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CRARY, BUCHANAN, BOWDISH, BOVIE, LORD, ROBY & EVANS

CHARTERED

ATTORNEYS AT LAW

EVANS CRARY (1915-1988)
EVANS CRARY, JR.
WILLIAM P. CRARY
LARRY D. BUCHANAN
JAMES L. S. BOWDISH
GEORGE P. BOVIE, III
LAWRENCE EVANS CRARY III
WILLIAM P. CRARY II
ROBERT L. LORD, JR.
WILLIAM L. ROBY
M. LEVERING EVANS
R. MICHAEL CRARY
LEIGH A. WILLIAMS

STEVEN D. HERRA
JONATHAN NICHOLS, JR.
JERRY P. THOMAS
CHARLES K. WILCOUGH

REPLY TO:

STUART

September 16, 1996

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

Re: Palm City Cow Horse Association, Inc.

Gentlemen:

The original and one copy of the Articles of Incorporation for the nonprofit corporation captioned above are enclosed. A check in the amount of \$122.50 is also enclosed to cover the following:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	<u>52.50</u>
TOTAL	\$122.50

After this corporation has been approved and its documents have been filed by your office, we would appreciate your forwarding to us a certified copy of the Articles of Incorporation. The Certificate of Registered Agent is enclosed. Your attention and concern shall be greatly appreciated.

Sincerely yours,

Liffany L. Owen, for
Leigh A. Williams

/tlo
Enclosures

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FILED
96 SEP 19 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
B. REGISTER SEP 19 1996

**ARTICLES OF INCORPORATION
OF
PALM CITY COW HORSE ASSOCIATION, INC.**

FILED
96 SEP 19 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE 1.
NAME**

The name of the corporation shall be: **PALM CITY COW HORSE ASSOCIATION, INC.**

**ARTICLE 2.
PRINCIPAL OFFICE AND MAILING ADDRESS**

Principal Office. The principal office shall be at: 2201 SE Indian Street, H-13, Stuart, Florida 34997.

Mailing Address. The mailing address of the Corporation shall be: P O Box 81, Palm City, Florida 34990.

**ARTICLE 3.
PURPOSE**

The purposes for which this corporation is organized are exclusively as stated within the meaning of section 501(c)(7) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

The general nature of the object of the corporation shall be a club organized for pleasure, recreation and other nonprofitable purposes, substantially all of the activities of which are for such purposes and no part of the net earnings of which inures to the benefit of any private shareholder.

**ARTICLE 4.
MANAGEMENT**

The affairs of the corporation shall be managed by a Board of Directors of not less than three (3) nor more than eleven (11) persons, no more than one of whom may be under the age of twenty-one (21) years, and who possess the qualifications of membership in the Association as defined in these Articles.

The Board of Directors shall have and exercise all the powers necessary to direct the work and policy of the corporation in all its details. No contract, debt or obligations shall be binding unless entered into under authority of the Board.

The Board of Directors shall be elected at the annual meeting of the corporation to be held as stated in the By-Laws of this corporation and shall serve for a period of one year. The officers shall be elected at the first meeting of the Board of Directors thereafter. Vacancies shall be filled as prescribed in the Bylaws.

No question of a sectarian or partisan political character shall be acted upon or discussed in any meeting of this corporation or of its Directors.

ARTICLE 5. DESIGNATION OF REGISTERED AGENT

GARY HENDRY whose address is **2201 SE Indian Street, H-13, Stuart, Florida 34997**, shall be the Registered Agent for the corporation. He has so consented to said appointment attached hereto and by reference made a part hereof.

ARTICLE 6. INCORPORATOR

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

LEIGH A. WILLIAMS	555 Colorado Avenue Stuart, Florida 34994
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ARTICLE 7. FIRST BOARD OF DIRECTORS

The names and addresses of the first Board of Directors, which Directors shall hold office until the first meeting of the members, to be held in 1997, and until their successors are elected and have qualified, are as follows:

GARY HENDRY	5700 SW Sunshine Farms Way Palm City FL 34990
MARCIA HENDRY	5700 SW Sunshine Farms Way Palm City FL 34990
MIKE GRIER	

Mike Grier
5785 Schoolwood HAN ST
Palm City FL 34990

ROBBIE ABELL	<u>6640 SW Galtso Trail</u> <u>Palm City FL 34990</u>
JEFF TOLLEY	<u>5301 SW Sunshine</u> <u>Point Way Palm City FL</u>
SANDY TOLLEY	<u>5301 SW Sunshine</u> <u>Farms Way Palm City FL</u>
DUTCH BLUM	<u>PO Box 1811</u> <u>Palm City 34991</u>
JED RUMBLE	<u>3247 SW Bossin CK Trl</u> Palm City Fla
MIKE GRZELKA	<u>5704 SW Martin Commerce Way</u> <u>Palm City, FL 34990</u>
✓ MICHELE VANATER	<u>5802 SW Middlebrook Lane</u> <u>Palm City, FL 34990</u>
✓ KIM R. FLAUGH	<u>Rt. PO Box 2420</u> <u>Palm City, FL 34991</u>

ARTICLE 8. POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes (1993) unless limited by these Articles of Incorporation.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE 9. MEMBERSHIP QUALIFICATIONS, DUES AND ASSESSMENTS

Any person over eighteen (18) years of age who is in sympathy with the purpose of this corporation as defined in Article 3 hereof, may become a voting member of this association as provided in the Bylaws of the association. Admission to membership shall be by application to and approval by the Board of Directors.

Membership dues and assessments may be charged and collected, and provisions therefore may be prescribed in the Bylaws of the corporation and by such Bylaws the Board of Directors may be empowered to determine and collect such fees, dues and assessments. Voting privileges shall be limited to active members.

**ARTICLE 10.
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE 11.
OFFICERS**

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer and such other officers as may be provided in the Bylaws. The officers shall be elected by the Board of Directors from among its board members at its first meeting in the manner prescribed by the Bylaws adopted for the corporation.

The names of the officers who are to serve until the first meeting of the Board of Directors, and until their successors are elected and have qualified, are as follows:

President:	Jed Rumble
Vice-President:	Mike Grzelka
Secretary:	Kim R. Flaugh
Treasurer:	Michele Vanater

**ARTICLE 12.
BYLAWS**

The Bylaws of the corporation are to be made, altered or rescinded by the Board of Directors at any regular meeting of the Board of Directors, by a two-thirds (2/3) vote of all members present, provided notice of such amendment shall have been given in writing at a previous regular meeting held not less than ten (10) days prior thereto.

**ARTICLE 13.
AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the members present or represented by proxy at any annual or special meeting provided that notice of the proposal to amend the Articles of Incorporation is sent to the members in accordance with the Bylaws of the Corporation.

Amendments may also be made at a regular meeting of the Board of Directors upon notice given, as provided by the Bylaws of intention to submit such amendment.

ARTICLE 14.
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or other transaction between the corporation and any other corporation, association, person or firm, in the absence of fraud, shall be invalid, void or voidable because one or more Directors or Officers of the corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction. A Director of the corporation may vote on any contract or other transaction between the corporation and any subsidiary, controlled, affiliated or other corporation, association or firm without regard to the fact that he is also a Director or officer of such subsidiary, controlled, affiliated or other corporation, association or firm, and the presence at any meeting of the Board of Directors of any such Director may be counted in order to determine the presence of a quorum.

ARTICLE 15.
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every Director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any civil or criminal proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the corporation, whether or not he is a Director at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder, based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE 16.
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) of the Internal Revenue Code, 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 a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

In the event of dissolution, no part of the Corporation's assets shall inure to the benefit of any officer, director or member of the Corporation.

ARTICLE 17. NON-PROFIT STATUS

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 of the corporation. Notwithstanding any other provision 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 Section 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

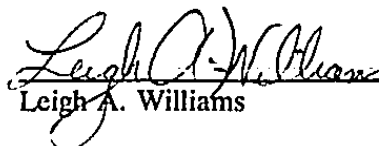
ARTICLE 18. MEETINGS

The annual meeting of the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

The corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

The percentage of the members necessary to constitute a quorum for the holding of any meetings shall be determined in the Bylaws.

The undersigned incorporator has executed these Articles of Incorporation this 30th day of August, 1996.


Leigh A. Williams

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of sections 617.0501, Florida Statutes (1993), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is **PALM CITY COW HORSE ASSOCIATION, INC.**

The name and address of the initial registered agent and office is:

GARY HENDRY	2201 SE Indian Street, H-13 Stuart, Florida 34997
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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.



Gary Hendry
Registered Agent

FILED
96 SEP 19 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA