

10/7/2016

Division of Corporations

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## COR AMND/RESTATE/CORRECT OR O/D RESIGN

## SARASOTA-MANATEE ASSOCIATION FOR RIDING THERAPY, INC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**

**SARASOTA MANATEE ASSOCIATION FOR RIDING THERAPY, INC.**

A Not-for-Profit Corporation

I, the undersigned, do hereby subscribe my name to these Amended and Restated Articles of Incorporation for the purpose of creating a Corporation, not for profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended.

**ARTICLE I**  
**NAME AND ADDRESS**

The name of this corporation shall be **SARASOTA MANATEE ASSOCIATION FOR RIDING THERAPY, INC.** (the "Corporation"). The physical address of the Corporation's principal office shall be 4640 County Road 675, Bradenton, Florida 34211. The mailing address of the Corporation shall be 4640 County Road 675, Bradenton, Florida 34211.

**ARTICLE II**  
**OBJECTIVES AND PURPOSES**

The general objectives and purposes of this Corporation shall be:

A. To improve the quality of lives of people with disabilities and their families through therapeutic horseback riding, carriage driving and equine assisted activities. Through respectful partnerships with our horses, we create an environment that promotes a life of inclusion, respect, growth and independence.

B. To operate exclusively for charitable, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (collectively, the "Code"); and to exercise all powers available to corporations organized pursuant to the Florida Not For Profit Corporation Act.

C. To establish rules and regulations governing the exercise of all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, within the restrictions of Section 501(c)(3) of the Internal Revenue Code, including without limitation, to acquire by 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, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of any such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

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D. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

E. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or 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 Internal Revenue Code (or corresponding section of any future federal tax code).

### **ARTICLE III** **TERM OF EXISTENCE**

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its Board of Directors as provided in the Bylaws of this Corporation.

### **ARTICLE IV** **MEMBERS**

The Corporation shall not have members.

### **ARTICLE V** **BOARD OF DIRECTORS OF THE CORPORATION**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation. The Corporation shall have at least three (3) directors, but no more than twenty one (21) directors. Members of the Board of Directors shall be elected as set forth in the Bylaws.

The name and street addresses of the directors of the Corporation are:

<u>Name</u>	<u>Street Address</u>
✓Darrin Simone	14475 State Road 70 East, Lakewood Ranch, FL 34202
✓Brian Babcock	12239 Hollybush Terrace, Bradenton, FL 34202
✓Ellen Jones	1710 Mira Lago Cir., Ruskin, FL 33570
✓Jim Newsome	16308 Bridgeglade Ln., Lithia, FL 33547
✓John Moore	8548 54th Avenue Circle East, Bradenton, FL 34211
✓Melissa Spillenkothen	15217 Helmsdale Pl, Lakewood Ranch, FL 34202
✓Herwin Taradash	8325 Lakewood Ranch Blvd., Lakewood Ranch, FL 34202
✓Nicholas J. Drizos	6806 Tumbleweed Trail, Lakewood Ranch, FL 34202
✓Jennifer Schembri	2 North Tamiami Trail, #408, Sarasota, FL 34236
Daniel Tullidge	4620 Claremont Park Dr., Bradenton, FL 34211

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Said directors are of full age and are citizens of the United States of America. The aforesaid directors shall hold their offices until the next annual meeting of the stockholders or until their successors are elected and have qualified.

**ARTICLE VI**  
**OFFICERS**

The officers of the Corporation are:

President: Darrin Simone  
Vice President: Brian Babcock  
Treasurer: Ellen Jones  
Secretary: Jim Newsome

**ARTICLE VII**  
**INCORPORATION**

The Board of Directors hereby ratifies the incorporation of the Corporation.

**ARTICLE VIII**  
**AMENDMENTS TO THE ARTICLES OF INCORPORATION**

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting and as further set forth in the Bylaws. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.

B. Notwithstanding the foregoing Section A, the Directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles IX and X of these Articles of Incorporation.

**ARTICLE IX**  
**RESTRICTIONS**

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

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A. Shall distribute its income, if any, for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (or corresponding section of any future Federal tax code).

B. Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

C. Will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

D. Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any Future federal tax code).

E. Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

F. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, Directors, 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 Section 501(c)(3) purposes. 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 publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

#### **ARTICLE X** **DISSOLUTION**

In the event the Corporation is dissolved by either voluntary or involuntary means, all residual assets of the Corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 107(c)(2) of the Internal Revenue Code, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or shall be distributed to the federal government, or to a state or local government for public purpose. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein. 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 Corporation 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 XI** **INDEMNIFICATION**

The Corporation, to the fullest extent permitted by law, shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by

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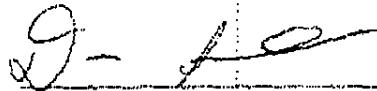
reason of the fact that he or she is or was a Director, Officer, employee, or agent of the corporation or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof as more fully set forth in the Bylaws.

**ARTICLE XII**  
**REGISTERED OFFICE AND AGENT**

The street address of the registered agent of the Corporation is 4040 Verna Bethany Rd., Myakka City, FL 34251, and the name of the initial registered agent of the Corporation is Gail Clifton.

**ARTICLE XIII**  
**AUTHORIZATION**

*The foregoing Amended and Restated Articles of Incorporation were approved and ratified and requisite number of votes cast by the Directors at a meeting held on Sept 19, 2016 in accordance with Section 617.0721 and 617.0824 of the Florida Statutes and the Corporation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Amended and Restated Articles of Incorporation in accordance with Chapter 617, Florida Statutes. There are no members.*

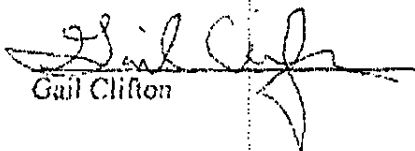


Darrin Simone, President

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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 obligations of my position as registered agent.

 ED 7/19/16  
Gail Clifton

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