

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SPECIAL EQUESTRIANS, INC.,
AN ALABAMA NONPROFIT CORPORATION**

Pursuant to the provisions of Section 10-3A-80 *et seq.* of the Code of Alabama, the undersigned Nonprofit Corporation amends and restates its Articles of Incorporation as previously filed on January 9, 1996, with the Shelby County, Alabama Judge of Probate Office as Instrument Number 1996-00751 as follows. These amended and restated articles of incorporation correctly set forth the provisions of the articles of incorporation of the Nonprofit Corporation as theretofore amended, they have been duly adopted as required by law and they supersede the original articles of incorporation and all amendments thereto.

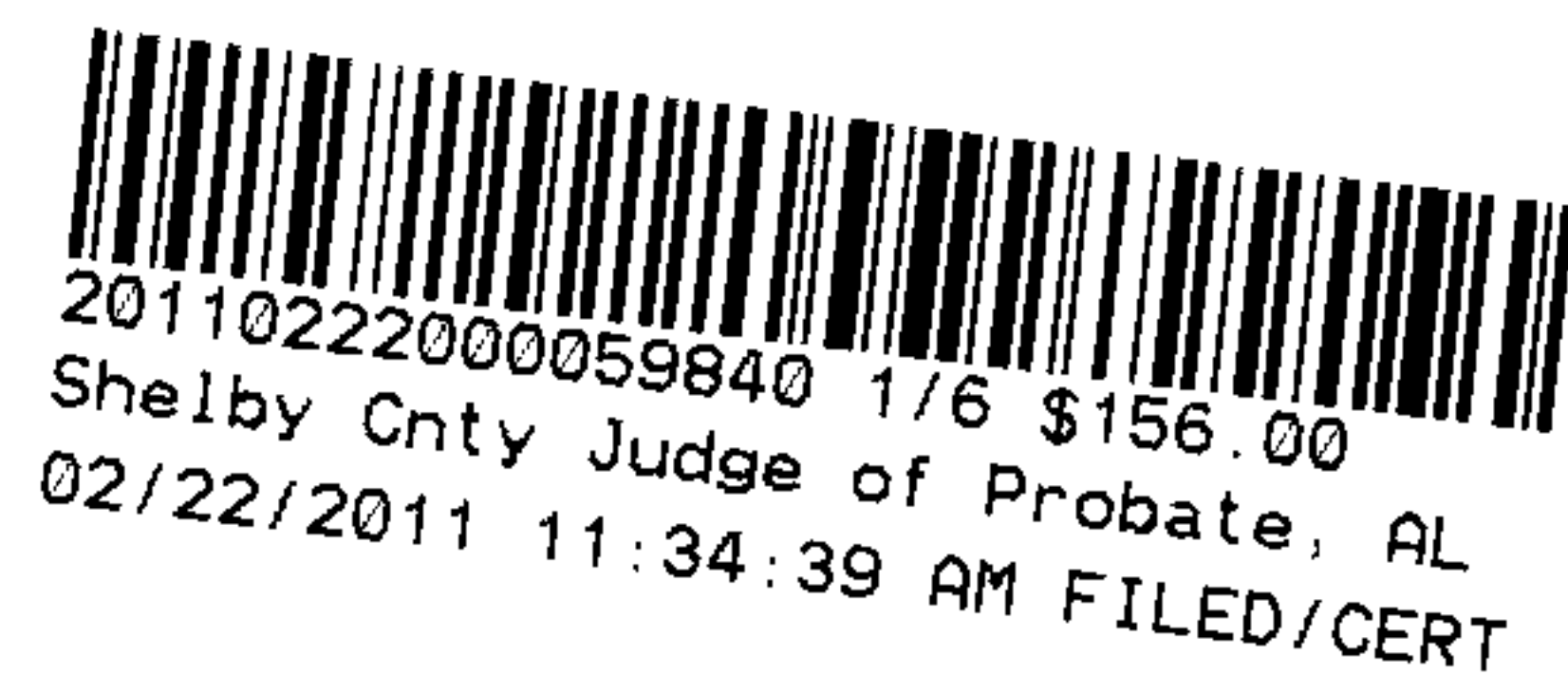
FIRST: The name of the nonprofit corporation is "Special Equestrians, Inc." (the "Nonprofit Corporation"). The period of duration for the Nonprofit Corporation is perpetual.

SECOND: The objects and purposes of this Nonprofit Corporation and the powers which it may exercise are as follows:

1. Purposes.

The purposes of this Nonprofit Corporation shall be as follows:

- (a) To provide high quality therapeutic horseback riding and equine assisted activities to persons with physical, mental, development and emotional disabilities.
- (b) Without limiting the foregoing, the Nonprofit Corporation may engage in all religious, charitable, scientific, literary or educational purposes in which an organization may engage as an organization qualifying as an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder, as said Code and regulations now exist or as they may hereafter be amended (or the corresponding provision of any subsequent federal tax law, said Code, regulations and subsequent federal tax laws, if any, being hereinafter referred to together as the "Code"), and may promote and advance such purposes by any activity in which a corporation organized under the Alabama Nonprofit Corporation Act may engage, exclusively, either directly or by contributions to organizations qualifying



as exempt organizations under Section 501(c)(3) of the Code, and to receive and maintain a fund or funds of real or personal property, or both, and to administer and apply the income and principal thereof, within the United States of America, for such purposes.

2. Powers.

The Nonprofit Corporation shall possess and exercise all the powers and privileges granted by the Alabama Nonprofit Corporation Act or by any other law of the State of Alabama together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the corporation including, but not limited to the following powers:

- (a) to acquire by lease, option, purchase, gift, grant, devise, conveyance, or otherwise, and to hold, enjoy, possess, rent, lease, mortgage, farm, ranch, work, forest, and sell real property or any interest therein, and to construct, maintain and operate improvements thereon;
- (b) to acquire by option, purchase, gift, grant, bequest, transfer or otherwise and to hold, enjoy, possess, use, run, work, pledge as security, sell, transfer or in any manner dispose of personal property of any class or description whatsoever;
- (c) to retain any property, investments or securities originally received by the Nonprofit Corporation or thereafter acquired by it so long as the directors of the Nonprofit Corporation shall consider the retention thereof desirable;
- (d) to invest any and all funds coming into the hands of the Nonprofit Corporation on any account whatsoever in such property, investments or securities as the directors of the Nonprofit Corporation may, in the discretion of the directors, deem advisable, however doubtful or hazardous or limited the description or nature of any property, investments or securities so retained may be, whether or not the same may be currently producing income and whether or not the same are or may be such as are authorized or deemed proper for investment of trust funds under the Constitution or laws of the State of Alabama or of the United States;
- (e) to borrow and lend money to or from any person, persons, firm, business, partnership, or corporation, with or without security, and if with security, with such security as the directors of the Nonprofit Corporation deem proper or appropriate, and, in connection with any borrowing of money by the Nonprofit Corporation, to issue evidences of indebtedness of such borrowing and to secure the same by mortgage, pledge or other lien on the Nonprofit Corporation's property;

- (f) to convert real property owned by the Nonprofit Corporation into personal property and personal property into real property;
- (g) to improve or cause or permit real property to be improved and to abandon any property which the directors of the Nonprofit Corporation deem to be without substantial value;
- (h) to manage and control any shares of stock, certificates of interest, bonds or other securities of any corporation, trust or association at any time acquired in any way by this Nonprofit Corporation and with respect to the same to concur in any plan, scheme or arrangement for the consolidation, merger, conversion, recapitalization, reorganization or dissolution, or the lease or other disposition of the properties of any such corporation, trust or association the securities of which are held by this Nonprofit Corporation and as owner thereof to vote any security of any corporation, trust or association held by this corporation at any meetings of the holders of the same class of security of the issuing entity and generally in all respects to exercise all of the rights of ownership therein;
- (i) to guarantee or become surety for the obligations of any other nonprofit corporation or corporation not of a business character; and
- (j) to do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all of the objects and purposes of the Nonprofit Corporation or which may be necessary or appropriate for the carrying out and accomplishment of any and all of the objects and purposes of the Nonprofit Corporation, and to have and exercise all rights and powers now conferred on nonprofit corporations under the laws of the State of Alabama.

THIRD: The Nonprofit Corporation shall have no members as such term is used in Section 10-3A-26 of the Code of Alabama.

FOURTH: No part of the net earnings of the Nonprofit Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Nonprofit Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Nonprofit Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Nonprofit Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Nonprofit Corporation shall not carry on any other activities not permitted to be carried on (a) by a nonprofit corporation exempt from


federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or (b) by a nonprofit corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

FIFTH: Upon the dissolution of the Nonprofit Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of the county in which the principal office of the Nonprofit Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SIXTH: The location and mailing address of the registered office of the Nonprofit Corporation is 392 Mountain Vista, Helena, Alabama 35080, and the name of its registered agent at such address is Rita Mendel.

SEVENTH: These Amended and Restated Articles of Incorporation were adopted by a consent in writing signed by all persons serving on the Board of Directors of the Nonprofit Corporation and all Members that were entitled to vote herein. Prior to the filing of these Amended and Restated Articles of Incorporation, the Nonprofit Corporation had members, and those members entitled to vote on the matters at hand adopted these Amended and Restated Articles of Incorporation.

(End of Page)


20110222000059840 4/6 \$156.00
Shelby Cnty Judge of Probate, AL
02/22/2011 11:34:39 AM FILED/CERT

IN WITNESS WHEREOF, we have hereunto subscribed our names effective the 29th
day of January, 2011.

Special Equestrians, Inc.

By: Gregory R. Powell
Its: President

Special Equestrians, Inc.

By: Gally Johnson
Its: Secretary

VERIFICATION

State of Alabama

Alaposa County

Before me the undersigned authority, in and for said county in said state, personally appeared Greg Powell, whose name as President of **Special Equestrians, Inc.**, an Alabama nonprofit corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he/she as such officer, and with full authority, executed the same voluntarily for and as the act of said nonprofit corporation.

Gregory R. Powell
President


Sworn to and subscribed before me on this the 29th day of January, 2011.

[Signature]
NOTARY PUBLIC
My Commission Expires _____

This instrument prepared by:

NORMAN M. ORR, ESQ.
BURR & FORMAN LLP
420 NORTH 20TH STREET, SUITE 3400
BIRMINGHAM, ALABAMA 35203

MY COMMISSION EXPIRES 02/11/12


20110222000059840 5/6 \$156.00
Shelby Cnty Judge of Probate, AL
02/22/2011 11:34:39 AM FILED/CERT

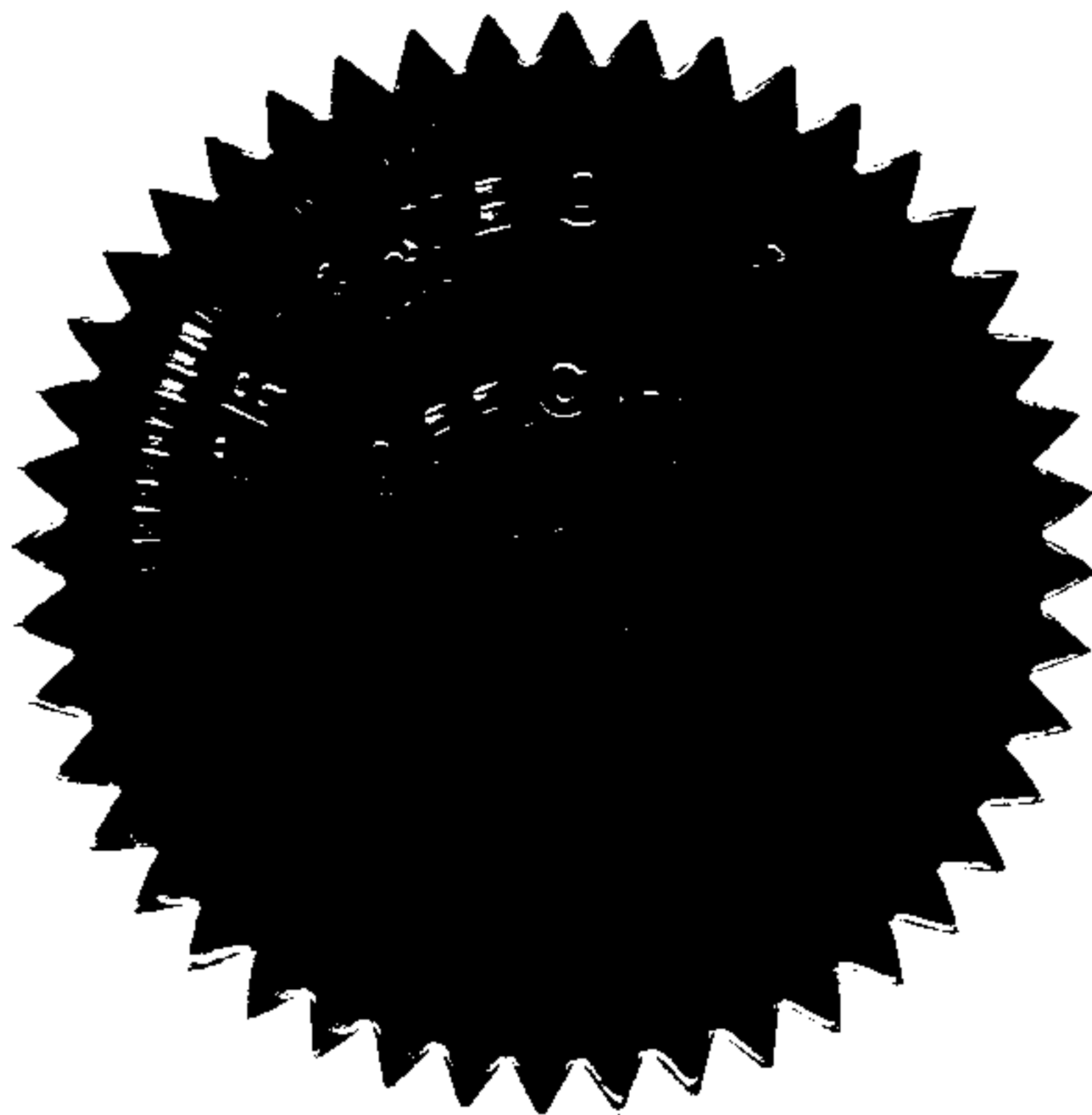
State of Alabama Shelby County

Certificate of Incorporation Restated and Amended Of SPECIAL EQUESTRIANS INC.


The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of SPECIAL EQUESTRIANS 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 authority vested in him by law, hereby issues this Certificate of Incorporation of SPECIAL EQUESTRIANS INC., and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 22nd day of February, 2011




James W. Fuhrmeister
Judge of Probate


20110222000059840 6/6 \$156.00
Shelby Cnty Judge of Probate, AL
02/22/2011 11:34:39 AM FILED/CERT