

N 98000006779

TRANSMITTAL LETTER FILED

98 NOV 24 PM 2:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100002695071--6
-11/24/98--01029--017
*****79.00 *****79.00

SUBJECT: Perfect Wings Therapeutic Riding Center, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Lynn VanNocker
Name (Printed or typed)

5134 Little Dream Lane, Panama City, Fl. 32404
Address

Panama City, Florida 32404
City, State & Zip

(850)-785-4768
Daytime Telephone number

DEC - 1 1998

P. Hall

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NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
PERFECT WINGS THERAPEUTIC RIDING CENTER, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation pursuant to chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is Perfect Wings Therapeutic Riding Center, Inc.

ARTICLE TWO

The street address of the initial registered office and principal place of business of the Corporation is 5134 Little Dream Ln. Panama City, Fl. 32404 and the name of its initial registered agent at such address is Lynn VanNocker

ARTICLE THREE

The corporation is a non profit corporation

ARTICLE FOUR

The period of its duration is perpetual

ARTICLE FIVE

The corporation shall have no members

ARTICLE SIX

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The corporation is dedicated to improving dignity and quality of life for children and adults with physical, mental, emotional, and learning disabilities with guidance of specially trained professionals using therapeutic horses and ponies.

ARTICLE SEVEN

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The corporation may pay reasonable compensation to its

directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

ARTICLE EIGHT

The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act.

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a Tax Exemption under The Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under The Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes as set forth above and defined by the Internal Revenue code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other indirect campaign activities
5. Have objectives that characterize it as an "action Organization" as defined by the Internal Revenue Code and related regulations, rulings and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed by the state government for public purpose, or to an organization exempt from taxes under Internal Revenue Code 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.
7. Carry on unrelated trade or business except as a secondary purpose related to the Corporation's primary exempt purposes.

The Corporation shall make distributions at such times and in such manners as to avoid the tax under Internal Revenue Code Section 2942. The Corporation shall not engage in any act of self dealing as defined in Section 4942(d). The Corporation shall not retain excess business holdings

as defined in Section 4943(c). The Corporation shall not make any Investments that would subject it to the tax described in Section 4944. The Corporation shall not make any taxable expenditures as defined in Section 4945(e).

ARTICLE NINE

Upon dissolution, all of the Corporation's assets shall be distributed to the State of Florida or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt.

ARTICLE TEN

The manner in which directors shall be chosen and removal of office, their qualifications, powers, duties, compensation, if any, tenure of office, the manner of filling vacancies on the board, and the manner of calling and holding meetings of the board of directors, shall be as stated in the By-Laws. The affairs of the Corporation shall be managed and administered by a Board of Directors, which shall consist of not less than (3) three and not to exceed (15) fifteen, the officers of the Corporation shall consist of President Secretary and Treasurer. Other officers may be provided by the By-Laws. The names and addresses of the persons who are to serve as the initial directors are:

Frank VanNocker
5705 E. 5th Ct. A1
Panama City, Fl. 32404
(850)-871-6359

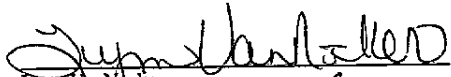
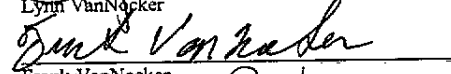
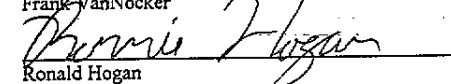
Lynn VanNocker
5134 Little Dream Lane
Panama City, Fl. 32404
(850)-785-4768

Ronald Hogan
5134 Little Dream Lane
Panama City, Fl. 32404
(850)785-4768

ARTICLE ELEVEN

The name and street address of the incorporator is Lynn VanNocker 5134 Little Dream Ln.
Panama City, Fl. 32404

IN WITNESS HEREOF, we, the undersigned, have executed these Articles this
23 day of November, 1998.


Lynn VanNocker

Frank VanNocker

Ronald Hogan

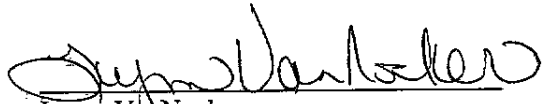
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned not for profit corporation organized under the laws of the state of Florida submits the following statement in designating the registered office and registered agent in the State of Florida:

1. The name of the Corporation is: Perfect Wings Therapeutic Riding Center, Inc.
2. The name and address of the registered agent and registered office of the Corporation is:
Lynn VanNocker, 5134 Little Dream Ln., Panama City, Florida 32404

HAVING BEEN DESIGNATED AS A REGISTERED AGENT AND THE PERSON AUTHORIZED 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 COMPLY WITH ALL THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AS REGISTERED AGENT FOR THE CORPORATION, AND ACKNOWLEDGE AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF THE POSITION OF REGISTERED AGENT FOR THE CORPORATION.

Dated Nov 23, 1998


Lynn VanNocker
Registered agent of
Perfect Wings Therapeutic Riding
Center, Inc.

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TALLAHASSEE, FLORIDA