

FILED
In the Office of the
Secretary of State of Texas

ARTICLES OF INCORPORATION
OF
GYPSY VANNER HORSE SOCIETY

MAR 24 2004
Corporations Section

I, the undersigned natural person over the age of the age of eighteen (18) years or more, acting as an incorporator of a Corporation under the TEXAS NON-PROFIT CORPORATION ACT, do hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE I.

NAME

The name of the Corporation is "Gypsy Vanner Horse Society."

ARTICLE II.

NONPROFIT CORPORATION

The Corporation is a nonprofit corporation. When it dissolves, all of its assets will be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes exempt under the Texas franchise tax.

ARTICLE III.

DURATION

The period of its duration is perpetual.

ARTICLE IV.

PURPOSES

The purpose for which the Corporation is organized is to promote social welfare through the benevolent, agricultural, fraternal and educational oversight and development of significant matters that may impact the maintenance, preservation, promotion, and integrity of the breeding, importation, registration and certification marks of the **GYPSY VANNER HORSE®** breed. Moreover, the Corporation's purpose shall include the education of the public about the **GYPSY VANNER HORSE®** breed and the preservation through strict registration standards of the **GYPSY VANNER HORSE®** breed. The Corporation may, from time to time, engage in activities that seek to affect the establishment or changes that are in furtherance of the aforementioned purposes. Further, for registration purposes, this Corporation will not allow crossbreeding in any form and shall have the purpose of protecting the purity, perfection, and wholesomeness of the **GYPSY VANNER HORSE®** breed.

ARTICLE V.**POWERS**

Except as these Articles otherwise provide, the Corporation has all the powers provided in the Texas Non-Profit Corporation Act (the "Act"). Moreover, the Corporation has all expressed and implied powers of the Act necessary and proper to carry out its expressed powers. The Corporation may reasonably compensate members, directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes.

ARTICLE VI.**INITIAL REGISTERED OFFICE AND AGENT**

The address of its initial registered office is 1401 McKinney, 17th Floor, Houston, Texas 77010-4035, and the name of its initial registered agent at such address is Thomas H. Kennerly.

ARTICLE VII.**MANAGING BODY OF CORPORATION**

The management of the corporation is vested in its Board of Directors and such committees of the board that the board may, from time-to-time, establish. The bylaws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors.

In electing directors, members may not cumulate their votes by giving one candidate as many votes as the number of directors to be elected or by distributing the same number of votes among any number of candidates.

The initial Board will consist of four persons. The initial Board will consist of the following persons at the following addresses:

Dennis Ryan Thompson	5125 Northwest 135 th Street Reddick, Florida 32686
Douglas C. Kneis	6741 Satsuma Drive Houston, Texas 77041
Thomas H. Kennerly	1401 McKinney, Suite 1700 Houston, Texas 77010-4035
Barbara S. Snyder	5811 Osman Road Cridersville, Ohio 45806

The bylaws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the officers. In electing officers, members may not cumulate their votes by giving one candidate as many votes as the number of officers to be elected or by distributing the same number of votes among any number of candidates. The initial officers will be:

Name	Title/Office	Street Address
Dennis Ryan Thompson	President	5125 Northwest 135 th Street Reddick, Florida 32686
Douglas C. Kneis	Vice President	6741 Satsuma Drive Houston, Texas 77041
Thomas H. Kennerly	Secretary	1401 McKinney, Suite 1700 Houston, Texas 77010-4035
Barbara S. Snyder	Treasurer	5811 Osman Road Cridersville, Ohio 45806

ARTICLE VIII.

RESTRICTIONS AND REQUIREMENTS

The Corporation may not pay dividends or other corporate income to its members, directors, or officers, or otherwise accrue distributable profits, or permit the realization of private gain. The Corporation may not take any action prohibited by the Texas Non-Profit Corporation Act.

The Corporation may not take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) or 501(c)(4) and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation may not:

1. Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Articles and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one clearly incidental to an overriding public interest.

3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.
5. Have objectives characterizing it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes. On dissolution, the Corporation's assets will be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) or (4) to be used to accomplish the general purposes for which the Corporation was organized.
7. Permit any part of the Corporation's net earnings to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
8. Carry on an unrelated trade or business, except as a secondary purpose related to the Corporation's primary, exempt purposes.

ARTICLE IX.

MEMBERSHIP

The Corporation will initially have three classes of members; "Founding Members," "GYPSY VANNER HORSE® Members," "Individual Members" and other members as may be added from time to time as provided in the bylaws.

ARTICLE X.

LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except as otherwise provided by a Texas statute.

ARTICLE XI.

INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation regardless of the provisions of the Texas Non-

Profit Corporation Act governing indemnification. As the bylaws provide, the Board of Directors may define the requirements and limitations for the Corporation to indemnify directors, officers, members, or others related to the Corporation.

ARTICLE XII.

CONSTRUCTION

All references in these Articles to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE XIII.

ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of members, directors, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by fewer than all of the members, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within 60 days after the date of the earliest-dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action requires documents to be filed with the secretary of state, the filed documents will state that the written-consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

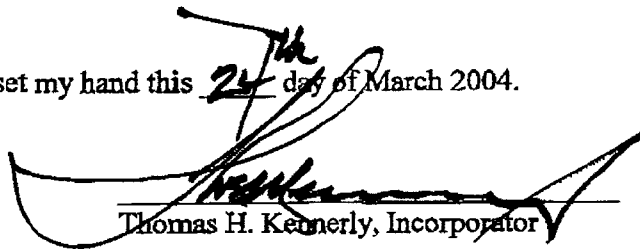
ARTICLE XIV.

INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Thomas H. Kennerly	1401 McKinney, Suite 1700 Houston, Texas 77010-4035

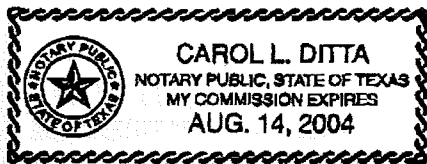
IN WITNESS WHEREOF, I have set my hand this 24th day of March 2004.



Thomas H. Kennerly, Incorporator

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, a Notary Public, do hereby certify that on this 24th day of March 2004, personally appeared Thomas H. Kennerly, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements contained therein are true.





Notary Public, State of Texas