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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
INTERNATIONAL ASSOCIATION OF PROFESSIONAL FARRIERS 1

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August 16, 2022

FLORIDA DEPARTMENT OF STATE

Division of Corporations

INTERNATIONAL ASSOCIATION OF PROFESSIONAL FARRIERS INC.

44 DORCHESTER B

WEST PALM BEACH, FL 33417

SUBJECT: INTERNATIONAL ASSOCIATION OF PROFESSIONAL FARRIERS INC.

REF: N20000012076

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The initial incorporator (Brian J. Quinsey) can not be changed. You may state in Article XII that Frank Reilly is the incorporator to THESE amended and restated articles.

Please accept our apology for failing to mention this in our previous letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6823.

Annette Ramsey  
OPS

FAX Aud. #: H22000235907  
Letter Number: 722A00018224



International Association of Professional Farriers Inc.

Articles of Incorporation

### **ARTICLE III.** **PURPOSE**

#### **3.1 Purpose**

International Association of Professional Farriers Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(6) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The purpose of the corporation is promoting the integrity of the farrier industry by promoting the common interests and improving the business conditions and practices of those in the field of farriery..

#### **3.2 Non-Profit**

International Association of Professional Farriers Inc. is designated as a non-profit corporation.

### **ARTICLE IV.** **BYLAWS**

The corporation is a not for profit corporation. The by-laws of the Corporation are to be made and adopted by, and may be altered, amended or rescinded by the board of directors of the Corporation.

### **ARTICLE V.** **NON-PROFIT NATURE**

#### **5.1 Non-profit Nature**

International Association of Professional Farriers Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of International Association of Professional Farriers Inc. 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (6) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

International Association of Professional Farriers Inc.

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International Association of Professional Farriers Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

### **5.2 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of International Association of Professional Farriers Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

### **5.3 Dissolution**

Upon termination or dissolution of the International Association of Professional Farriers Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(6) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the International Association of Professional Farriers Inc. hereunder shall be selected by the discretion of a majority of the managing body of the International Association of Professional Farriers Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the International Association of Professional Farriers Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

### **5.4 Prohibited Distributions**

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.1.

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**5.5 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

**5.6 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE VI.**  
**BOARD OF DIRECTORS**

**6.1 Governance**

International Association of Professional Farriers Inc. shall be governed by its board of directors.

**6.2 Directors**

The Management of the Corporation shall be vested in a board of directors of not less than three (3) directors, each of whom must be an officer, director, employee, shareholder, partner, or member of the Corporation. The board of directors will be elected, maintained, and appointed in accordance with the Corporation's by-laws.

The officers of the corporation shall be a president, a secretary, and a treasurer and may include other officers as may be authorized by the bylaws and elected by the directors from time to time. The officers shall be elected by the board of directors in accordance with the bylaws of the corporation.

The directors of the corporation shall be:

Frank Reilly

President

7750 Okeechobee Boulevard  
Suite #4-1284  
West Palm Beach, FL 33411

## International Association of Professional Farriers Inc.

## Articles of Incorporation

Todd Santoro	Vice President	7750 Okeechobee Boulevard Suite #4-1284 West Palm Beach, FL 33411
Lester Yoder	Treasurer	7750 Okeechobee Boulevard Suite #4-1284 West Palm Beach, FL 33411
Cathy Lesperance	Director	7750 Okeechobee Boulevard Suite #4-1284 West Palm Beach, FL 33411
Caleb Bergeleen	Director	7750 Okeechobee Boulevard Suite #4-1284 West Palm Beach, FL 33411
Esco Buff	Director	7750 Okeechobee Boulevard Suite #4-1284 West Palm Beach, FL 33411
Eva Clark	Director	7750 Okeechobee Boulevard Suite #4-1284 West Palm Beach, FL 33411
Jeremy Lucas	Director	7750 Okeechobee Boulevard Suite #4-1284 West Palm Beach, FL 33411
Jennifer Lugton	Director	7750 Okeechobee Boulevard Suite #4-1284 West Palm Beach, FL 33411
Jaret Pullen	Director	7750 Okeechobee Boulevard Suite #4-1284 West Palm Beach, FL 33411

**6.3 Indemnification**

The corporation shall indemnify any directors, officers, employers, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or malicious conduct acts to damage and/or defraud the corporation, or as otherwise provided under the applicable statute.

International Association of Professional Farriers Inc.

Articles of Incorporation

**ARTICLE VII.**  
**Meetings**

After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended. The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such meeting is deemed present at the meeting. In the alternative, the board of directors may take action through signed e-mail communications in accordance with the by-laws of the corporation.

**ARTICLE VIII.**  
**MEMBERSHIP**

**8.1 Membership**

International Association of Professional Farriers Inc. shall have members as specified in its by-laws. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

**ARTICLE IX.**  
**AMENDMENTS**

**9.1 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval in accordance with the by-laws.

**ARTICLE X.**  
**ADDRESSES OF THE CORPORATION**

**10.1 Corporate Address**

The principle address and mailing address of the corporation is:

7750 Okeechobee Boulevard Suite #4-1284  
West Palm Beach, FL 33411

**ARTICLE XI.**  
**APPOINTMENT OF REGISTERED AGENT**

**9.01 Registered Agent**

The registered agent of the corporation shall be:



