

Alison Lundergan Grimes
Kentucky Secretary of State
Received and Filed:
9/22/2015 1:09 PM
Fee Receipt: \$8.00

ARTICLES OF INCORPORATION

ARTICLE I – NAME OF CORPORATION

Section 1

The name of the Corporation shall be International Association of Professional Farriers Inc.

ARTICLE II – PURPOSES AND POWERS

Section 1

Said Corporation is organized as a business league, within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986, as amended (“Code”), in such a manner that no part of its income or property shall inure to the private benefit of any donor, director or individual having a personal or private interest in the activities of the Corporation, except as reasonable compensation for services actually rendered.

Specifically the Corporation is organized to improve the business conditions of the farrier profession, strengthen the knowledge and skills of its members through maintaining the education and standards of farriery, providing continuing education opportunities and a forum for sharing of knowledge within its members, all within the purview of Section 501(c)(6) of the Code, or the corresponding section of any future federal tax code.

The Corporation shall be primarily supported by membership dues and other income from activities substantially related to its exempt purpose.

Section 2

The objects and purposes of the Corporation, and the powers it shall have and may exercise, are as follows:

- a. To solicit and acquire by gift, exchange or otherwise, property of any and all kinds, and to sell, transfer and otherwise dispose of any property it so acquires;
- b. To invest and reinvest any such property and the increments in, and avails or proceeds of, any such property in such investments as may be deemed advisable from time to time by the Corporation’s Board of Directors including, but not limited to, stocks, bonds, secured and unsecured obligations, undivided interests, leases, commercial paper, financial and governmental instruments, savings and other depository accounts and other securities and properties;
- c. To give, donate and contribute to any of the activities the Corporation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the Corporation is organized,

INTERNATIONAL ASSOCIATION OF PROFESSIONAL FARRIERS INC.

such money or property, or both, as the Corporation's Board of Directors may from time to time determine;

- d. To take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire, for the purposes herein set out, and to sell, transfer and dispose of any such property or reinvest the proceeds thereof as herein permitted;
- e. To accept gifts, bequests or devises of property of any kind, which any individual, firm, corporation or other entity may make to the Corporation, upon the terms, trusts and conditions set forth in the deed of gift, will or other instrument of writing executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation;
- f. To borrow money and give security therefor by pledging, mortgaging or otherwise hypothecating any property it may own, or any interest it may have in such property;
- g. To become a member of any other non-stock or non-profit corporation organized under the laws of any state, or to become affiliated with any other organization of like character existing under the laws of any state; and
- h. To do any and all things which the Corporation's Board of Directors may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes for which the Corporation is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of Chapter 273 of Kentucky Revised Statutes, or any other applicable law or statute of the Commonwealth of Kentucky, or section 501(c)(6) of the Code.

ARTICLE III – PRINCIPAL OFFICE

Section 1

The principal office of the Corporation shall be located at 1313 Washington Street, Unit 5, Shelbyville, Kentucky 40065

ARTICLE IV – OFFICERS, DIRECTORS AND INCORPORATOR

Section 1

The number of officers and directors constituting the initial Board of Directors shall be twelve (12). Thereafter the number of officers and directors shall be fixed, from time to time, by the Bylaws of the Corporation, without necessity of amending these Articles. The names and addresses of the persons who are the initial officers and directors of the Corporation include:

INTERNATIONAL ASSOCIATION OF PROFESSIONAL FARRIERS INC.

President	David D. Farley	3994 County Road 271 Coshocton, Ohio 43812
Vice President	Steven D. Prescott	4621 Auburn Knightdale Road Raleigh, North Carolina 27610
Treasurer	Royden A. Bloom	PO Box 116 Drummond, Wisconsin 54832
Directors	Brent C. Brown	8 Bayview Park Northport, Maine 04849
	Curtis Burns	PO Box 212616 Royal Palm Beach, Florida 33421
	Tim C. Cable	4950 Richmond Avenue Blasdell, New York 14219
	David G. Dawson	60 Mill Street Uxbridge, Ontario L9P 1H9
	James Gilchrist	12373 Wellington Preserve Road Wellington, Florida 33449
	Mike Hayward	560 Church Avenue San Martin, California 95046
	Cathy A. Lesperance	555 St George Street East Fergus, Ontario N1M 1L1
	Shane A. Westman	8261 Chuckanut Drive Bow, Washington 98232
	Adam D. Wynbrandt	1223 Blumenfeld Drive Sacramento, California 95815

Section 2

The name and address of the person responsible for incorporating the Corporation and serving as the Registered Agent is:

Bryan J. Quinsey	1313 Washington Street, Unit 5 Shelbyville, KY 40065-2906
------------------	--

ARTICLE V – DURATION

Section 1

The duration of the corporate existence shall be perpetual.

ARTICLE VI – MEMBERS

Section 1

The Corporation shall have members with such rights and qualifications as set forth in the Bylaws of the Corporation.

ARTICLE VII – DISTRIBUTION OF ASSETS UPON DISSOLUTION

Section 1

If, at any time, the Corporation dissolves, the assets of the Corporation shall be applied and distributed as follows:

- a. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision shall be made therefor.
- b. Assets that have been received and are held by the Corporation subject to limitations permitting their use only for charitable, scientific, educational or similar purposes shall be transferred or conveyed to (i) one or more corporations, societies or organizations organized under the laws of any state that are exempt under section 501(a) of the Code, (ii) the Federal government or (iii) a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law.
- c. Other assets, if any, shall be transferred or conveyed to (i) one or more corporations, societies or organizations organized under the laws of any state that are exempt under section 501(a) of the Code, (ii) the Federal government or (iii) a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law.
- d. Any assets not disposed of pursuant to the previous provisions of this ARTICLE VI shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located to such organizations, as the court shall determine which are organized and operated exclusively for charitable purposes and are exempt under section 501(a) of the Code.

ARTICLE VIII – INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1

The Corporation shall indemnify its officers and directors as provided in the Kentucky Revised Statutes. Such indemnification shall not be deemed exclusive of any additional indemnification which the Board of Directors may deem advisable or of any rights to which those indemnified may be otherwise entitled.

Section 2

Any repeal or modification of the ARTICLE VII shall not adversely affect any right or protection of an officer or director of the Corporation under this ARTICLE VII with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE IX – SEVERABILITY OF PROVISIONS

Section 1

Except as may conflict with the provisions of ARTICLE II, if any provision of these Articles of Incorporation, or its application to any person or circumstances, shall be held invalid by a court of competent jurisdiction, the invalidity shall not affect any other provisions or applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and to this end the provisions of these Articles of Incorporation are severable.

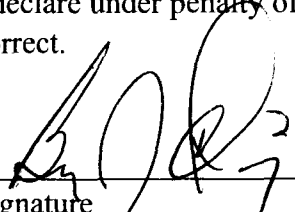
ARTICLE X – AMENDMENTS

Section 1

These Articles of Incorporation can be amended only by a 2/3 majority vote of the voting members of the Association present at a meeting of the Association, provided the proposed amendment has been submitted to the Board of Directors and presented to the membership at least sixty (60) days prior to the meeting.

Adopted by Board of Directors Resolution on September 20, 2015.

I declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.



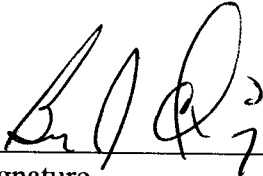
Signature

Bryan J. Quinsey
Incorporator

September 20, 2015
Date

INTERNATIONAL ASSOCIATION OF PROFESSIONAL FARRIERS INC.

I, Bryan J. Quinsey, consent to serve as the Registered Agent on behalf of the corporation.



Signature

Bryan J. Quinsey
Registered Agent

September 20, 2015
Date