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October 31, 1996

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****122.50 ****122.50

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
The Capitol
Tallahassee, Florida 32399

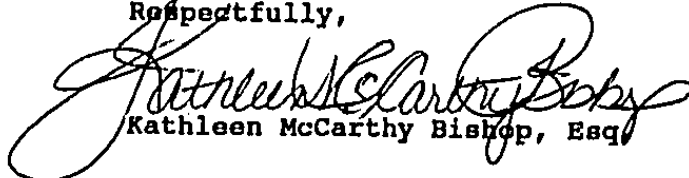
Re: BD Riding Club, Inc.

Dear Sir:

Please find enclosed Articles of Incorporation of a Florida nonprofit corporation to be filed. Also, you will find enclosed my trust account check for \$122.50 for your filing fees. Please return the Articles to me at Post Office Box 167, Perry, Florida 32348 after filing.

Thank you very much for your consideration in this matter.

Respectfully,


Kathleen McCarthy Bishop, Esq.

enclosure

cc: Mr. J.C. Lawson
Hon. Ricky Lyons

NOV 6 1996 BSB

EFFECTIVE DATE

10-28-96

FILED
96 NOV -4 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BD RIDING CLUB, INC.**

FILED
96 NOV -4 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is BD RIDING Club, Inc..

ARTICLE II

NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE III

DURATION

The duration of the Corporation is perpetual. In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

EFFECTIVE DATE
10-28-96

ARTICLE IV

PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

1. To establish, foster and engage in outdoor recreational sports, including, but not limited to, rodeo, horseback riding and team roping, and to generate a quality outdoor sporting environment for club members.

2. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, 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 such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

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

ARTICLE V

LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 4 (Purposes) hereof.

ARTICLE VI

MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Board of Directors and shall have the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

1. Juil C. Lawson, Route 3, Box 48, Mayo, Florida 32066.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is Route 3, Box 48, Duckwood Street, Mayo, Florida 32066 and the name of its initial Registered Agent at that address is Juil C. Lawson, Route 3, Box 48, Duckwood Street, Mayo, Florida 32066. The mailing address of the Corporation is Route 3, Box 48, Mayo, Florida 32066.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The manner in which the directors are to be elected or appointed shall be specified in the bylaws.

The Voting Members shall elect the Directors annually. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

1. Juil C. Lawson, Route 3, Box 48, Mayo, Florida 32066.
2. Daisy Lawson, Route 3, Box 48, Mayo, Florida 32066.
3. Janan Miller, Route 3, Mayo, Florida 32066.

ARTICLE IX

OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided by the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

ARTICLE X
INCORPORATORS

The name and address of each Incorporator is as follows:

[1] Juil C. Lawson, Route 3, Box 48, Mayo, Florida 32066.

ARTICLE XI
BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by recommendations from the Board of Directors with majority approval by all voting members.

ARTICLE XII
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XIII

INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

ARTICLE XIV

NONSTOCK BASIS


This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

ARTICLE XV

POWERS

The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles; provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any further United States Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 28 day of October, 1996.


JUL C. LAWSON, Incorporator

STATE OF FLORIDA)

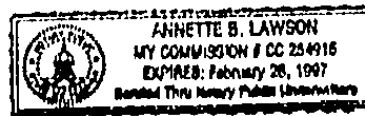
COUNTY OF LAFAYETTE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JUL C. LAWSON, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same and produced a Florida driver's license (# Personally Known) as identification.

WITNESS my hand and official seal in the county and state last aforesaid this 28 day of October, 1996.

Annette B. Lawson
NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of BD Riding Club, Inc., which is contained in the foregoing Articles of Incorporation and is familiar with and accepts the obligations of the position of Registered Agent pursuant to the laws of the State of Florida.

DATED this 28 day of October, 1996.


GAIL C. LAWSON
Registered Agent

FILED
96 NOV -4 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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