

Locklin
& Jones, P.A.
ATTORNEYS AT LAW

N98000005486

Jack Locklin, Jr.
Board Certified
Real Estate Attorney

Angela J. Jones

September 16, 1998

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Florida Department of State
Division of Corporations
P.O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32314

RE: The Old Spanish Trail Saddle Club of
Santa Rosa County, Inc.

Dear Sir:

Enclosed is an original and one executed copy of the Articles of Incorporation of THE OLD SPANISH TRAIL SADDLE CLUB OF SANTA ROSA COUNTY, INC. and an original and one copy of an executed Certificate Designating the Resident Agent. Check in the amount of \$122.50 in payment of the following fees is also enclosed:

Filing Fee	\$35.00
Certificate Designating Resident Agent	35.00
Certified Copy	52.50
Total	\$122.50

Please file the original and certify and return the copy of the enclosed Articles of Incorporation.

Yours very truly,

LOCKLIN & JONES, P.A.

Jack Locklin
Jack Locklin, Jr.

JL:jl
Enclosures

FILED
98 SEP 21 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
9-23-98

ARTICLES OF INCORPORATION
OF
THE OLD SPANISH TRAIL SADDLE CLUB OF SANTA ROSA COUNTY, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

FILED

98 SEP 21 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator by these articles associates himself for the purpose of forming a corporation not for profit under the laws of the State of Florida, and adopts the following articles of incorporation:

ARTICLE 1. NAME

The name of this corporation is THE OLD SPANISH TRAIL SADDLE CLUB OF SANTA ROSA COUNTY, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the Bylaws of the association as the "Bylaws."

ARTICLE 2. TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 3. PURPOSE

This Association is organized for the purpose of promoting interest in horses and horsemanship and to provide facilities for a drug and alcohol free environment for families of the area to enjoy equine sports and related activities, and for any and all other lawful purposes.

ARTICLE 4. MEMBERS

Membership is open to any person who pays the dues as required by the Bylaws of the Association and who abides by the Bylaws and published Rules & Regulations of the Association.

ARTICLE 5. INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The street address of the initial Registered Agent of this corporation is 3876 Fox Road, Milton, Florida, 32571, and the name of the initial Registered Agent of this corporation at that address is Gene R. Miller, Sr. The principal office shall be 3876 Fox Road, Milton, Florida, 32571.

ARTICLE 6. DIRECTORS

6.1 Number and Qualifications. The property, business and affairs of the Association shall be managed by a board of directors. The number of directors shall be determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors.

- 6.2 Duties and Powers. All of the duties and powers of the Association existing under these Articles and the By-Laws shall be exercised exclusively the Board of Directors, its agents, contractors or employees,
- 6.3 Election. The method of election and term of directors shall be stated in the Bylaws.
- 6.4 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jimmy Cagle	7095 Highway 4 Jay, FL 32565
Gene R. Miller, Sr.	3876 Fox Road Milton, FL 32571
Jilian Blue	10127 EDS Drive Milton, FL 32570
Larry B. Larson	6953 Highway 4 Jay, FL 32565
Aden B. Fleming	8775 Harry DeVaughn Road Milton, FL 32579

ARTICLE 7. POWERS

The powers of the Association shall include and be governed by the following:

The Association shall have all of the common law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles and the By-Laws.

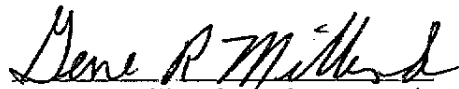
ARTICLE 8. OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualification of the officers.

ARTICLE 9. BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws.

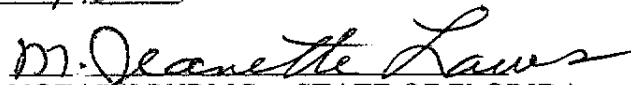
IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on the 16 day of Sept., 1998.


Gene R. Miller, Sr., Director and
Registered Agent

STATE OF FLORIDA
COUNTY OF SANTA ROSA

Before me, the undersigned authority, personally appeared Gene R. Miller, Sr. who is personally known to me, and who was sworn and says that the foregoing is true.

Sworn to before me on Sept. 16, 1998.


NOTARY PUBLIC -- STATE OF FLORIDA
Print Name: M. JEANETTE LAWS
Commission No: _____
My Commission Expires: _____

(Seal)

NOTARY PUBLIC - STATE OF FLORIDA
M. JEANETTE LAWS
COMMISSION # CC750160
EXPIRES 6/10/2002
BONDED THRU ASA 1-000-NOTARY1

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED

98 SEP 21 PM 1:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

THE OLD SPANISH TRAIL SADDLE CLUB OF SANTA ROSA COUNTY, A FLORIDA CORPORATION NOT FOR PROFIT, desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Milton, Santa Rosa County, Florida, has named Gene R. Miller, Sr., 3876 Fox Road, Milton, Florida, 32570, as agent to accept service of process within the state.

Dated this the 16 day of September, 1998

THE OLD SPANISH TRAIL, SADDLE CLUB
OF SANTA ROSA COUNTY, INC.

BY: Gene R. Miller, Sr.
GENE R. MILLER, SR.

ACCEPTANCE

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 provisions of the act relative to keeping open an office.

Gene R. Miller, Sr.
GENE R. MILLER, SR.