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January 26, 1999

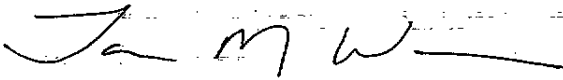
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for Helping to Organize the Placement of Equine, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for _____ to cover the filing fee, certified copy and certificate.

Thank you for your assistance in this matter.

Very truly yours,



Tara M. Wall

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DIVISION OF CORPORATIONS
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Tara M. Wall GAVE
AUTHORIZATION BY PHONE TO
CORRECT Delete d-b-a Name
DATE 2-3-99
DOC EXAM W.S.

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ARTICLES OF INCORPORATION

of

HELPING to ORGANIZE the PLACEMENT of EQUINE, INC.

Articles of Incorporation of the undersigned, whom are citizens of the United States, desiring to form a Not-for-Profit Corporation under the Not-for-Profit Corporation laws of the State of Florida, do hereby certify:

Article I

Name. The name of the corporation shall be:

Helping to Organize the Placement of Equine, Inc.

Article II

Principal Office. The principal place of business and mailing address of this corporation shall be:

1540 Lakeside Drive
Dunedin, FL 34698

Article III

Purposes. The purposes for which the corporation is organized are:

The specific purpose for which the corporation is organized is to provide a means by which injured or retiring race horses can be rehabilitated and adopted out to suitable homes as either pleasure horses or companion animals. The organization is dedicated to preventing the needless euthanasia and/or slaughter of these race horses by providing an alternative to slaughter that benefits the animals and the general public.

The general purpose of the business or businesses to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida is to collect and administer contributions from third parties for the sole purpose of funding and supplying the acquisition, rehabilitation and placement of injured or retiring thoroughbred race horses.

Said organization is organized exclusively for the prevention of cruelty to horses, 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

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corresponding section of any future federal tax code.

Article IV

Manner of Election or Appointment of Directors. The manner in which the directors are elected or appointed is:

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have at least three (3) Directors. The names and addresses of the initial members of the Board of Directors are:

Tara M. Wall, Esq.
Director

1540 Lakeside Drive
Dunedin, Florida 34698

Dr. Robert McDonald, D.V.M.
Director

P.O. Box 1707
Oldsmar, Florida 34677

Tracy Ramirez, Esq.
Director

5055 South Dale Mabry
Tampa, Florida 33611

The method of selection and election of additional members of the Board of Directors shall be governed by the by-laws.

Article V

Earnings of the Organization. The Earnings of the organization shall be governed as follows:

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not to participate in, or intervene in (including the publishing or distribution to the statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article VI

Distribution of Assets Upon Dissolution of Organization. The Assets of the Corporation shall be distributed as follows upon dissolution of the organization:

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

Article VII

Registered Agent. The name and Florida street address of the initial registered agent is:

Rebecca G. Casagrande
Gordon & Casagrande
2325 Ulmerton Road
Suite 12
Clearwater, FL 33762

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Article VI

Incorporator. The name and address of the Incorporator to these Articles of Incorporation is:

Tara Marie Wall
1540 Lakeside Drive
Dunedin, FL 34698

Signature of Incorporator

Tara Marie Wall

Date

1/24/99

Having been named as registered agent and to accept service of process for the above state 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 am familiar with and accept the obligations of my position as registered agent.

Signature of Registered Agent

Rebecca Casagrande

Date

1/25/99