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AUTHORIZATION :

*Patricia Pzyk*

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ORDER NO. : 584055

CUSTOMER NO: 4133A

CUSTOMER: Marcia Cox, Legal Assistant  
STEARNS WEAVER MILLER WEISSLER  
ALHADEFF & SITTERSON, P.A.  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

DOMESTIC FILING

NAME: THE MIAMI-DADE HORSE COUNCIL,  
INC.

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia E. Lott

EXAMINER'S INITIALS:

T. BROV/N APR 25 1995

FILED  
95 APR 24 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE MIAMI-DADE HORSE COUNCIL, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned natural person of the age of 21 years or more, with other persons being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I  
NAME

The name of this corporation is The Miami-Dade Horse Council, Inc.

ARTICLE II  
ADDRESS

The address of the principal office of the corporation and the mailing address of the corporation is 150 W. Flagler Street, Suite 2200, Miami, Florida 33130.

ARTICLE III  
PURPOSE

This corporation is not formed for pecuniary profit or financial gain. The corporation shall be a non-profit corporation under the Florida Not-For-Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The specific purposes for which the corporation is organized are:

1. To promote Dade County, Florida as a world class destination for equine-related tourism, trade, conventions, shows, exhibits, and race tracks.
2. To foster recognition by government and the general public of the economic impact and importance of the wholesome and flourishing horse industry in South Florida.
3. To bring together diverse groups and interests in an effort to promote harmony, fellowship and sportsmanship through the common love of horses.

4. To work closely with elected officials at the local, state and national level, as well as with the private sector, to create a safe and attractive infrastructure to facilitate and enhance future growth of the equine industry and to achieve common goals of the members of the organization.

5. To seek private and public joint ventures to maintain and upgrade existing horse-related facilities and to create new ones.

6. To advocate the opening of public lands to horse-related activities.

7. To unify all the horse associations operating in Dade County, Florida and focus their energy and resources toward common goals.

8. To raise funds from both the public and private sectors and take such other actions as may be necessary and advisable to achieve the foregoing objectives.

The purposes provided above are intended to qualify the organization as one described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or any successor thereto). The corporation shall not devote a substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office. However, this provision shall not prohibit the corporation or its staff from drafting legislation, testifying before legislative committees or issuing general public appeals for the passage of laws in the public interest. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by corporations exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

#### ARTICLE IV POWERS

The corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.021 of the Florida Statutes. The corporation's activities are limited by the provisions of Section 617.0105 of the Florida Statutes which are incorporated by reference herein.

ARTICLE V  
MEMBERS

The corporation shall be organized on a non-stock basis. Admission of members shall be governed by the Bylaws. Members shall be either natural persons over the age of eighteen years, corporations, partnerships or other organizations, as provided by the Bylaws.

ARTICLE VI  
TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VII  
SUBSCRIBER

The name and address of the subscriber to these Articles are as follows:

Sharon Quinn Dixon  
150 W. Flagler Street  
Suite 2200  
Miami, Florida 33130

ARTICLE VIII  
BOARD OF DIRECTORS

The business affairs of this corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors consisting of not less than three (3) natural persons. The members of the Board of Directors shall be appointed as provided in the Bylaws of the corporation. The names and addresses of the persons who shall serve as the members of the initial Board of Directors of this corporation until their successors are duly appointed are:

Becky Card  
150 W. Flagler St.  
Suite 2200  
Miami, FL 33130

Manny Alvarez  
150 W. Flagler St.  
Suite 2200  
Miami, FL 33130

Marielena Farinas  
150 W. Flagler St.  
Suite 2200  
Miami, FL 33130

Anrea Sante  
150 W. Flagler St.  
Suite 2200  
Miami, FL 33130

Laura Glass  
150 W. Flagler St.  
Suite 2200  
Miami, FL 33130

Manny Farinas  
150 W. Flagler St.  
Suite 2200  
Miami, FL 33130

Mario Hernandez  
150 W. Flagler St.  
Suite 2200  
Miami, FL 33130

Ruben Abella  
150 W. Flagler St.  
Suite 2200  
Miami, FL 33130

Debra Foster  
150 W. Flagler St.  
Suite 2200  
Miami, FL 33130

David Fields  
150 W. Flagler St.  
Suite 2200  
Miami, FL 33130

Bruce Batchelor  
150 W. Flagler St.  
Suite 2200  
Miami, FL 33130

Liz Langford  
150 W. Flagler St.  
Suite 2200  
Miami, FL 33130

Dorie Lamm  
150 W. Flagler St.  
Suite 2200  
Miami, FL 33130

#### ARTICLE IX BYLAWS

Section 1. The Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

Section 3. The Bylaws of the corporation shall contain provisions regulating the powers of the corporation, the directors, the officers and the members, the control of property owned by the corporation and such other things as shall be necessary and proper for the carrying on of the business of the corporation.

#### ARTICLE X AMENDMENT

These Articles of Incorporation may be amended by a majority vote of the members present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

ARTICLE XI  
NO PERSONAL LIABILITY

The directors, officers and agents of this corporation shall not be held personally liable or responsible for any contracts, debts or defaults of this corporation while acting for or on behalf of the corporation in any official and authorized capacity. This corporation shall indemnify all of its officers, directors, and agents and all of its former officers, directors and agents, to the fullest extent permitted by law.

ARTICLE XII  
DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by contribution to an organization or organizations in a manner satisfying the requirements of Section 617.1406 of the Florida Statutes (or any successor thereto) and other provisions of applicable law.

ARTICLE XIII  
PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, other private persons or for-profit corporations, 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 II hereof.

ARTICLE XIV  
REGISTERED OFFICE

The name and address of the initial registered office and the initial registered agent of the corporation are:

Sharon Quinn Dixon  
150 W. Flagler St.  
Suite 2200  
Miami, FL 33130

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, have hereunto set my hand and seal, this 21st day of April, 1995, for the purposes of forming this corporation not for profit under the laws of the State of Florida.

  
SHARON QUINN DIXON

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That The Miami-Dade Horse Council, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Sharon Quinn Dixon, located at 150 W. Flagler Street, Suite 2200, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
SHARON QUINN DIXON,  
REGISTERED AGENT