

N9900006751

September 27, 1999

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

100003011141--2
-10/11/99--01079--020
*****78.75 *****78.75

RE: Off-Track Thoroughbred Equine Retraining Center, Inc.

Dear Sir/Madam,

Enclosed for filing are the articles of incorporation for the above-referenced non-profit corporation. Also enclosed is a check for \$78.75 to cover the filing fee, registered agent designation and a certified copy.

Should additional information be needed please call (941) 693-9391.

Sincerely,



Gemini Brittany Pledger
6270 Staley Farms Road
Ft. Myers, FL 33905

FILED
99 NOV 16 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gemini Pledger GAVE
AUTHORIZATION BY PHONE TO
STATUTE TO 612



~~299-23735~~

PH 11/16/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

GEMINI BRITTANY PLEDGER
6270 STALEY FARMS RD
FT MYERS, FL 33905

SUBJECT: OFF-TRACK THOROUGHBRED EQUINE RETRAINING CENTER,
INC.
Ref. Number: W99000023735

We have received your document for OFF-TRACK THOROUGHBRED EQUINE RETRAINING CENTER, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 499A00049605

ARTICLES OF INCORPORATION

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The undersigned natural person of lawful age, for the purpose of forming a nonprofit corporation under Chapter 617, Florida statutes, adopts the following articles of incorporation: SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE NAME AND PRINCIPAL OFFICE

The name of the Corporation is Off-Track Thoroughbred Equine Retraining Center, Inc., and its principal offices located at 6270 Staley Farms Road Fort Myers, Lee County, Florida.

ARTICLE TWO REGISTERED OFFICE AND AGENT

The name of the registered agent of the corporation is Gemini Brittany Pledger. The street address of the registered office, which is also the address of the registered agent is 6270 Staley Farms Road, Fort Myers, Lee County, Florida 33905.

ARTICLE THREE DURATION

The period of duration of this nonprofit corporation is perpetual.

ARTICLE FOUR TYPE OF CORPORATION

This Corporation is a nonprofit corporation organized and operated exclusively for the prevention of cruelty to animals by providing an alternative to the slaughter of retired and disabled thoroughbred race horses by providing food, board and veterinary care and through retraining, retirement and adoption to appropriate homes.

ARTICLE FIVE AUTHORIZATION

The corporation is organized under Chapter Florida statutes 617.

ARTICLE SIX PURPOSES

The purposes for which the corporation is organized are to prevent the cruelty to animals, specifically to provide medical care, food and home for retired or disabled thoroughbred racehorses and as an alternative to their destruction.

ARTICLE SEVEN NONSTOCK CORPORATION

The corporation is nonstock and no dividends or pecuniary profits will be declared or

paid to the members of the corporation.

ARTICLE EIGHT DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is four (4), and the names and addresses of the persons or to serve as initial directors are as follows:

NAME	ADDRESS
Gemini Brittany Pledger	6270 Staley Farms Road Ft. Myers, FL
Laurie Hurdle	6270 Staley Farms Road Ft. Myers, FL
Suzanne Bonnell	6270 Staley Farms Road Ft. Myers, FL
Pamela Reilly	6270 Staley Farms Road Ft. Myers, FL

Directors shall be elected or appointed as provided in the bylaws.

ARTICLE NINE CORPORATE OFFICERS

The general officers of the corporation shall be president, vice president, Secretary, and treasurer.

The principal duties of the president shall be to preside at all meetings of the members of the Board of Directors and the general supervision of the affairs of the corporation.

The principal duties of the vice president shall be to discharge the duties of the president in the event of absence or disability, for any cause, of the President.

The principal duties of the Secretary shall be to keep the record of the proceedings of the Board of Directors, and to keep all books, papers, and records of the corporation.

The principal duties of the treasurer shall be to keep an account of all funds and property of the corporation.

Officers shall be elected or appointed as provided in the bylaws.

ARTICLE TEN AMENDMENTS

Amendment of these articles of incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by vote of at least two-thirds of a quorum of members of the corporation.

ARTICLE ELEVEN INCORPORATORS

The name and residence of the person forming is corporation is: Gemini Brittany Pledger, 6270 Staley Farms Road Ft. Myers, FL 33905.

ARTICLE TWELVE TAX EXEMPT STATUS

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

Notwithstanding any other provision of these articles, this 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 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 or the corresponding provision of any future United States Internal Revenue Law.

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and is corporation shall not participate in or intervene in any political campaign of or in opposition to any candidate for public office.

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

On the dissolution of this corporation, after adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation, corporation, or organization, which is organized and operated exclusively for the prevention of cruelty to animals.

ARTICLE THIRTEEN MEMBERSHIP

The qualifications of members of the corporation, the manner of their admission, voting and other rights and privileges of members shall be set forth in the bylaws. The private property of the members of this corporation shall not be liable for corporate debts.

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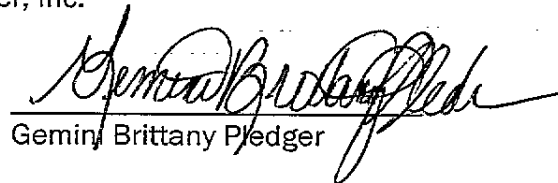
Executed by the undersigned on September 27 , 1999.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Gemini Brittany Pledger
Incorporator

I hereby accept the designation as registered agent of Off-Track Thoroughbred
Equine Retraining Center, Inc.



Gemini Brittany Pledger