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January 28, 1999

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02/01/99 09:08-013
****122.50 *****78.75

Florida Department of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32301


Re: Articles of Incorporation
Fla Reined Cow Horse Assoc..

Gentlemen:

Enclosed herewith please find Articles of Incorporation in the captioned matter. My trust check in the amount of \$122.50 is also enclosed to cover the cost of said filing.

Your cooperation and assistance in this matter is greatly appreciated.

Very truly yours,


Ronald P. Cullinan

RPC/bg
encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Betty GAVE
AUTHORIZATION BY PHONE TO
CORRECT acceptance
DATE 2/4/99
DOC. EXAM T.A.

TA- 2/4/99

ARTICLES OF INCORPORATION

OF

FLORIDA REINED COW HORSE ASSOCIATION INC.

THE UNDERSIGNED incorporators and subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation not for profit under the laws of the State of Florida, and particularly Florida Statute 617.0202 et seq.

ARTICLE I - NAME

The name of this corporation is:

FLORIDA REINED COW HORSE ASSOCIATION INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation shall have perpetual duration.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the corporation is physically located at:
5906 Thonotosassa Road
Plant City, Fl. 33565

and the mailing address of the corporation is: (either the same or different)

Same

ARTICLE IV - CORPORATE PURPOSE

The corporation is organized exclusively for charitable, educational, religious, fraternal or cultural purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code and specifically:

A. To preserve the heritage and quality of the Western reined stock horse; to perpetuate the early Spanish Traditions of the highly trained and well reined working cow horses; to promote exhibitions and working cow horse events; to promote the training of reined cow horses; to promote

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interest in reined cow horses among the younger horsemen and horsewomen in this State; and to use and encourage the use of standard rules for holding and judging contests between reined working cow horses.

ARTICLE V - INUREMENT OF INCOME

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE VI - LEGISLATIVE OR POLITICAL ACTIVITIES

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE VII - OPERATIONAL LIMITATIONS

Notwithstanding any other provisions 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) (3) of the Internal Revenue Code of 1986 (or the corresponding provision 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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

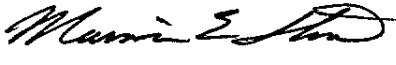
ARTICLES VIII - DISSOLUTION CLAUSE

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations

organized and operated exclusively for charitable, educational, religious, fraternal or cultural purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of, shall be disposed of by the Circuit Court 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.

ARTICLE IX - INCORPORATORS

The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William Garretson	P.O. Box 1107, Lakeland, Fl. 33849
Marvin Stone 	5906 Thonotosassa Rd., Plant City, Fl. 33565
Debbie Hunt	5906 Thonotosassa Rd., Plant City, Fl. 33565
Ted Chancey	1521 Cre Rd., Dover, Fl. 33527
Bud Boyett	7515 N. Socrum Loop Rd., Lakeland, Fl. 33809
Jack Hennig	P.O. Box 792, Zolfo Springs, Fl. 33890
Keith Tidmore	24510 Adair Ave., Sorrento, Fl.

ARTICLE X - MEMBERSHIP

A. Membership in this association shall be by application for membership on a form approved by the Executive Committee and payment of annual dues and there shall be no stock issued by this corporation but only membership certificates.

B. The membership certificates shall not be transferable or assignable or inheritable in any fashion

but shall be specific for each class of membership and shall be for annual membership renewable at appropriate dues as may be established from time to time by the Membership Committee pursuant to the rules established by the Bylaws.

ARTICLE XI - DIRECTORS

The business of the corporation shall be conducted by an Executive Committee which shall function as a Board of Directors in accordance with the corporation Bylaws. The manner in which directors in addition to the initial Executive Committee (Board of Directors) as hereinafter set forth are to be elected shall be set forth in the Bylaws of this Corporation.

The initial Executive Committee (Board of Directors) of this corporation shall not be less than seven (7); provided, however, that such number may be increased or decreased from time to time by the members of the Corporation but may never be less than five (5). The initial Executive Committee shall consist of committeemen who shall from their number elect a Chairman. The number of committeemen (Directors) may be increased in number, however, such increase shall occur in the manner hereinafter to be provided by the Bylaws of this Corporation.

The Executive Committee shall at all times be responsible to seek and obtain appropriate liability insurance with respect to any and all corporate activities and to obtain any license or licenses that may from time to time be required for group activities. The Executive Committee may establish pursuant to the Bylaws, sub-committees under the Executive Committee, to wit: a Finance Committee, a House Committee, a Cultural Affairs Committee, a Membership Committee, or other.

The following persons who are listed together with their addresses shall serve as the initial committeemen of the corporation until their successors are elected pursuant to the Bylaws. They shall operate as a seven (7) member Committee to serve until their successors are elected pursuant to the Bylaws.

NAME	ADDRESS
1. William Garretson	P.O. Box 1107, Lakeland, Fl. 33849
2. Marvin Stone <i>Marvin Stone</i>	5906 Thonotosassa Rd., Plant City, Fl. 33565
3. Debbie Hunt	5906 Thonotosassa Rd., Plant City, Fl. 33565
4. Ted Chancey	1521 Cre Rd., Dover, Fl. 33527
5. Bud Boyett	7515 N. Socrum Loop Rd., Lakeland, Fl. 33809
6. Jack Hennig	P.O. Box 792, Zolfo Springs, Fl. 33890
7. Keith Tidmore	24510 Adair Ave., Sorrento, Fl.

ARTICLE XII - OFFICERS

The qualifications, manner of election or appointment and tenure of office of the officers of the corporation shall be as stated in the Bylaws of the Corporation.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify its officers, directors, committeemen, employees or agents in those cases now or hereafter provided in Section 607.0834, Florida Statutes.

ARTICLE XIV - BYLAWS

The initial Bylaws of the corporation shall be adopted by its Board of Directors. The Bylaws may be altered, amended, or repelled by a majority vote of the members of the Board of Directors of the Corporation in the meeting called for that purpose, there being a quorum thereat.

ARTICLE XV - REGISTERED OFFICE

The street address of the corporation of its initial corporate office and the name of the Registered Agent at this address is:

Marvin Stone
5906 Thonotosassa Rd.
Plant City, Fl. 33565

ARTICLE XVI - RELATIONSHIP TO OTHER ORGANIZATIONS


This corporation shall not be subordinate to or subject to the authority of any head or national association, lodge, order, beneficial association, fraternal or beneficial society, foundation, federation, or other corporation, society, organization, or association not for profit.


ARTICLE XVII - AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Executive Committee (Board of Directors), proposed by them to the members, and approved at a membership meeting, at which there is a quorum, by a majority of the members present and entitled to vote thereon.


IN WITNESS OF the foregoing, we the incorporators have hereunto affixed our hand and seal at Lakeland, Polk County, Florida, this 30th day of December, A.D., 1998.



William Garretson



Marvin Stone


Debbie Hunt


Ted Chancey


Bud Boyett


Jack Hennig


Keith Tidmore

STATE OF FLORIDA)
COUNTY OF POLK)

Personally before me, the undersigned authority, appeared William Garretson, Marvin Stone, Debbie Hunt, Ted Chancey, Bud Boyett, Jack Hennig, and Keith Tidmore, known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and they did acknowledge that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and seal of office at Lakeland, in said County and State, this 30th day of December 1998.



BETTY GIANNINI
My Commission CC443141
Expires Mar. 05, 1999
Bonded by HAI
800-422-1555

A handwritten signature of Betty Giannini in cursive script.

Notary Public, State of Florida, at Large
My commission expires:

RESIDENT AGENT'S ACCEPTANCE

I, MARVIN STONE, an individual who resides in the State of Florida, whose business address is identical with the Registered Office of the corporation incorporated hereby FLORIDA REINED COW HORSE ASSOCIATION INC., do hereby accept the appointment as Resident Agent pursuant to and as required by Florida Statutes 617.0501.

Dated at Lakeland, Polk County, Florida, this 30th day of December 1998.

A handwritten signature of Marvin Stone in cursive script.

Name: MARVIN STONE
Resident Agent

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