



State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of _____ 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

_____ 2008

Debra Bowen

DEBRA BOWEN
Secretary of State

FEB 23 2009

ARTICLES of INCORPORATION of
THE AMERICAN SHIRE HORSE EDUCATIONAL FOUNDATION, INC.
 a CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

I.

The name of this corporation is **THE AMERICAN SHIRE HORSE EDUCATIONAL FOUNDATION, INC.**

II.

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purposes of this corporation are to educate the public about and help preserve the Shire breed of horse, to promote humane education, and to carry on other activities associated with this purpose.

III.

The name and address in the State of California of this corporation's initial agent for service of process is Heinz Naef, 2910 E. Harcourt St., Rancho Dominguez, CA 90221.

IV.

- (a) This corporation is organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- (b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- (c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

V.

- (a) The property of this corporation is irrevocably dedicated to the purposes set forth in Article 2 and to charitable and educational purposes meeting the requirements for exemption provided by section 214 of the Revenue and Taxation Code. No part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
- (b) On the dissolution or winding up of the corporation, after paying or adequately providing for the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable, educational and scientific purposes, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Date: 2-18-09



 Heinz Naef, Incorporator



State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 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

OCT 15 2009

Debra Bowen

DEBRA BOWEN
Secretary of State

OCT 13 2009

RESTATED ARTICLES OF INCORPORATION of

THE AMERICAN SHIRE HORSE EDUCATIONAL FOUNDATION, INC.

The undersigned certify that:

1. They are the president and secretary of The American Shire Horse Educational Foundation, Inc., a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

I.

The name of this corporation is The American Shire Horse Educational Foundation, Inc.

II.

- (a) This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
- (b) The specific purposes of this corporation are to educate the public about and help preserve the Shire breed of horse, to promote humane education, and to carry on other activities associated with this purpose.
- (c) This corporation is formed, and shall be operated, exclusively to perform the the charitable, educational and scientific activities of The American Shire Horse Association.

III.

- (a) This corporation is organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- (b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the

Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

- (c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

IV.

- (a) The property of this corporation is irrevocably dedicated to the purposes set forth in Article 2 and to charitable, educational and scientific purposes meeting the requirements for exemption provided by section 214 of the Revenue and Taxation Code. No part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
- (b) On the dissolution or winding up of the corporation, after paying or adequately providing for the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable, educational and scientific purposes, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.


3. The foregoing Restated Articles of Incorporation has been duly approved by the board of directors.

4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate of Amendment are true and correct of our own knowledge.

Date:

9-28-09


Heinz Naef, President


Marcia Mayeda, Secretary



State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of this office.

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

APR 13 2010

Debra Bowen

DEBRA BOWEN
Secretary of State



**RESTATED ARTICLES OF INCORPORATION of
THE AMERICAN SHIRE HORSE EDUCATIONAL FOUNDATION, INC.**

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

MAR 30 2010

The undersigned certify that:

1. They are the president and secretary of The American Shire Horse Educational Foundation, Inc., a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

I.

The name of this corporation is The American Shire Horse Educational Foundation, Inc.

II.

- (a) This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
- (b) The specific purposes of this corporation are to educate the public about and help preserve the Shire breed of horse, to promote humane education, and to carry on other activities associated with this purpose.
- (c) This corporation is formed, and shall be operated, exclusively to perform the the charitable and educational activities of The American Shire Horse Association.

III.

- (a) This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- (b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the

Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

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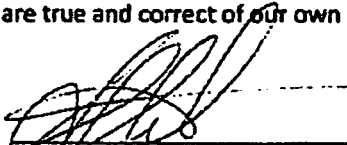
IV.


- (a) The property of this corporation is irrevocably dedicated to the purposes set forth in Article 2 and to charitable, educational and scientific purposes meeting the requirements for exemption provided by section 214 of the Revenue and Taxation Code. No part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
- (b) On the dissolution or winding up of the corporation, after paying or adequately providing for the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable, educational and scientific purposes, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate of Amendment are true and correct of our own knowledge.

Date: 3/29/10


Heinz Naef, President


Marcia Mayeda, Secretary

