

ARTICLES OF INCORPORATION

OF

REACH OUT RANCH, INC.

**TO THE HONORABLE JUDGE OF PROBATE,
SHELBY COUNTY, ALABAMA:**

The undersigned, John G. Morrison, II, acting as incorporator of a corporation under the Alabama Nonprofit Corporation Act, adopts the following Articles of Incorporation for such nonprofit corporation:

FIRST: The name of the corporation is Reach-Out Ranch.

SECOND: The period for duration is perpetual.

THIRD: The purpose or purposes for which the nonprofit corporation is organized are: to provide horse-back riding experiences and instruction to inner-city youth, youth-at-risk and juvenile delinquents, to provide a home for retired horses and to operate an adopt-a-horse program, to raise money for various charitable causes and to provide a facility for an annual charity Rodeo, to conduct an annual charity fundraising ride-a-thon in conjunction with Special Equestrians and other worthwhile charities, to provide a facility for various horse-related charity fundraisers and benefits and to conduct various outdoor experiential-learning, camping and wilderness experiences for youth at risk and special needs children- Reach-Out Ranch, the little ranch with a big heart.

To render to other, and to engage in the business or rendering to other, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, enter similar or dissimilar to those herein

above set forth, which a corporation may legally render.

To purchase, lease, exchange, take, receiver otherwise acquire, all, or any part of, or any interest in, the properties, assets, business, good will and rights of any person, firm, corporation, country, state, count, municipality or governmental unit, department, division, agency, authority or instrumentality; to pay for the same or any part of combination thereof in cash, bonds, or other securities or evidences of obligations or indebtedness of this corporation or of any other corporation, by undersigned, agency, authority or instrumentality; to pay for the same or any part of combination thereof in cash, bonds, or other securities or evidences of obligations or indebtedness of this corporation or of any other corporation, by under, operated, manage, improve, repair reorganize or otherwise have an interest in or deal with all, or any part of, or any interest, in such properties, assets, business, good will and rights, to sell, lease, exchange, convey, assign, mortgage, pledge, hypothecate, distribute, liquidate or otherwise deal in and dispose of all, or any part of, or any interest, in such properties, assets, business, good will and rights, to sell, lease, exchange, convey, assign, mortgage, pledge, hypothecate, distribute, liquidate or otherwise deal in and dispose of all, or any part of, or any interest in, such properties, assets, business good will and rights, and in conjunction with any of the foregoing to undertake, assume or guarantee, the whole or any part of the bonds, mortgage, franchise, lease, contract, indebtedness, guarantee, liabilities and obligations of the transferor.

To develop, apply for, register, take licenses in respect of, purchase, lease, exchange, take, receive or otherwise acquired, to own, hold use, operate, manage,

manufacture under, improve, or otherwise have an interest in or deal with, to sell, lease, exchange, convey, assign, grant license in respect of, mortgage, pledge, hypothecate, distributed or otherwise deal in and dispose of, to contract with reference to, any and all inventions, devises, formulate, technical or business information, including trade secrets, know-how, processes, improvements and modifications thereof.

To enter into and make, to perform and carry out, to cancel and rescind, or to let lapse, contracts and agreements of every kind and description.

To act as agent, representative or receiver of any person, firm, corporation, county, state, country, municipality or governmental unit, department, division, agency, authority or instrumentality or in respect to any lawful undertaking or transaction.

To borrow or raise money, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and deliver all kinds of securities, including, but without limiting the generality thereof, bonds, debentures, drafts, bills of exchange, warrants, notes and other negotiable and non-negotiable instruments, and evidences of obligations or indebtedness; and to secure the payment and full performance of such by mortgage on, or pledge, conveyance, or assignment in trust of, all of any part of, or any interest in, the property of the corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

To guarantee the obligations of, and to lend its aid and credit to, aid persons, firms, corporations, countries, states, counties, municipalities, or other governmental units, departments, divisions, agencies, authorities, or instrumentalities, and to secure

the same by mortgage on, or pledge, conveyance, or assignment in trust of, all, any part of, or any interest in, the property of the corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

To enter into with any one or more persons, firms, corporations, countries, state, countries, municipalities or governmental units, departments, divisions, agencies, authorities or instrumentalities (1) any lawful arrangement from sharing profits, union of interest, reciprocal association, or cooperative association, or (2) any joint venture or limited partnership.

To carry out any or all of these objects and purposes specified in this paragraph as principal or agent and along or with one or more person, firm, corporations, countries, states, counties, municipalities or government units, departments, divisions, agencies, authorities or instrumentalities, and to execute from time to time such general or special powers of attorney as it may determine, granting such powers, as it may deem proper, and to revoke such powers of attorney as and when it may desire.

In addition to the objects aforesaid, the corporation shall have the power to conduct and carry on any business or activity associated with the above described activities of said corporation.

To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any persons, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, governmental, governmental subdivision or body politic for the purpose of carrying on the functions described in the Paragraphs hereinabove.

To have one or more offices to carry on all of its operations and business without restriction or limit as to amount in any of the states, districts, territories or possessions or colonies of the United States, and in any and all foreign countries subject to the laws of such state, district, territory, possession, colony or country.

To carry on any other business in connection with the foregoing.

To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation to the same extent as natural persons might do in connection with the foregoing.

To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation to the same extent as natural persons might and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation and/or the directors thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of

a trust company, or the business of insurance in any of its branches.

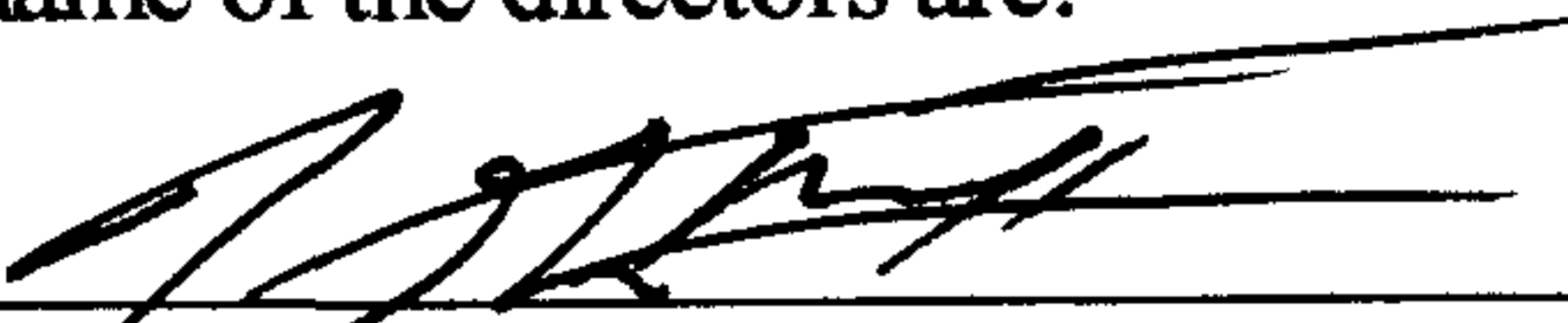
FOURTH: Provisions for regulating the internal affairs of the corporation are:


None (any such regulation shall be provided in the by-laws of the corporation).


FIFTH: The address of the initial registered office and/or agent of the corporation is 3178 C Pelham Parkway Pelham, Alabama 35124 and the name of initial registered agent at such address is Marlow & Morrison, LLC. (Mailing Address: P.O. Box 1761 Pelham, Al. 35124 - Office (205) 620-4556 FAX (205) 620-6692.

SIXTH: The principal place of business is located at John Finley, III Blvd inside the confines of Oak Mountain State Park in Pelham, Al. 35124. Office (205) 620-3575

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is three (3), but the number of the Board of Directors may be increased and/or changed at any time by a vote of the Board of Directors at a regular or called meeting in accordance with the by-laws of the corporation, and the name of the directors are:


John G. Morrison, II
5451 Caldwell Mill Road
Birmingham, Al. 35242



Cara C. Morrison
5451 Caldwell Mill Road
Birmingham, Al. 35242


Ron D. Marlow
P.O. Box 1761
Pelham, Al. 35124

Address of incorporator as follows:

John G. Morrison, II
5451 Caldwell Mill Road
Birmingham, Al. 35124

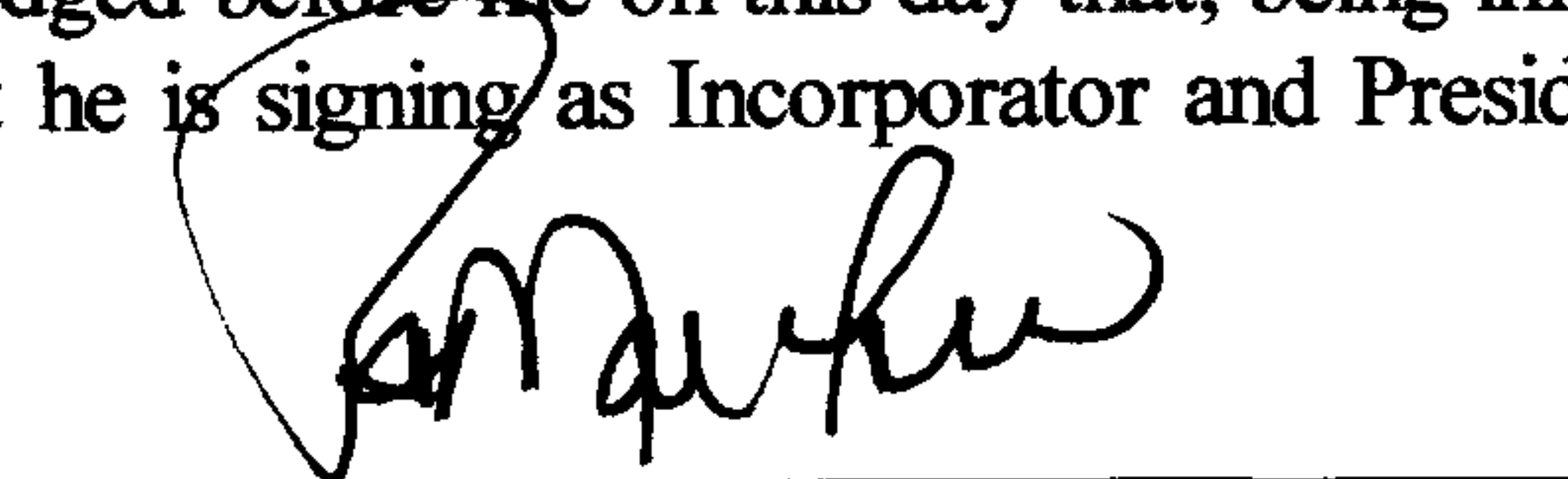
Dated this the, 8th day of 2002.



John G. Morrison, II

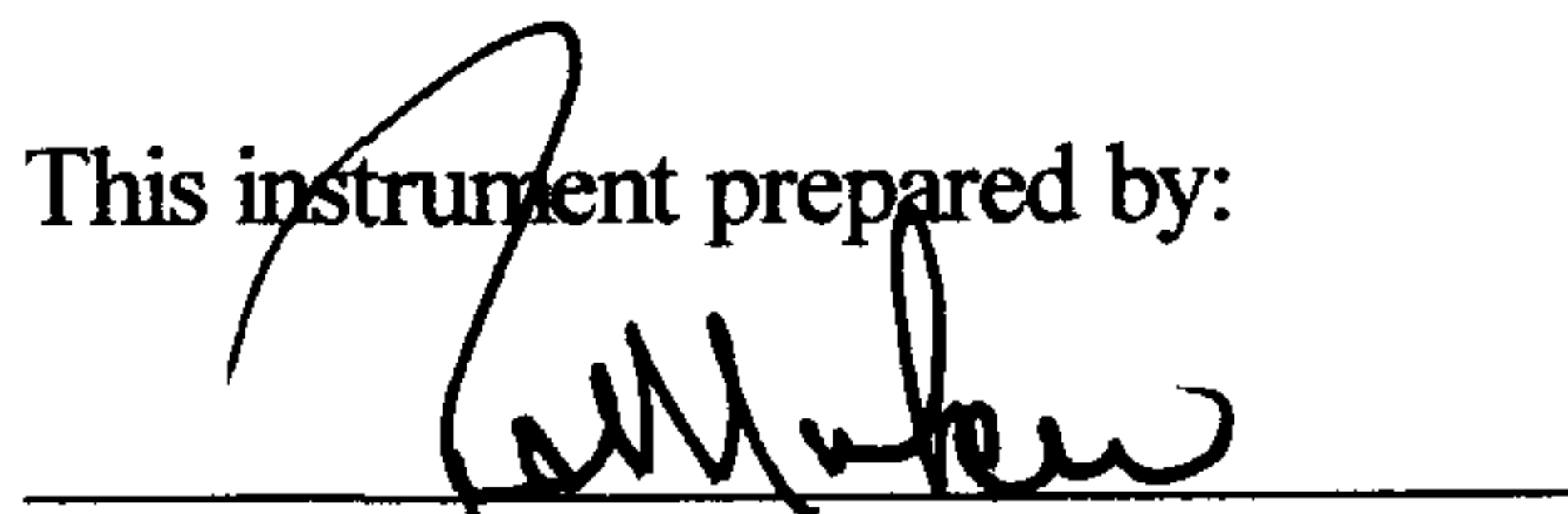
STATE OF ALABAMA)
)
SHELBY COUNTY)

Before me the undersigned, a Notary Public in and for said County and State hereby certify that John G. Morrison, II whose name as incorporator for Reach Out Ranch, Inc. is known to me, acknowledged before me on this day that, being informed of the contents of said document that he is signing as Incorporator and President of said nonprofit corporation.

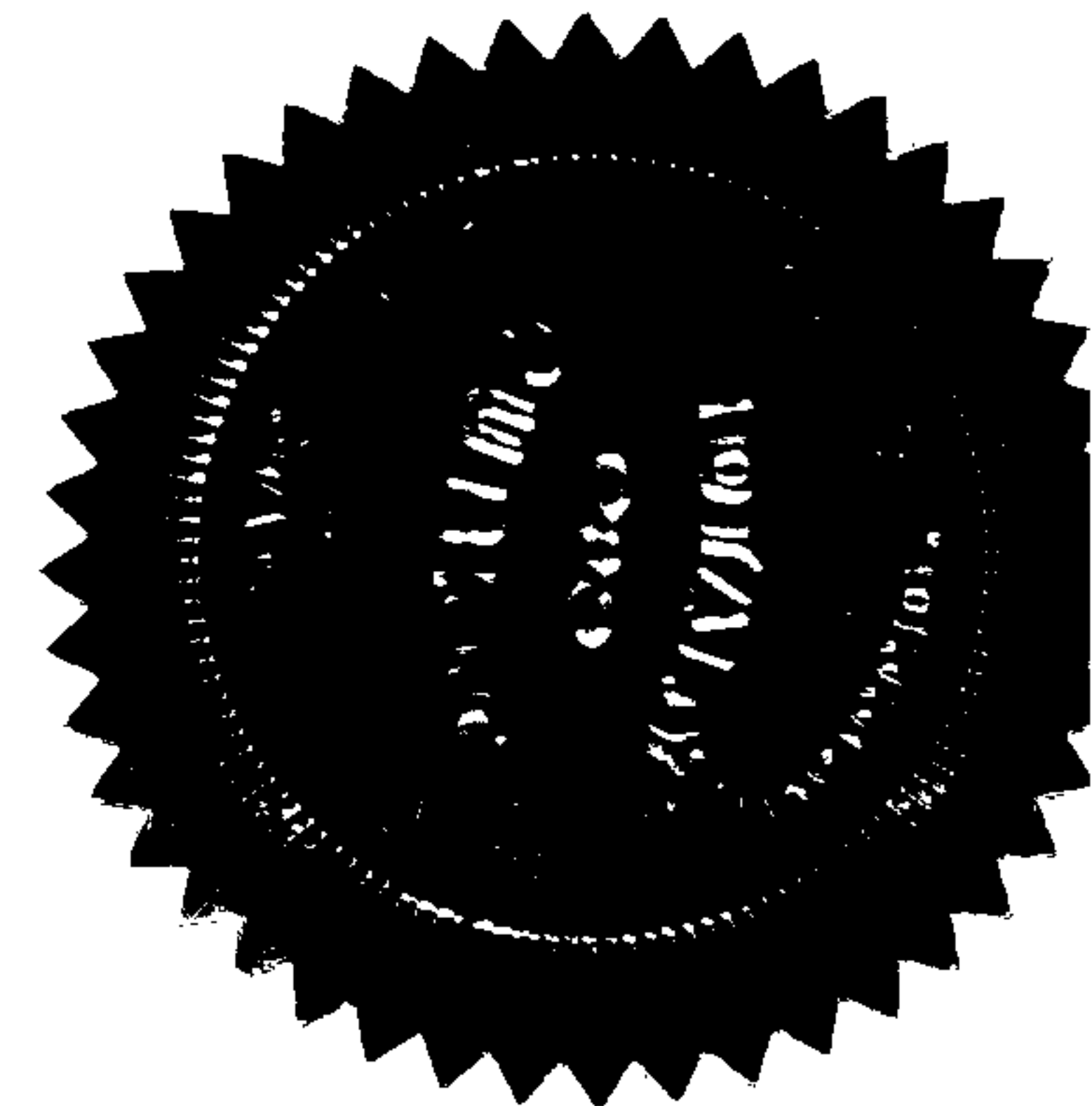


NOTARY PUBLIC

My Commission Expires March 2003.

This instrument prepared by:


Ron Marlow
For The Firm
✓ Marlow & Morrison, LLC
Attorneys at Law
3178 C Pelham Parkway
P.O. Box 1761
Pelham, Al. 35124
Office (205) 620-4556
Facsimile (620-6692
r.marlow@attnet
j.morrison@att.net



MAR 111 MOR 108

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION

OF

Reach Out Ranch Inc.

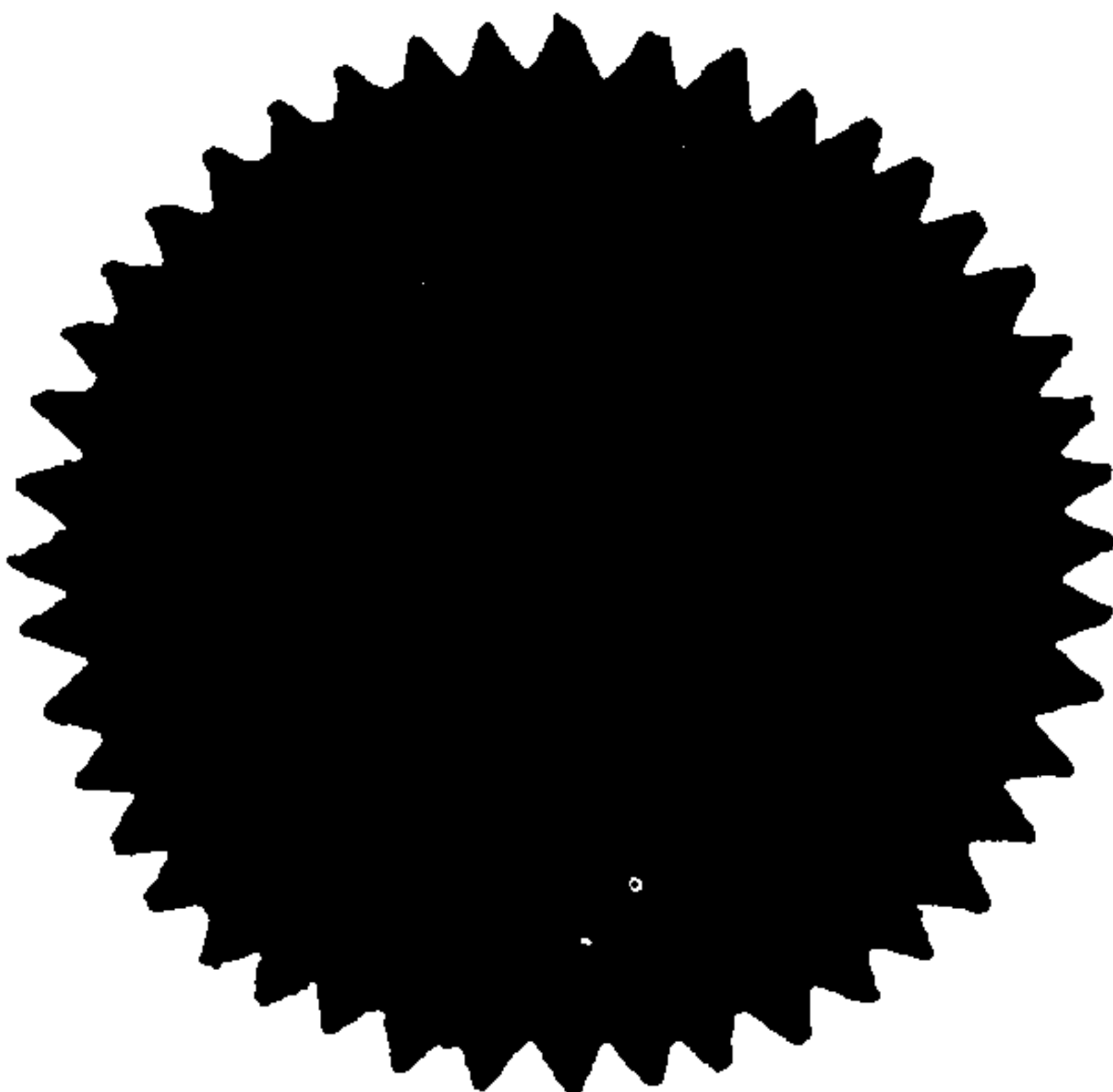
The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of Reach Out Ranch Inc., duly signed and verified pursuant to the provisions of Section NON PROFIT of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the INCORPORATION authority vested in him by law, hereby issues this Certificate of Reach Out Ranch Inc., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 17th day of JULY, 2002.

Patricia Yeager Frohmeister

Judge of Probate



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Shelby Cnty Judge of Probate, AL
07/16/2002 15:28:00 FILED/CERTIFIED