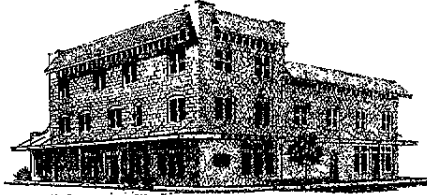


N99000006947

HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.
ATTORNEYS AT LAW
1206 Manatee Avenue West
Bradenton, Florida 34205-7504
(941) 746-1167

LARRY R. CHULOCK
ANNE SHEFFLER DOUGLASS
GEORGE H. HARRISON
G. JOSEPH HARRISON
THOMAS W. HARRISON
ROBERT W. HENDRICKSON, III
W. NELSON KIRKLAND
WESTON F. SMITH



Please Reply To:
Post Office Box 400
Bradenton, Florida 34206-0400

Fax: (941) 746-9229

November 19, 1999

400003051184--0
-11/22/99--01103--002
*****78.75 *****78.75

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

Re: Central Florida Appaloosa Horse Club, Inc.

Ladies or Gentlemen:

Enclosed in duplicate are the Articles of Incorporation for the above captioned professional corporation together with the certificate designating the Registered Agent. We also enclose our check in the amount of \$78.75 to cover the following:

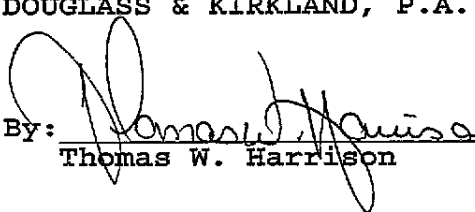
1. \$35.00 - Filing Fee
2. \$ 8.75 - Certified Copy of Articles
3. \$35.00 - Filing Registered Agent Certificate

Subsequent to filing of the enclosed Articles of Incorporation, please forward the certified copy to me at the above post office address. Thank you for your cooperation in this matter.

Very truly yours,

HARRISON, HENDRICKSON,
DOUGLASS & KIRKLAND, P.A.

By:


Thomas W. Harrison

TWH:gb
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV 22 AM 11:20

FILED

11-29
WC

ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA APPALOOSA HORSE CLUB, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a not for profit corporation in accordance with the laws of the State of Florida (Chapter 716, Florida Statutes).

ARTICLE I
Name

The name of this Corporation shall be:

CENTRAL FLORIDA APPALOOSA HORSE CLUB, INC.

ARTICLE II
Principal Office and Mailing Address

The address of the principal office address of this Corporation shall be:

721 Lake Dexter Circle
Winter Haven, Florida 33884

and the mailing address of this Corporation shall be:

Post Office Box 1154
Dundee, Florida 33838

ARTICLE III
Purposes

The general nature of the activities to be conducted by this Corporation, and the objects or purposes of this Corporation, shall be as follows:

(a) To promote the interest in the Appaloosa breed in cooperation with the programs and functions of the "Appaloosa Horse Club, Inc.", which is the parent organization that files records and issues certificates of registration.

(b) To stimulate interest in the Youth and Amateur program as the primary objective in promoting the Appaloosa breed.

(c) To gain proper publicity through the mediums of radio, television, newspapers, magazines, etc. In furtherance of its purposes, the Corporation shall have the power to hold any property, real or personal, tangible or intangible, or any undivided interest in such property, without limitation as to amount or value; to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any such property, or any undivided interest in such property, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such a manner as will best promote the purposes of the Corporation without limitation, except such limitations as may be

FILED
99 NOV 22 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws; and to do any other act or thing incidental to or connected with the foregoing purposes or an advancement thereof, but not for the pecuniary profit or financial gain of its directors, officers or members of any private individual.

(d) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(e) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or regulations issued thereunder, as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code, as they now exist or as they may hereafter be amended.

(f) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to religious, charitable, scientific or educational organizations which would then qualify under Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder as they now exist or as they may hereafter be amended.

ARTICLE IV Existence of Corporation

This corporation shall exist in perpetuity.

ARTICLE V Registered Office and Registered Agent

The initial registered office of this Corporation shall be located 1220 Jetta Point, Oviedo, Florida 32765, and the initial registered agent of this Corporation at such office shall be Phyllis B. Kirby. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI Members

This Corporation shall have one class of members. The number, method for selection, qualification, rights and duties of members shall be as provided in the bylaws of this Corporation.

ARTICLE VII
Board of Trustees

All powers of this Corporation shall be exercised by, or under the authority of, and the affairs of this Corporation shall be managed under the direction of, the Board of Trustees, subject to all applicable laws. The number, method for selection, qualification, rights and duties of the trustees shall be provided in the bylaws.

ARTICLE VIII
Initial Board of Trustees

The initial Board of Trustees of the Corporation shall consist of three (3) members, such members to hold office until their successors have been duly elected and qualified. The name and street address of each initial trustee are:

| <u>Name</u> | <u>Address</u> |
|---------------|---|
| MARCI TORRES | 721 Lake Dexter Circle Winter Haven, Florida 33884 |
| RICK INKS | 5503 Baker Dairy Road Haines City, Florida 33844 |
| ANDY OPALESKI | 16520 N.W. Highway 225 Reddick, Florida 32686 |

ARTICLE IX
Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

| | |
|-----------------|--|
| LINDA CANNISTRA | 2918 Lorraine Road Bradenton, Florida 34202 |
|-----------------|--|

ARTICLE X
By-Laws

The power to adopt the bylaws of this Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Trustees of this Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Trustees may be altered, amended or repealed by vote of the members entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the members, and the members may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Trustee.

ARTICLE XI
Amendment of Articles of Incorporation

This Corporation reserves the right to amend, alter, change or repeal any provisions

contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.


LINDA CANNISTRA, Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

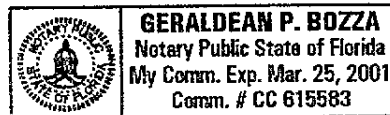
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared LINDA CANNISTRA, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, and an oath was not taken. (Check one:) Said person(s) is/are personally known to me. Said person(s) provided the following type of identification:

WITNESS my hand and official seal in the County and State last aforesaid this 19 day of November, A.D. 1999.


NOTARY PUBLIC

Printed Notary Signature
Commission No. _____

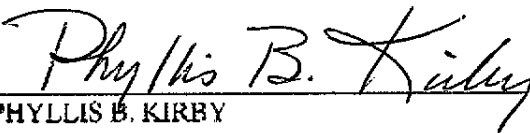
MY COMMISSION EXPIRES:



ACCEPTANCE OF SERVICE AS REGISTERED AGENT
CENTRAL FLORIDA APPALOOSA HORSE CLUB, INC.

The undersigned, PHYLLIS B. KIRBY, having been named as registered agent to accept service of process for the above-named Corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of that position.

DATED this 19 day of November, 1999.


PHYLLIS B. KIRBY
Registered Agent

FILED
99 NOV 22 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FL 32304