

# ANDERSON & ARTIGLIERE a professional association

JON H. ANDERSON  
RALPH ARTIGLIERE  
DONALD PATRICK DeCORT  
J. LENORA KING

LAW OFFICES 4927 SOUTHFORK DRIVE  
POST OFFICE DRAWER 6839  
LAKELAND, FLORIDA 33807  
TELEPHONE (813)644-6478  
FAX (813)644-5251

February 1, 1995

P95000020290

Bureau of Corporate Records  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE  
1-31-95

RE: The Equestrian Connection, Inc.  
Our File: EQUICO 10001

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is my check in the amount of \$122.50 for the filing fee.

I would appreciate it if you would file the Articles of Incorporation and return a certified copy to my office.

Thanks for your kind attention to this matter.

Sincerely,

JON H. ANDERSON

JHA/mwh

Enclosure

FILED  
1995 FEB 7 PM 4:20  
TALLAHASSEE, FL

P95000020290  
2/29/95  
625-524  
625-3465  
P95-20290



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 16, 1995

JON H. ANDERSON, ESQ.  
P.O. DRAWER 6839  
LAKELAND, FL 33807

SUBJECT: THE EQUESTRIAN CONNECTION, INC.  
Ref. Number: W95000003665

We have received your document for THE EQUESTRIAN CONNECTION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

The effective date in Article II must be the same as reflected in Article IV (January 31, 1995, the date of signing).

Please return 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 (904) 487-6929.

Brendolyn Bruton  
Corporate Specialist

Letter Number: 895A00007158

# ANDERSON & ARTIGLIERE

a professional association

JON H. ANDERSON  
RALPH ARTIGLIERE  
DONALD PATRICK DeCORT  
J. LENORA KING

LAW OFFICES: 4927 SOUTHWORK DRIVE  
POST OFFICE DRAWER 6839  
LAKELAND, FLORIDA 33807  
TELEPHONE (813)644-6478  
FAX (813)644-5251

March 7, 1995

Brendolyn Bruton, Corporate Specialist  
Bureau of Corporate Records  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

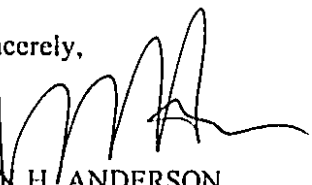
RE: The Equestrian Connection, Inc.  
Our File: EQU ECO 10001

Dear Ms. Bruton:

I am in receipt of your letter dated February 16, 1995, and have edited Article II pursuant to your instructions. I have not edited the articles pursuant to Florida Statute 617.0202(d), as requested in your letter, as that statute pertains to not-for-profit corporations and The Equestrian Connection, Inc. is a for-profit corporation.

Thanks for your kind attention to this matter.

Sincerely,



JON H. ANDERSON

JHA/mwh

Enclosure

**ARTICLES OF INCORPORATION**  
**OF**  
**THE EQUESTRIAN CONNECTION, INC.**

FILED  
1995 Feb 7 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is THE EQUESTRIAN CONNECTION, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, commencing on January 31, 1995,  
which shall be the effective date.

EFFECTIVE DATE  
1-31-95

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful  
business.

**ARTICLE IV - COMMENCEMENT OF CORPORATE BUSINESS**

In accordance with Section 607.167, Florida Statutes, the date when corporate  
existence shall commence is the date of subscription and acknowledgment of these Articles of  
Incorporation.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office and principal office of this  
corporation is 6700 South Florida Avenue, Suite 21, Lakeland, FL 33813, and the name and  
address of the initial registered agent is Jon H. Anderson, 4927 Southfork Drive, Lakeland,  
FL 33813.

**ARTICLE VI - CAPITAL STOCK**

This corporation is authorized to issue 15,000 shares of voting common stock having  
a par value of \$0.50 per share.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may  
be increased or decreased from time to time in accordance with the provisions of the  
corporation's by-laws. The names and addresses of the members of the initial Board of  
Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Jim Strollo	6700 South Florida Avenue Suite 21 Lakeland, FL 33813
Mary Lou Strollo	6700 South Florida Avenue Suite 21 Lakeland, FL 33813
Krista Strollo	6700 South Florida Avenue Suite 21 Lakeland, FL 33813

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator is: Jim Strollo, 6700 South Florida Avenue, Suite 21, Lakeland, FL 33813.

#### **ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer of director, in accordance with the provisions of the Bylaws of the corporation.

#### **ARTICLE X - RESTRICTION ON TRANSFER OF STOCK**

The common stock of this corporation may be transferred, encumbered or disposed of only in accordance with the following provisions:

1. Any shareholder desiring to transfer, encumber, or dispose of any interest in the common stock of this corporation shall do so only with the written consent of all other shareholders or in accordance with the provisions of this Article;
2. In lieu of obtaining the written consent of all other shareholders, the shareholder desiring to transfer, encumber, or dispose of any interest in his common stock in the corporation (described as "Selling shareholder" hereinafter) shall first offer such interest to the corporation as follows:
  - a. The selling shareholder shall notify the corporation and all other shareholders of his intention to sell by certified mail or such other form of mail as may require a written receipt;
  - b. The notice shall completely and fairly describe the circumstances of the proposed sale, encumbrance, or disposition;
  - c. From the receipt of the selling shareholder's notice, the corporation shall have thirty (30) days to purchase the interest of the selling shareholder on the

following terms and conditions:

(1) The purchase price for each share of the stock shall be the price established by unanimous written agreement of all shareholders not more than one year prior to the date of the notice of intention to sell or, in the absence of such unanimous written agreement, the book value on the last day of the month preceding the date of the notice of intention to sell. In the latter case, the accountant for the corporation at the date of the notice of intention to sell shall determine the book value and the corporation shall pay said amount in cash. In the event of a sale at a purchase price established by unanimous written agreement, the purchase price shall be paid upon the terms set forth in the agreement or in the absence of such an agreement upon terms of the purchase, the purchase price shall be paid in cash;

(2) If the corporation has sufficient surplus then whatever surplus is available shall be utilized and the corporation, through its directors and shareholders, shall reduce the capital of the corporation in order to provide sufficient surplus for the purchase of all of the offered stock. In the event the corporation is unable under the law to so reduce its capital sufficiently to allow the corporation to purchase all of the offered stock, the corporation shall reduce its capital as much as possible and purchase as much of the offered stock as possible. Then the selling shareholder may sell that portion of the unsold stock to outsiders only after first offering it individually to the remaining shareholders, to be purchased at the same price as above defined on a pro rata basis. The corporation shall have thirty (30) days after the date of the notice of intention to sell or reduce its capital and purchase said stock. Individual stockholders shall have an additional thirty (30) days to purchase any remaining shares.

3. All certificates of stock of this corporation shall be labeled with the following endorsement on each share certificate:

"This share certificate is subject to a provision in the Articles of Incorporation (Article X) which provides for restrictions upon the transfer, encumbrance, or distribution of the stock. A copy of the provision may be obtained from the secretary of the corporation or from the office of the Florida Secretary of State."

4. This Agreement shall be binding upon the parties hereto, their heirs, successors and assigns and legal representatives.

5. Each shareholder shall execute a will or codicil to an existing will directing the legal representative of his estate to sell the decedent's stock under the provisions of the agreement. Failure to so execute a will or codicil shall not affect the rights of any parties to this agreement nor the obligation of the estate of any deceased shareholder.

#### **ARTICLE XI - NO INVOLUNTARY DISSOLUTION**

In the event any transfer, encumbrance, or distribution of stock of the corporation under this Article creates an equal division of stock between two shareholders or shareholder factions, and any voting deadlock occurs, the shareholders shall not seek the involuntary dissolution of the corporation. Rather, and in lieu of seeking the involuntary dissolution of the incorporation, the shareholders agree to submit the matters upon which a deadlock exists for arbitration in accordance with provisions of the Florida Arbitration Code. The determination of the arbitrators shall be final. The receipt of stock in the corporation shall constitute a waiver or agreement to forego the remedy of involuntary dissolution otherwise provided under Florida law. The purpose of this provision is to ensure that the ability of the corporation to exist or operate shall not be impaired, and to avoid the involuntary dissolution of the corporation.

#### **ARTICLE XII - COSTS**

Upon any legal action to construe this Article, or to seek any judicial determination concerning the provisions of this Article or its effect, the prevailing party shall be entitled to recover costs and attorney's fees, including such expenses in any appeal.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 31<sup>st</sup> day of January, 1995.

  
\_\_\_\_\_  
JIM STROLLO, Incorporator

STATE OF FLORIDA

COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JIM STROLLO known

to me to be the person described in and who executed the foregoing instrument, who  
acknowledged before me that he executed the same, that he is personally known to me or  
produced a valid Florida driver's license.

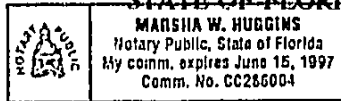
Witness my hand and official seal in the County and State last aforesaid this  
31<sup>st</sup> day of January, 1995.

Marsha W. Huggins

NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned, JON H. ANDERSON, being appointed in the foregoing Articles of  
Incorporation as the registered agent for THE EQUESTRIAN CONNECTION, INC., hereby  
accepts such appointment this 31<sup>st</sup> day of January, 1995.

[Signature]  
JON H. ANDERSON

FILED  
1995 JAN 31 PM 4:26  
TALLAHASSEE, FLORIDA



P95000020290  
ANDERSON & ARTIGLIERE  
a professional association

JON H. ANDERSON  
RALPH ARTIGLIERE

LAW OFFICES: 4927 SOUTH FORK DRIVE  
POST OFFICE DRAWER 6839  
LAKE LAND, FLORIDA 33807  
TELEPHONE (941)644-6478  
FAX (941)644-5251

March 3, 1997

FILED  
97 MAR -6 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Bureau of Corporate Records  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

500002106425--3  
-03/06/97--01092--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: The Equestrian Connection, Inc.  
Our File: EQUECO 10001

Gentlemen:

Enclosed please find the original Articles of Dissolution for the above referenced corporation. Also enclosed is my check in the amount of \$35.00 for the filing fee.

Thanks for your kind attention to this matter.

Sincerely,

JON H. ANDERSON

JHA/mwh

Enclosure

VS MAR 10 1997

Vb/d:s

**ARTICLES OF DISSOLUTION  
OF  
THE EQUESTRIAN CONNECTION, INC.**

**FILED**  
97 MAR -6 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1. The name of this corporation is THE EQUESTRIAN CONNECTION, INC.
2. The names and addresses of officers and directors are as follows:


Jim Strollo  
6700 South Florida Avenue  
Suite 21  
Lakeland, FL 33813

Mary Lou Strollo  
6700 South Florida Avenue  
Suite 21  
Lakeland, FL 33813

Krista Strollo  
6700 South Florida Avenue  
Suite 21  
Lakeland, FL 33813

3. All liabilities and obligations of the corporation have been paid or discharged or adequate provision made therefore.
4. The remaining property and assets of the corporation have been distributed among the shareholders.
5. There are no actions pending against the corporation.
6. The dissolution of the corporation was authorized by the directors and shareholders on February 12, 1997.
7. The number cast for dissolution by the shareholders of the corporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution,  
this 6<sup>th</sup> day of February, 1997.

  
\_\_\_\_\_  
JIM STROLLO, President