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**Mannikko & Baris**

870 SW Martin Downs Blvd., Suite 1  
Palm City, Florida 34990  
(561) 283-0084  
Fax: (561) 283-1084

November 5, 1999

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

600003038356--0

-11/08/99-01110-017

\*\*\*\*\*78.50 \*\*\*\*\*78.50

**RE: North American Registry of The Irish Horse, Incorporated**

Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above referenced corporation.

Also enclosed is our check in the amount of \$78.50 in payment of the filing fee and return of a certified copy in the stamped self-addressed envelope provided for your convenience.

Thank you for your assistance in this matter, and if you have any questions, please do not hesitate to contact this office.

Sincerely yours,

Joseph L. Mannikko

JLM/csb

Enc:

F:\MISC\Secy of State.L01.wpd

**EFFECTIVE DATE**

**11-5-99**

ajc 11/9

ARTICLES OF INCORPORATION  
OF  
NORTH AMERICAN REGISTRY  
OF  
THE IRISH HORSE,  
INCORPORATED

FILED  
90 NOV -8 AM 11:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of Florida, hereby make and adopt the following Articles of Incorporation.

Article 1  
NAME

The name of the Corporation is North American Registry of the Irish Horse, Incorporated.

Article 2  
INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation is 4300 S.W. Boat Ramp Avenue, Palm City, Florida 34990.

Article 3  
PURPOSE

EFFECTIVE DATE  
11-8-99

The Corporation is organized, and shall be operated exclusively, to exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, for any of the purposes set forth herein; to maintain a registry for Irish Horses in North America that meet the standards and registration requirements for registration with the Irish Horse Board in Ireland; to educate the public about Irish Horses; to promote the Irish Draught Horse, Irish Sport Horse, and Irish Hunter; and to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

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 distributed to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law. The Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose.

#### Article 4 ELECTION OF TRUSTEES

The method of election of the Board of Trustees of the Corporation shall be as stated in the Bylaws.

#### Article 5 INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 870 S.W. Martin Downs Boulevard, Palm City, Florida, and the name of its initial Registered Agent at that address is E. Barbara Baris.

#### Article 6 INCORPORATORS

The names and addresses of the Incorporators are:

E. Barbara Baris	4300 S.W. Boat Ramp Ave., Palm City, FL. 34990
Joseph L. Mannikko	4300 S.W. Boat Ramp Ave., Palm City, FL. 34990

#### Article 7 INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is 7. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is;

E. Barbara Baris    4300 S.W. Boat Ramp Avenue, Palm City, Florida 34990

James Leary	Hc 75 Box 271, Namy, New Mexico 87540
Joseph Mannikko	4300 S.W. Boat Ramp Avenue, Palm City, Florida 34990
Barbara Green	8021 Laurel Bend, San Antonio, Texas 78250
Sandra Traweek	8550 E. Old San Antonio Rd., Bryan, Texas 77808
Wendy Clay	615 Cynthiana Road, Paris, Kentucky 40361
Sheila O'Keefe	14 Pembroke Grove, Charles Town, W.V., 25414

## Article 8 MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all 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 manner of termination of membership in the Corporation, and the rights, upon termination of membership, of the corporation, the terminated members, and the remaining members may be set forth in the Bylaws. The name and address of each initial Voting Member is as follows:

E. Barbara Baris	4300 S.W. Boat Ramp Avenue, Palm City, Florida 34990
James Leary	Hc 75 Box 271, Namy, New Mexico 87540
Karin Leary	Hc 75 Box 271, Namy, New Mexico 87540
Joseph Mannikko	4300 S.W. Boat Ramp Avenue, Palm City, Florida 34990
Barbara Green	8021 Laurel Bend, San Antonio, Texas 78250
Sandra Traweek	8550 E. Old San Antonio Rd., Bryan, Texas 77808
Wendy Clay	615 Cynthiana Road, Paris, Kentucky 40361
Sheila O'Keefe	14 Pembroke Grove, Charles Town, W.V., 25414

## Article 9 TRANSFERABILITY OF MEMBERSHIP

Memberships are not transferable.

## Article 10 BYLAWS

The Bylaws of the Corporation shall be made and adopted by the Board of Trustees. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Trustees, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

Article 11  
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, Trustees 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.

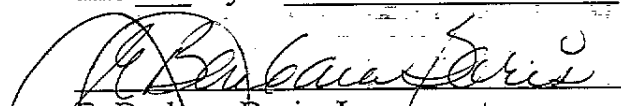
Article 12  
INDEMNIFICATION

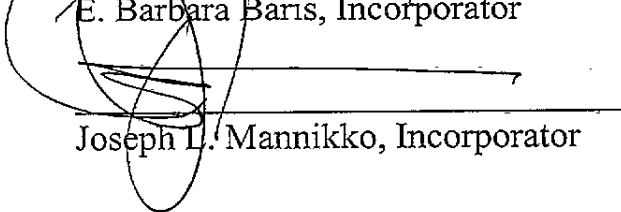
The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

Article 13  
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this \_\_\_\_ day of \_\_\_\_\_ 1999.

  
E. Barbara Baris, Incorporator

  
Joseph L. Mannikko, Incorporator

STATE OF FLORIDA  
COUNTY OF MARTIN

Before me personally appeared E. Barbara Baris and Joseph L. Manniko, to me well known and known to me to be the persons described in and who executed the foregoing instrument and severally acknowledged to and before me that they executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 5<sup>th</sup> day of Nov. 1999 in the aforesaid County and State.

Lauren Mayer

Notary Public

My Commission Expires:



Lauren Mayer  
Commission # 00823448  
Expires Apr. 4, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of North American Registry of the Irish Horse, Incorporated, which is contained in the foregoing Articles of Incorporation.

Dated this 5 day of Nov 1999.

E. Barbara Baris

Registered Agent

