



July 31, 2018

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

HORSE FARMS FOREVER, INC.  
P.O. BOX 5279  
OCALA, FL 34478US

Re: Document Number N18000006607

The Amended and Restated Articles of Incorporation for HORSE FARMS FOREVER, INC., a Florida corporation, were filed on July 30, 2018.

This document was electronically received and filed under FAX audit number H18000218010.

Should you have any questions concerning this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Cheryl R McNair  
Regulatory Specialist II  
Division of Corporations

Letter Number: 418A00015724

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HORSE FARMS FOREVER, INC.**

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**In compliance with  
Chapter 617, Florida Statutes (Not for Profit)**

The undersigned President of Horse Farms Forever, Inc., a Florida not for profit corporation (the "Corporation"), Document Number N18000006607, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Amended and Restated Articles of Incorporation of Horse Farms Forever, Inc., which were adopted by the Board of Directors of the Corporation on July 27, 2018. The Articles of Incorporation of Horse Farms Forever, Inc. are hereby amended and restated in their entirety as follows:

**ARTICLE I  
Name and Address**

The name of the Corporation shall be: **HORSE FARMS FOREVER, INC.**

The principal address of the Corporation shall be **201 N. Franklin Street, Suite 2000, Tampa, Florida 33602**, or such other address within the State of Florida as the Board of Directors may from time to time designate.

The mailing address of the Corporation shall be **PO Box 5279, Ocala, Florida 34478**.

**ARTICLE II  
Purposes**

(a) The purpose for which the Corporation is organized is to inspire conservation of horse farms through education and awareness so as to preserve natural pasture land focusing on horses and their habitats, to protect soil and water on which they depend, and minimize land use conflicts in Marion County, Florida. The Corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, trustee 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, trustee 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.

(c) Notwithstanding any other provisions 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, as amended (the "Code"), or the Treasury regulations promulgated thereunder, or by an organization, contributions to which are deductible under Section 170 (c)(2) of such Code and regulations issued there under.

(d) In the event of dissolution or final liquidation of the Corporation, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Code, or to the Federal, state, or local government exclusive public purpose.

### **ARTICLE III** **Powers**

The Corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to Corporations not for profit including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to Corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the purposes for which the Corporation is organized; subject, however, to the following:

(a) This Corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Code.

(b) This Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent Federal tax law.

(c) This Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent Federal tax laws.

(d) This Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent Federal tax laws.

(e) This Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent Federal tax laws.

(f) This Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

(g) This Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code or corresponding provisions of any subsequent Federal tax laws.

**ARTICLE IV**  
**Members**

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

**ARTICLE V**  
**Term of Existence**

The term for which the Corporation is to exist shall be perpetual.

**ARTICLE VI**  
**Incorporator**

The name and address of the incorporator to these Articles of Incorporation is as follows:

**JAMES W. GOODWIN**  
201 N. Franklin Street, Suite 2000  
Tampa, Florida 33602

**ARTICLE VII**  
**Management**

The affairs of the Corporation shall be managed by a Board of Directors who shall be elected annually by majority vote of the Board of Directors of the Corporation, at a duly called meeting, as provided in the bylaws and by officers who shall be elected annually by majority vote of the Board of Directors. The officers thus to be elected shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of the Corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the office of the Corporation shall be provided in the bylaws.

The number of directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of the Corporation. The number shall not be fewer than three (3) but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida.

Directors and officers of the Corporation may be removed, with or without cause, by the majority vote of the Board of Directors of the Corporation at a meeting duly called in the manner set out in the bylaws.

**ARTICLE VIII**  
**Initial Directors**

The names and addresses of the initial Board of Directors, which are to hold office until the first election thereof to be held under the provisions of the bylaws the Corporation, are the following:

**ROBERT DESINO**  
8786 NW Highway 225A  
Ocala, Florida 34482

**BERNARD LITTLE**  
PO Box 5279  
Ocala, Florida 34478

**PAUL KAPLAN**  
12605 NW 90<sup>th</sup> Avenue  
Reddick, Florida 32686

**ARTICLE IX**  
**Initial Officers**

The names and addresses of the initial officers, which are to hold office until the first election thereof to be held under the provisions of the bylaws the Corporation, are the following:

<b><u>Name and Address</u></b>	<b><u>Office</u></b>
<b>BERNARD LITTLE</b> PO Box 5279 Ocala, Florida 34478	<b>President</b>
<b>ROBERT DESINO</b> 8786 NW Highway 225A Ocala, Florida 34482	<b>Vice President</b>
<b>PAUL KAPLAN</b> 12605 NW 90 <sup>th</sup> Avenue Reddick, Florida 32686	<b>Secretary &amp; Treasurer</b>

**ARTICLE X**  
**Registered Office and Registered Agent**

The name of the Corporation's initial registered agent is **JAMES W. GOODWIN**, and the street address of the Corporation's initial registered office is **201 N. Franklin Street, Suite**

**2000, Tampa, Florida 33602.** The Corporation may change its registered office or its registered agent both by filing with the Department of State of the State of Florida a statement complying with Section 617.0502, Florida Statutes.

**ARTICLE XI**

**Bylaws**

The bylaws of this Corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the Board of Directors of this Corporation present at any meeting of the Board of Directors duly called and convened; provided, however that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this Corporation to all the members of the Board of Directors at least three (3) days before the meeting.

**ARTICLE XII**

**Amendment of Articles of Incorporation**

These Articles of Incorporation may be amended by resolution adopted by the majority vote of the Board of Directors of the Corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the Board of Directors of the Corporation or ten (10) days' advance notice of the amendment or amendments, to be considered at such meeting, shall have been given in writing personally or by mail to each member of the Board of Directors of the Corporation prior to such meeting. All actions, including but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consent as provided in Florida Statutes, as now amended or as same may be amended in the future.

**ARTICLE XIII**

**Indemnification**

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned President of Horse Farms Forever, Inc., do hereby executed these Amended and Restated Articles of Incorporation for the uses and purposes therein expressed and state that these Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation. I do further submit this document and affirm that the facts stated herein are true this 27th day of July, 2018.



**BERNARD LITTLE**  
President

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: **HORSE FARMS FOREVER, INC.**
2. The name and address of the registered agent and office is:

**JAMES W. GOODWIN**  
201 N. Franklin Street, Suite 2000  
Tampa, Florida 33602

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.

Dated this 27<sup>th</sup> day of July, 2018.

  
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**JAMES W. GOODWIN**  
Registered Agent