

RESTATED AND AMENDED ARTICLES OF INCORPORATION

[Amended and Restated by the Corporation on May 14, 2008]

OF

NOKESVILLE HORSE SOCIETY

To form a nonstock and not-for-profit corporation under the provisions of Chapter 10 of Title 13.1 of the 1950 Code of Virginia, as amended (the "Virginia Nonstock Corporation Act"), the undersigned sets forth the following:

Article One - Name

The name of the corporation is Nokesville Horse Society (the "Corporation").

Article Two - Duration

The Corporation shall have a perpetual duration.

Article Three - Purpose

The Corporation is a charitable and educational not for profit corporation organized and operated exclusively for the purpose of education of its members and the general public on equestrian activities and the benefits thereof, promote to its members and the community at large the benefits of equine ownership, the improvement and preservation of the equestrian community in Northern Virginia, facilitate the development and preservation of public use equestrian trails and facilities for general public use, conduct promotions and activities for its members and the general public to advance the general interest, enjoyment, and recreation of equestrian activities and to exclusively receive and administer funds for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or

the corresponding provision of any future United States Internal Revenue law ("the Code").

Article Four - Membership

The Corporation shall have members national in scope. All persons interested in equestrian activities are eligible for membership. The classes of members, the qualifications for each class, and their respective rights (to specifically include voting rights) of each class, shall be as set forth in the Corporation's By-Laws. The Corporation shall be governed by a Board of Directors. The number of Officers shall be four (4) elected by the membership of the corporation in accordance with the Bylaws of the Nokesville Horse Society. The number of Directors shall consist of not less than four (4) nor more than twenty (20) persons who are members of the corporation and elected by the members of the corporation in accordance with the Bylaws of the Nokesville Horse Society.

The Corporation shall have three classes of membership: a) Individual Members who are members who join as a single individual, b) Family Members who consist of more than one individual from the same immediate family who join together and reside in the same household, and c) Household Members who consist of more than one resident living in the same household.

Article Five - Immunity

Private property of the directors, officers and members of this Corporation shall be forever exempted from all corporate debts and liabilities according to the provisions set forth herein. The Corporation shall indemnify any person who was or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal,

administrative or investigative (including any action or suit by or in the right of the Corporation to procure a judgment in its favor) by reason of the fact that he or she is or was a director or officer of the Corporation, against judgments, fines, amounts paid in settlement, and expenses (including attorney's fees) actually and reasonably incurred by him or her in connection with such action, suit or proceeding except only in relation to any claim, issue or matter as to which such person shall have been finally adjudged to be liable for his or her gross negligence or willful misconduct. Each such indemnity shall inure to the benefit of the heirs, executors and administrators of such person.

Any indemnity shall (unless authorized by a court) be made by the Corporation only as authorized in the specified case upon a determination that the director or officer was not guilty of gross negligence or willful misconduct in the performance of his or her duty and in the case of settlement, that such settlement was, or if still to be made, is consistent with such indemnity and the best interest of the Corporation. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. If the determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent counsel.

Expenses incurred in defending an action, suit, or proceeding, whether civil, administrative or investigative, may be paid for by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by vote of the Board of Directors, upon receipt of any undertaking by or on behalf of the director or officer to

repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized by this section.

The right of indemnification provided by this section shall not be exclusive of any other rights to which any director or officer may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, even as to claims, issues or matters in relation to which the Corporation would not have the power to indemnify such director or officer under the provision of this section. However, no person will be entitled to indemnification by the Corporation to the extent such person is indemnified by another, including an insurer.

The Corporation may purchase and maintain at its sole expense insurance against all liabilities or losses it may sustain in consequences of the indemnification provided for in this section, in such amounts and on such terms and conditions as the Board of Directors may deem reasonable.

Article Six - Dissolution

Upon the dissolution or winding up of the Corporation or in the event it shall cease to engage in carrying out the purposes set forth in these Articles, all of the business, properties, assets, and income of the corporation remaining after payment, or provision for payment, of all debts and all liabilities of this corporation, shall be distributed to a non-profit fund, corporation or foundation related to the purposes of this corporation as may be determined by the Board of Directors of this corporation in its sole discretion, and which has established its tax exempt status under Section 501(c)(3) of the Code.. In no event shall any of the business, property, assets or income of this corporation, in the event

of dissolution, be distributed to the directors or officers, either for the reimbursement of sums subscribed, donated or contributed by the same, or for any other purpose.

Article Seven - Various

Notwithstanding any other provision of these Articles, the Corporation will not carry on any activity not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code. The Corporation is organized exclusively for educational purposes, and no part of the net earning of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers, members, or other private persons. Except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article Three hereof.

Article Eight - Amendment

All provisions of these Articles of Incorporation shall be subject to amendment in accordance with the provisions of the Virginia Nonstock Corporation Act; provided, however, that any such amendments shall not disqualify the Corporation from maintaining federal income tax exemption under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law); and provided further that any such amendments shall not disqualify the Corporation from accepting contributions that are deductible under Section 170(c)(2) of the Code (or the corresponding provisions of any further United States Internal Revenue law).

Amendment to these amended and restated articles was proposed by the board of directors and submitted to the membership in accordance with the provisions of Virginia

Nonstock Corporation Act, and adopted by the members by unanimous consent where a quorum of the voting group entitled to vote on the amendment was formed and numbered 41.

SIGNED this 15th day of June, 2008 in

Prince William County, Virginia

A handwritten signature in dark ink, appearing to read "Roberta L. McIntyre". The signature is fluid and cursive, with the first name "Roberta" being more prominent.

Roberta L. McIntyre
President