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**ARTICLES OF INCORPORATION  
OF  
GALLOPING ACRES FOUNDATION, INC.  
(VIRGINIA NONSTOCK CORPORATION)**

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, states as follows:

**ARTICLE I.**

The name of the corporation is Galloping Acres Foundation, Inc.

**ARTICLE II.**

The corporation shall have no members.

**ARTICLE III.**

The number of Directors shall be fixed by the By-Laws, but shall not be less than two (2) nor more than thirty-five (35). The initial Directors and any other Directors elected by such initial Directors shall serve until the annual meeting following the organizational meeting. Except for the initial Directors, whose names are set forth in these Articles of Incorporation, the manner in which the Directors are to be elected or appointed shall be as provided in the By-Laws

**ARTICLE IV.**

The name of the corporation's initial registered agent is S. Bruce Lawson, who is an individual who is a resident of the State of Virginia and an initial director of the corporation.

**ARTICLE V.**

- (a) The corporation's initial registered office address is: 14326 Boondock Lane, Montpelier, Virginia 23192.
- (b) The registered office is physically located in the County of Hanover.

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## ARTICLE VI.

The names and addresses of the individuals who are to serve as the initial directors until the first annual meeting or until their successors are appointed and qualify are as follows:

**S. Bruce Lawson**

[REDACTED]

**Shannon R. Lawson**

[REDACTED]

## ARTICLE VII.

- (a) This corporation is organized, and shall be operated and administered, as a non-profit, tax-exempt organization qualifying under Section 501(c) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended. The purposes for which the corporation is formed is: to provide funding for therapeutic riding instruction and equipment for the disabled under professional supervision at an approved facility. And further to create a leisure opportunity for persons with disabilities to learn life skills.
- (b) In furtherance of its corporate purposes, the corporation shall have all the general powers enumerated in § 13.1-826 and § 13.1-827 of the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.
- (c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation and to make payments and distributions in the furtherance of the corporation's purpose.

## ARTICLE VIII.

In the event of dissolution or final liquidation of the corporation, all of the remaining assets and property of the corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the corporation and for necessary expenses thereof, be distributed to one or more organizations, as shall at the time qualify as an exempt organization or organizations under § 501(c) of the Internal Revenue Code, and whose purpose is to assist the disabled, as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director, officer, or any private individual.

FROM :

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Jun. 22 2005 04:11PM P2

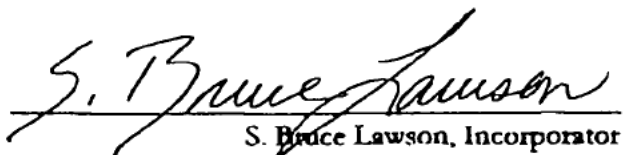
### ARTICLE IX.

To the full extent permitted by the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, no officer or director of the corporation shall be personally liable for damages in any proceeding brought by or in the right of the corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the corporation.

### ARTICLE X.

The name and address of the Incorporator is S. Bruce Lawson, [REDACTED]

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 21st day of December, 2005.

  
S. Bruce Lawson, Incorporator