

**PARTIAL MINUTES OF A SPECIAL MEETING
OF THE MEMBERS OF
LOUISIANA EQUINE COUNCIL**

A special meeting of the members of Louisiana Equine Council, a Louisiana nonprofit corporation, duly noticed, called and convened, was held pursuant to La. R.S. 12:237E in the City of Opelousas, La. on November 20, 2007, at which meeting 18 members were personally present or represented by written proxy.

After discussion, and upon motion duly made, seconded and passed, it was:

RESOLVED that the Articles of Incorporation of Louisiana Equine Council shall be amended and restated in their entirety to read as set forth hereinbelow, and that the officers and directors of said corporation are authorized and directed to execute such documents and take such actions, as they, in their sole discretion, deem appropriate in order to effect such amendment and restatement and to carry out this resolution:

**“ARTICLE I
CORPORATE NAME**

The name of the Corporation is “LOUISIANA EQUINE COUNCIL”.

**ARTICLE II
TERM**

The term of the Corporation’s corporation's existence shall be perpetual, unless dissolved in accordance with law.

**ARTICLE III
NON-PROFIT STATUS**

This Corporation is a non-profit corporation as defined in Chapter 2 of Title 12 of the Revised Statues aforesaid. This Corporation has not been formed for pecuniary profit or financial gain, and no part of its assets, income, profit or funds may be distributed to or inure to the benefit of its members, directors or officers.

ARTICLE IV
PURPOSE

The Corporation is organized exclusively as a membership organization exclusively for non-profit purposes, and shall be operated solely for the purposes of:

- (1) promotion and improvement of the Louisiana equine industry;
- (2) developing and expanding equine research and educational programs;
- (3) encouraging and facilitating the economic development of the Louisiana equine industry;
- (4) promoting the safe use and enjoyment of equines;
- (5) encouraging youth development through involvement with equines; and
- (6) any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof.

Notwithstanding anything to the contrary:

- (1) No part of the Corporation's earnings or assets may inure to the benefit of any member, director, officer or private person;
- (2) The Corporation shall not perform any services for members, directors, officers or private persons; and
- (3) The Corporation shall not engage in a regular business of a kind ordinarily carried on for profit, even if the business is operated on a cooperative basis or produces only sufficient income to be self-sustaining.

In furtherance of the foregoing corporate purposes, the Corporation shall have all powers available to it under Chapter 2 of Title 12 of the Louisiana Revised Statutes, together with the power to solicit grants and contributions for corporate purposes.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax

under Section 501(c)(6) of the Internal Revenue Code of 1954 and the regulations issued thereunder, as in effect from time to time.

ARTICLE V
REGISTERED OFFICE

This Corporation's registered office shall be located at:

9516 Airline Highway
Baton Rouge, Louisiana 70815

ARTICLE VI
REGISTERED AGENT

This Corporation's registered agent for service of process is:

Ron Harrell
9516 Airline Highway
Baton Rouge, Louisiana 70815

ARTICLE VII
INCORPORATORS

The incorporators' names and addresses are:

Bonnie Clark
P.O. Box 340
Wakefield, Louisiana 70784

Deborah S. Devitt
P.O. Box 319
Ethel, Louisiana 70730

Grace B. Simcoe
25154 Bickham Road
Jackson, Louisiana 70748

ARTICLE VIII
MEMBERSHIP

This Corporation is organized on a non-stock membership basis. There shall be four classes of membership. Class 1 membership provides membership for one individual who shall be the designated representative for such membership. Class 2 membership provides

membership for one individual who shall be the designated representative for such membership, plus such individual's children under the age of 18 who reside permanently with such individual. Class 3 membership provides membership for one individual who shall be the designated representative for such membership, plus such individual's spouse if such spouse resides permanently with such individual, plus the children under age 18 of such individual and such spouse who reside permanently with such individual. Class 4 membership provides membership for one entity (corporation, partnership, LLC, etc.), provided that, such entity shall designate in writing one individual to be the designated representative for such membership. This Corporation shall not issue membership certificates. Each membership shall be entitled to cast one vote on each matter which is reserved for a vote of the membership in the Corporation's Articles or Bylaws, or which is submitted to the membership for a vote by the Board of Directors (the "Board"). The vote associated with any membership may only be cast by the designated representative for such membership.

Any person or entity with an interest in furthering the purposes of the Corporation is eligible for membership upon paying the dues and meeting the criteria for eligibility for membership established from time to time by the Board in its sole and exclusive discretion; provided that, the Board shall have the power, in its sole and exclusive discretion, to refuse membership to any person or entity for any lawful reason.

ARTICLE IX BOARD OF DIRECTORS

The corporate powers and management of this Corporation shall be vested in and exercised by a board of directors (the "Board") consisting of up to nineteen (19) directors. All directors must be members of the Corporation.

There shall be three classes of director seats. There shall be seven (7) at-large director seats, each with a term commencing on January 1st of the calendar year following the calendar year in which the election to fill such seats is required to be held as provided below, and continuing for a term of four (4) years, or until the successor is elected and takes office.

There shall be seven (7) district director seats, each with a term commencing on January 1st of the calendar year following the calendar year in which the election to fill such seats is required to be held as provided below, and continuing for a term of four (4) years, or until the successor is elected and takes office. The seven districts shall be comprised as follows:

- District 1: Caddo, Bossier, Webster, Claiborne, Lincoln, Bienville, Jackson, DeSoto and Red River
- District 2: Union, Morehouse, West Carroll, East Carroll, Ouachita, Richland, Madison, Caldwell, Franklin and Tensas
- District 3: Sabine, Natchitoches, Winn, Grant, LaSalle, Catahoula, Concordia, Vernon, Rapides, Avoyelles
- District 4: Beauregard, Allen, Calcasieu, Jefferson Davis, and Cameron
- District 5: Evangeline, St. Landry, Acadia, Lafayette, St. Martin, Vermillion, Iberia, St. Mary, Assumption, Terrebonne and Lafourche
- District 6: Pointe Coupee, West Feliciana, East Feliciana, West Baton Rouge, East Baton Rouge, Iberville, Ascension, Livingston and St. Helena
- District 7: St. James, St. John the Baptist, St. Charles, Jefferson, Orleans, St. Bernard, Plaquemines, Tangipahoa, Washington and St. Tammany

There shall be up to five (5) board-appointed director seats, each with such term as is chosen by the Board in its discretion from time to time, but not to exceed four (4) years.

At-large directors must be Louisiana residents, and shall be elected by the vote of the entire membership of the Corporation. Each district director must be a resident of the district for which he is a candidate at the time of the election, and shall be elected by a vote of only the membership who reside in such district. Board appointed directors have no residency

requirement, and may be elected by the board from time to time in its sole and exclusive discretion for the purpose of giving representation to minor breeds, disciplines, allied industries, or educational institutions, or to otherwise help achieve the purposes of the Corporation.

Voting for at-large directors and district directors shall be by mail ballot in accordance with the Corporation's bylaws as in effect from time to time. Elections shall be held every two years in odd numbered calendar years, with the election of all at-large directors being held one year, and with the election of all district directors being held two years later; except that, an election for both at-large and district directors may be held in 2007, with the terms of all directors so elected commencing on January 1, 2008, and with the terms of the at-large directors so elected being only 2 years. The timing of the election of any board appointed director shall be determined by the board in its discretion from time to time.

Any vacancy occurring among the directors, whether by death, resignation or otherwise, may, but is not required to, be filled for the unexpired term, if any, by vote of the Board. Neither the failure to elect directors as called for above, nor the existence of one or more vacant seats on the board, shall impair the Corporation's existence or operations, or dissolve the Corporation; and the remaining directors shall continue in office and shall continue to have and exercise the full powers and management of the Corporation until any such vacancies are filled and/or until their successors are elected and take office.

A majority of the seated directors present in person and/or by teleconference shall constitute a quorum; and a quorum shall be necessary to consider any question that may come before any meeting of the Board. If a quorum is not present at a duly assembled meeting, a majority of those present may adjourn the meeting from time to time, but may not transact any

other business until a quorum is secured. A quorum being present, the affirmative vote of a majority of the directors present shall be necessary to decide any questions.

The Board shall have the power to make, amend and annul such by-laws, rules and regulations for the government of the affairs of this Corporation as it may deem proper, subject, however, to the right of the membership to change or repeal any bylaws made or amended by the directors.

Directors, in their capacities as directors, shall not receive any pecuniary benefit whatsoever from this Corporation, but they may be reimbursed for actual expenses incurred in discharging the business of this Corporation.

When present, the Corporation's president shall preside over meetings of the Board. When absent from a meeting, the Board shall elect a chairman to preside over such meeting.

ARTICLE X VOTING MEMBERSHIP

At all meetings of the membership, each membership shall be entitled to one vote on all matters properly before the membership for a vote, except that, in any election of district directors a member may only vote for a district director from the district within which such member resides. Except as otherwise provided in La. R.S. 12:237E, ten percent (10%) of the membership present in person, present by teleconference, and represented by written proxy filed with the Secretary shall constitute a quorum; and a quorum shall be necessary to consider any question that may come before any meeting of the membership. If a quorum is not present at a duly assembled meeting, a majority of those present may adjourn the meeting from time to time, but may not transact any other business until a quorum is secured. A quorum being present, the affirmative vote of a majority of the quorum shall be necessary to decide any questions properly before the membership for a vote. In its discretion, the Board may conduct any vote of the

membership by written mail ballot, provided that, an affirmative vote of a majority of the votes properly cast shall be required to carry or approve any actions voted upon in such manner, except as otherwise provided in La. R.S. 12:237E.

ARTICLE XI OFFICERS

The officers of this Corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer and such other officers as the directors may elect or appoint from time to time in their discretion. Any two or more offices may be held by the same person, except the office of President and Secretary. All officers must be members, and except as may be otherwise provided in the By-laws, shall be elected annually by the Board, and shall serve for one year, or until their successors are duly elected and installed, if later. The officers shall have such powers and duties as are delegated to them by the Board.

ARTICLE XII EXPENDITURE OF FUNDS

All assets, income, profit, and funds of this corporation shall be utilized and expended solely to carry out the objects and purposes of this Corporation previously stated herein, or may be employed or invested so that the revenues therefrom may be used to carry out the objects and purposes of this corporation, provided, however, that said investments may be converted thereafter into cash, and the proceeds used, as required, to carry out the objects and purposes of this corporation.

ARTICLE XIII TERMINATION

In the event of termination or dissolution of this Corporation, all of the remaining assets and property of this Corporation shall, after all liabilities and necessary expenses have been paid, be expended to carry out the objects and purposes of this Corporation previously stated herein, or

be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1054, as amended.

ARTICLE XIV
PROXIES

Any member absent from a meeting of the membership may be represented by any other member, who may cast the vote of the absent member according to his written proxy, general or special.

ARTICLE XV
DIRECTORS' CONSENTS IN WRITING

Voting on any action which would come before the Board may be carried out without a general or special meeting upon seven (7) days advance written notice by regular or electronic mail if directors having that portion of the total voting power which would be required to carry such action at a meeting at which all directors then in office were present, execute written consents to such action.”

Of the 18 members personally present or represented by written proxy at such meeting, 18 votes were cast in favor of the foregoing resolution, and _0_ votes were cast against the foregoing resolution.

After addressing other matters, upon motion duly made, seconded and passed, the meeting was adjourned.

ATTEST:

_Daniel Lyons_____, President
Date: _Dec. 21, 2008_____

_Howard J. Cormier_____, Secretary
Date: _Dec. 21, 2008_____

CERTIFICATE

I, _____, Secretary of Louisiana Equine Council, do hereby certify that the foregoing resolution was properly adopted by the members of Louisiana Equine Council at a meeting properly noticed, called and convened for such purpose in accordance with the requirements of La. R.S. 12:237E, that the vote count set forth above is correct, and that the foregoing action has not been revoked or rescinded.

Date

Secretary