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N9500000977
Vivian Rodriguez

February 16, 1995

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

100001416311
-02/27/95--01074--010
*****70.00 *****70.00

Re: Southeastern National Show Horse Association, Inc.

Dear Sirs:

We are enclosing the Articles of Incorporation for Southeastern National Show Horse Association, Inc., for filing with your office. Our \$70.00 check for your fee is also enclosed.

Please confirm receipt and filing of the articles. Thank for your cooperation and assistance.

Very truly yours,

Vivian Rodriguez
Vivian Rodriguez,
Legal Assistant to
Phillip J. Sheehe

~~1095-24422~~
EFFECTIVE DATE
FEB 23 1995

RECEIVED
FEB 27 1995
TALLAHASSEE, FLORIDA

T. BROWN FEB 28 1995

EFFECTIVE DATE

FEB 23 1995

FILED
95 FEB 27 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

SOUTHEASTERN NATIONAL SHOW HORSE ASSOCIATION, INC.
(a Florida not for profit corporation)

The undersigned, acting as incorporator of a Florida not for profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name and Location of Principal Office

The name of this corporation is SOUTHEASTERN NATIONAL SHOW HORSE ASSOCIATION, INC., a not for profit corporation. Its initial office shall be 1441 East Highway 316, Citra, Florida 32113.

ARTICLE II

Term

This Corporation shall have perpetual existence commencing on February 23, 1995.

ARTICLE III

Incorporator

The name and address of the Incorporator of these Articles of Incorporation is Phillip J. Sheehe, Esq., Sheehe & Vendittelli, P.A., 1800 Miami Center, 201 S. Biscayne Boulevard, Miami, FL 33131.

ARTICLE IV

General Purpose

The purposes for which the corporation is organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V

Activities not Permitted

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of any Member, Director or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Member, Director or Officer of the corporation or any private individual shall be entitled to

share in the distribution of any of the corporate assets upon dissolution of the corporation. In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purposes.

ARTICLE VII

Management of Corporate Affairs

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. This corporation shall have three (3) Directors initially. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members at which time an election of Directors shall be held. The method of selection of Directors is stated in the By-Laws of this corporation.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation,

or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority. The names and addresses of the first Members of the Board of Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Misdee Furey	1441 East Highway 316 Citra, FL 32113
Phillip J. Sheehe	1800 Miami Center 201 S. Biscayne Boulevard Miami, FL 33131
Rick Alford	4704 Lakewood Drive Seffner, FL 33584

(b) Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Treasurer, and Secretary and such other Officers as the By-Laws of this

corporation may authorize, from time to time, the Directors to elect. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE VIII

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall be not be exclusive of other rights to which any such person may now be entitled to as a matter of law.

ARTICLE IX

Membership

The membership of this corporation shall consist of all persons hereinafter named as Directors and all other persons as,

from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the corporation. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the Members of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the By-Laws.

ARTICLE X

By-Laws

The Board of Directors of this corporation may provide such By-Laws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the By-Laws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the corporation.

ARTICLE XI

Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment may

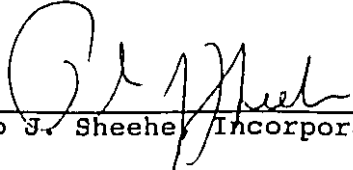
be adopted only after receiving any affirmative vote of the majority of the Board of Directors.

ARTICLE XII

Initial Registered Office And Agent

The name and street address of the initial registered agent of this Corporation is Sheehee & Vendittelli, P.A., 1800 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on the 23rd day of February, 1995, for the purpose of forming this not for profit corporation under the laws of the State of Florida.



Phillip J. Sheehee, Incorporator

FILED
95 FEB 27 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FL 32304

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 23rd DAY OF February, 1995.

SHEEHE & VENDITTELLI, P.A.

By: 


PHILLIP J. SHEEHE, ESQ. PRESIDENT
for Sheehe & Vendittelli, P.A.
(Registered Agent)

(Corporate Seal)

STATE OF FLORIDA)
)
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Phillip J. Sheehe, Esq., who is personally known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of SOUTHEASTERN NATIONAL SHOW HORSE ASSOCIATION, INC., and he acknowledged before me that he executed those Articles of Incorporation and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hands and affixed my official seal, in the State and County aforesaid, this 23rd day of February, 1995.


Vivian Rodriguez, Notary Public
State of Florida at Large

My Commission Expires:

