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Pennington Law Firm  
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Maeda

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Just Say Whoa, Inc. Articles of Inc.  
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in ☐ Pick up time

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS
<input checked="" type="checkbox"/> Profit
<input type="checkbox"/> NonProfit
<input type="checkbox"/> Limited Liability
<input type="checkbox"/> Domestication
<input type="checkbox"/> Other

AMENDMENTS
<input type="checkbox"/> Amendment
<input type="checkbox"/> Resignation of R.A., Officer/Director
<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Merger

OTHER FILINGS
<input type="checkbox"/> Annual Report
<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Name Reservation

REGISTRATION/ QUALIFICATION
<input type="checkbox"/> Foreign
<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Reinstatement
<input type="checkbox"/> Trademark
<input type="checkbox"/> Other

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
JUST SAY WHOA, INC.

FILED

26 APR 12 PM 3:43

The undersigned hereby makes, subscribes, acknowledges, and files these Articles for the purpose of becoming a corporation for profit under the laws of the State of Florida:

ARTICLE I

Name

The name of this Corporation shall be JUST SAY WHOA, INC.

ARTICLE II

Purpose

This Corporation shall be organized for the purposes of engaging in horse breeding, training and racing activities, and for any other business or purpose which is lawful under the laws of the State of Florida.

ARTICLE III

Agent

The registered agent of this Corporation shall be Nancy Reid Gunn. The address of the registered agent shall be 1009 Waverly Road, Tallahassee, FL 32312.

ARTICLE IV

Existence

This Corporation shall have perpetual existence.

ARTICLE V

Address

The initial street address of the principal office of this Corporation shall be 1009 Waverly Road, Tallahassee, FL 32312.

ARTICLE VI

Capital Stock

The authorized capital stock of this Corporation shall consist of One Hundred Thousand (100,000) shares of One Cent (\$.01) par value voting common stock.

## ARTICLE VII

### Preemptive Rights, Cumulative Voting

Holders of the capital stock of the Corporation shall have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purposes.

## ARTICLE VIII

### Directors

This Corporation shall have no less than one (1) director nor more than five (5) directors. The number on the Board shall be set from time to time by the Board of Directors of the Corporation, or by the stockholders at an annual or special meeting thereof. The name and address of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Nancy Reid Gunn	1009 Waverly Road Tallahassee, FL 32312
James Masson Gunn	1009 Waverly Road Tallahassee, FL 32312
Remi Alexandra Gunn	550 Sandlewood Drive Lexington, KY 40505

## ARTICLE IX

### Incorporator

The name and address of the Incorporator is: Nancy Reid Gunn, 1009 Waverly Road, Tallahassee, FL 32312

## ARTICLE X

### Officers

The officers of the Corporation shall be a President and Secretary, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. The names and addresses of the initial officers are as follows:

Office

Name and Address

President

Nancy Reid Gunn  
1009 Waverly Road  
Tallahassee, FL 32312

Vice President/  
Assistant Secretary

James Masson Gunn  
1009 Waverly Road  
Tallahassee, FL 32312

Secretary

Rami Alexandra Gunn  
550 Sandlewood Drive  
Lexington, KY 40505

ARTICLE XI

Indemnification

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, unless he acted with gross negligence or willful misconduct. Determination of any action, suit or proceeding by judgment, order, settlement or conviction shall not create a presumption that the person acted with gross negligence or willful misconduct. The determination of whether a person acted within the standard of conduct described above shall be made in one of the following manners:

- i. A majority vote of a quorum of directors who were not parties to the action, suit or proceeding; or
- ii. If a majority of the disinterested directors so requests, by independent legal counsel in a written opinion; or
- iii. If a majority of the disinterested directors so requests, by a qualified independent arbitrator.

Success on the merits in defense of any action, suit or proceeding shall be determinative that the person acted within the necessary standard of conduct and no further determination shall be necessary.

Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon a preliminary determination by the disinterested Board members that the person did not act with gross negligence or willful misconduct, upon receipt of an undertaking by such person to repay such amount upon any ultimate determination that he acted with gross negligence or willful misconduct.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of the status as such, whether or not the Corporation has the power to indemnify him against such liability under the provision of this section.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 13<sup>th</sup> day of April, 1995, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Certificates of Incorporation and certify that the facts herein stated are true.

  
NANCY REID GUNN  
Incorporator

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared NANCY REID GUNN, and being first duly sworn and upon her oath, stated that NANCY REID GUNN signed the above Articles of Incorporation for the conditions and purposes therein expressed this 12<sup>th</sup> day of April, 1995.

Marsha W. Dobson  
NOTARY PUBLIC - STATE OF FLORIDA



MARSHA W. DOBSON  
MY COMMISSION # CC409464 EXPIRES  
October 4, 1998  
ENDORSED THIRD PARTY FIDELITY INSURANCE, INC.

PRINTED NAME OF NOTARY; COMMISSION  
NUMBER AND EXPIRATION OF COMMISSION

Personally known to me ☒  
or produced the following identification: \_\_\_\_\_

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Just Say Whoa, Inc.

2. The name and address of the registered agent and office is:

Nancy Reid Gunn

(NAME)

1009 Waverly Road

(P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32312

(CITY/STATE/ZIP)

SIGNATURE

NANCY REID GUNN

TITLE President

DATE

4-12-96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

NANCY REID GUNN

DATE

4-12-96

REGISTERED AGENT FILING FEE: \$35.00

FILED  
96 APR 12 PM 3:43  
TALLAHASSEE, FLORIDA