICATION**

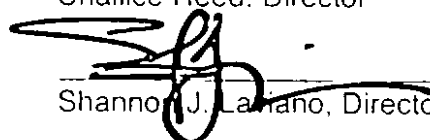
Each Director and each officer or former Director or former officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities

imposed upon him or her and reasonable expenses incurred him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided however, that no director or officer shall be indemnified: (a) with respect to matters as to which here she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolutions vote of Directors or otherwise. This Corporation shall have the power to purchase or maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

Amended at a meeting duly called and attended this 4th day of December, 2017.

  
James Gomez, Director

  
Challice Reed, Director

  
Shannon J. Lahano, Director

\*\*Amended solely to remove the word "benevolent" from Article II, Paragraph 1.

SUNSHINE EQUINE OUTREACH  
36401 US HIGHWAY 19 N  
PALM HARBOR, FL 34684

December 4, 2017

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Sunshine Equine Outreach, Inc.  
Document #N17000005768

To Whom It May Concern:

Enclosed for processing please find the original and one copy of the Articles of Amendment for the above referenced corporation. Also enclosed is a check for the filing fee, certificate of status and certified copy in the amount of \$52.50.

Any questions, please don't hesitate to contact me at 352-585-0035.

Sincerely,



Shannon J. Daviano

SJL/abm  
encl. as listed