

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 19 2001

Bill Jones

Secretary of State

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
AMERICAN ENDURANCE RIDE CONFERENCE, INC.

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

JUL 19 2001

BILL JONES, Secretary of State

Leslie B. Fleming, DVM, and Louise Riedel, certify:

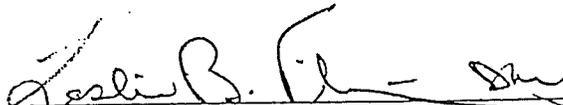
1. That we are the President and the Secretary, respectively, of American Endurance Ride Conference, Inc., a California non-profit corporation.
2. That Article Second of the Articles of Incorporation of American Endurance Ride Conference, Inc. shall be amended to read as set forth below.

SECOND: The specific and primary purposes of this corporation are:

- (a) To promote the sport and pastime of endurance riding, to act as an information center and clearing house for information concerning endurance riding, and to encourage better care and prevention of cruelty to animals and to receive (either in trust or otherwise) and maintain a fund or funds, and administer, apply and expend the income therefrom and the principal thereof, for the purposes above stated, within the United States of America.
- (b) To gather and disseminate information pertaining to the riding of horses over long distances, presently known in the Western United States of America as "endurance riding", and to encourage the riding of historical trails and to preserve such trails for future generations.
- (c) To encourage and sponsor the collection and publication of scientific data with detailed methodical examination and tests of horses, for beneficial use by the Veterinary and Medical professions.
- (d) To present awards for outstanding performance in endurance riding.
- (e) To exercise all the powers of a non-profit corporation set forth in Section 9501 of the corporations Code; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.
- (f) This organization is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(g) Notwithstanding any other provision of these Articles, the organization shall not carry on any activity not permitted to be carried on (1) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

3. That the Amendment has been approved by the Board of Directors.
4. That the Amendment was approved by the required vote of the members.


Leslie B. Fleming, DVM, President, AERC


Louise Riedel, Secretary, AERC

DECLARATION

The undersigned declares under penalty of perjury under the laws of the State of California that the statements contained in the foregoing Certificate of Amendment of Articles of Incorporation are true of his own knowledge and that this Declaration was executed on July 3, 2001, at Altoona, Wyoming.

Leslie B. Fleming - DVM
Leslie B. Fleming, DVM
President, AERC

The undersigned declares under penalty of perjury under the laws of the State of California that the statements contained in the foregoing Certificate of Amendment of Articles of Incorporation are true of her own knowledge and that this Declaration was executed on July 9, 2001, at Delmar, DE.

Louise Riedel
Louise Riedel
Secretary, AERC



STATE OF CALIFORNIA



OFFICE OF THE SECRETARY OF STATE

I, *EDMUND G. BROWN JR.*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

APR 11 1972



Edmund G. Brown Jr.
Secretary of State

ARTICLES OF INCORPORATION OF AMERICAN ENDURANCE RIDE CONFERENCE 649093

(A Non-Profit Corporation)

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, having associated ourselves for the lawful purposes hereinafter stated, other than pecuniary profit, do hereby this day voluntarily associate ourselves for the purpose of forming a non-profit corporation, pursuant to the General Non-Profit Corporation Law of the State of California, and do hereby certify:

FIRST: The name of this corporation is "AMERICAN ENDURANCE RIDE CONFERENCE, INC."

SECOND: The specific and primary purposes of this corporation are:

- (a) To promote the sport and pastime of endurance riding, to act as an information center and clearing house for information concerning endurance riding, and to encourage better care and prevention of cruelty to animals and to receive (either in trust or otherwise) and maintain a fund or funds, and administer, apply and expend the income therefrom and the principal thereof, for the purposes above stated, within the United States of America.
- (b) To gather and disseminate information pertaining to the riding of horses over long distances, presently known in the Western United States of America as "endurance riding", and to encourage the riding of historical trails and to preserve such trails for future generations.
- (c) To encourage and sponsor the collection and publication of scientific data with detailed methodical examination and tests of horses, for beneficial use by the Veterinary and Medical professions.

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

APR 11 1972

EDMUND G. BROWN Jr., Secretary of State
By BILL HOLDEN
Deputy

(d) To present awards for outstanding performance in endurance riding.

(e) To exercise all the powers of a non-profit corporation set forth in Section 9501 of the Corporations Code; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

FOURTH: That the principal office of this corporation is to be located in the County of Placer, State of California .

FIFTH: That the names and addresses of the persons who were named to act in the capacity of first directors are:

Phillip O. Gardner
Rt #1, Box 1622
Auburn, California 95603

Charles E. Barieau
P.O. Box 986
Auburn, California 95603

Marion Inez Robie
4800 Auburn-Folsom Road #82
Loomis, California 95605

SIXTH: The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be set forth in the By-Laws.

SEVENTH: That there is no capital stock, and there are no shares of stock and no member of this corporation shall be subject to any assessment or liability, by reason of membership, other than the payment of such membership dues as may be specified in the By-Laws of this corporation.

EIGHTH: That no amendment to these Articles shall be made which shall change

the purposes, as specified in Article THIRD hereof, for which any property then belonging to this corporation may be used, without the approval of 100% of the members.

NINETH: This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, or scientific purposes or for prevention of cruelty to animals and which has established its tax-exempt status under Section 501 (a) (3) of the Internal Revenue Code. If this corporation holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which this corporation's principal office is located, upon petition therefor by the Attorney General or by any person concerned in the liquidation.

IN WITNESS WHEREOF, the undersigned, being the persons hereinabove named as the first directors, have executed these Articles of Incorporation, this tenth day of April, 1972

STATE OF CALIFORNIA
COUNTY OF
PLACER

SS.

Phillip O. Gardner
Phillip O. Gardner, Incorporator

Charles E. Barieau
Charles E. Barieau, Incorporator

Marion Inez Robie
Marion Inez Robie, Incorporator

On April 10, 1972
before me, the undersigned
a Notary Public in and for said County and State, personally appeared
Phillip O. Gardner, Charles E.
Barieau and Marion Inez Robie

known to me to be the persons whose names are
subscribed to the within instrument and acknowledged that
they executed the same.

WITNESS my hand and official seal.
Jeanne Walling
Seal) Notary Public in and for said County and State.

