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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF COUNSEL  
JAMES O. "JOE" EUBANK II

F. BRADLEY HASSELL\*  
M. JENNIFER MOORHEAD  
TIMOTHY A. TRASTER  
WILEY S. BOSTON  
KIMBERLY P. SIMOES

\*FLORIDA BAR BOARD CERTIFIED CIVIL TRIAL LAWYER

April 23, 1998

Florida Department of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

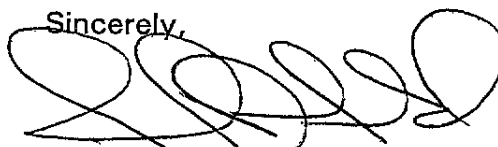
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-04/28/98--01006--019  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of Cypress Stables, Inc., along with check in the amount of \$122.50 which represents the filing fees and cost of a certified copy. Please file the original and return the certified copy to me at the address indicated above.

Thank you for your cooperation in this regard.

Sincerely,



M. Jennifer Moorhead

MJM/lc  
Enclosures

M. Jennifer Moorhead GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT principal address  
DATE \_\_\_\_\_  
DOC. EXAM. PH

P. Hall  
APR 28 1998

FILED

ARTICLES OF INCORPORATION  
OF

98 APR 27 PM 4:23

CYPRESS STABLES, INC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I:**  
Corporate Name

The name of the corporation will be CYPRESS STABLES, INC.

**ARTICLE II:**  
Street Address/Mailing Address  
of Principal Office

The principal place of business of CYPRESS STABLES, INC., shall be C/O Cheryl Youngman, 4 Creek View Way, Ormond Beach, FL 32174.

**ARTICLE III:**  
Corporate Purpose and Duration

The purpose of this Corporation is for running of an equine boarding facility and any and all other lawful activities or businesses permitted under the laws of the State of Florida, the United States or any other state, country, territory or nation associated therewith.

CYPRESS STABLES, INC., is intended to exist perpetually. The date and time of commencement of its corporate existence shall be the time these Articles of Incorporation are subscribed and acknowledged by the Secretary of State or Division of Corporations, State of Florida. If not so subscribed and acknowledged then within five (5) days after the filing of these Articles of Incorporation with the Secretary of State, Division of Corporations, State of Florida.

**ARTICLE IV:**  
Number of Shares of Stock

The corporation is authorized to issue 100 shares of common stock at its inception. Such shares shall be of a single, common class and shall have a par value of \$10.00 per share.

**ARTICLE V:**  
Registered Agent and Registered Office

The Registered Agent of this Corporation for service of process is M. Jennifer Moorhead, Esq., whose address is 149 S. Ridgewood Avenue, Suite 301, Daytona Beach, FL 32115.

**ARTICLE VI:**  
Pre-Emptive Rights

Each shareholder of the Corporation shall have the right to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment there of or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent to any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue or shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

**ARTICLE VII:**  
Incorporators

The following persons (listed by name and mailing address) are the Incorporators of this corporation:

- (1) Cheryl Youngman, 4 Creek View Way, Ormond Beach, FL 32174
- (2) Decker Youngman, 4 Creek View Way, Ormond Beach, FL 32174
- (3) Cheryl Shedd, 427 Pine Bluff Trail, Ormond Beach, FL 32176;
- (4) John Shedd, 427 Pine Bluff Trail, Ormond Beach, FL 32176.

**ARTICLE VIII:**  
Officers and Directors

The names and addresses of the Initial Officers and Directors are as follows:

1. President and Director: Cheryl Shedd
2. Vice President and Director: John Shedd
3. Secretary/Treasurer and Director: Cheryl Youngman

**ARTICLE IX:**  
ByLaws

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Founding Partners, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Vote.

**ARTICLE X:**  
Powers of the Corporation

The Powers initially vested in this Corporation are those in accordance with Florida Statute 607 and include but are not limited to the following rights and powers:

A. To sue or be sued, complain and defend in its Corporate name;

B. To purchase, receive, lease or otherwise acquire, own hold, improve, use or otherwise deal with real or personal property or any legal or equitable interest in property where ever located;

C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange or otherwise dispose of all or any part of its property;

D. To lend money to and use its credit to assist its officers and employees in accordance with Florida Statute 607.0833;

E. To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of any of its property, franchises and income and make contracts or guaranty and suretyship which are necessary or convenient to the conduct, promotion or attainment of the business of the corporation;

F. To transact any lawful business or do any other act not inconsistent with the laws of the State of Florida that furthers the business and affairs of the corporation.

**ARTICLE XI:**  
Liability

CYPRESS STABLES, INC., standing as a legal corporate entity shall be liable for all acts of its Officers, Directors, Incorporators, Agents, Servants or Employees when such acts are done with the intent of or for the purpose of serving the business of CYPRESS STABLES, INC. Further, CYPRESS STABLES, INC., hereby indemnifies and holds harmless its Officers, Directors, Incorporators, Agents, Servants or Employees from any and all claims, actions or causes of action whatsoever when such claims, actions or causes of action arise out of actions done while such Officer, Director, Incorporator, Agent, Servant or Employee are in the course and scope of their employment with CYPRESS STABLES, INC, or when such actions are done to serve CYPRESS STABLES, INC.


ARTICLE XII:  
Amendments

CYPRESS STABLES, INC., reserves the right to amend or repeal any provisions contained in these Articles through a unanimous agreement of its Directors.

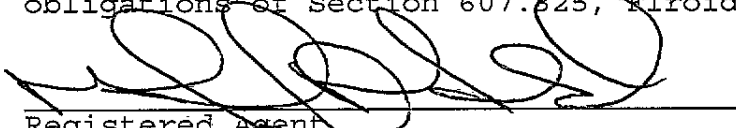
ARTICLE XIII:  
Acceptance of Designation as Registered Agent

Pursuant to the provisions of Section 607.325, 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. Name of the corporation is: CYPRESS STABLES, INC.
2. Name and address of the Registered Agent and office is M. Jennifer Moorhead, Esq., 149 South Ridgewood Avenue, Suite 301, Daytona Beach, Florida 32115.

  
\_\_\_\_\_  
CHERYL SHEDD  
President/Director  
Date: 4/21/98

HAVING BEEN named to accept service of process for the above-stated corporation at the Place designated in the certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

  
\_\_\_\_\_  
Registered Agent  
M. Jennifer Moorhead, Esq.  
149 South Ridgewood Avenue, Suite 301  
Post Office Box 2229  
Daytona Beach, FL 32115  
(904) 238-1357  
Date: 4/21/98

FILED  
98 APR 27 PM 4: 23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared Cheryl Youngman, Decker Youngman, Cheryl Shedd, and John Shedd, to me personally known and having produced the appropriate photographic identification in the form of a drivers license # Y525-112-56-680-0, Y525-544-50-042-0, S300-111-55-840-0, and S300-467-52-289-0, respectively, and who, after being duly sworn deposes and says that they have executed this document as an Incorporators of CYPRESS STABLES, INC., for the purposes set forth herein.

Cheryl Youngman  
Cheryl Youngman

Decker Youngman  
Decker Youngman

Cheryl Shedd  
Cheryl Shedd

John Shedd  
John Shedd

Kathleen C. Dees  
Notary Public  
State of Florida at Large

My Commission Expires:

