Restatement and Amendment of

ARTICLES OF INCORPORATION
of
Arizona Dressage Association

Section 1. The name of the Corporation is ARIZONA DRESSAGE ASSOCIATION (hereinafter referred to as the Association).

Section 2. The Articles of Incorporation of the Association are hereby restated and amended. These restated and amended Articles of Incorporation shall replace and supersede all previous Articles and amendments thereto, and shall read as follows:

Article I

The Association's principal place of business shall be Phoenix, Maricopa County, Arizona, and at such other places in the County of Maricopa, State of Arizona as the Board of Directors may designate. The statutory agent of the Association shall be that person or entity as specified in the Statement of Change currently on file with the Arizona Corporation Commission.

Article II

The Association is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future federal tax code. The character of the affairs which the Association conducts is to provide and advance education concerning dressage.

Article III

The Association is not organized for pecuniary profit and shall not issue shares of stock or declare or pay dividends. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its Members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to a candidate for public office. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future

federal tax code.

Article IV

Upon the dissolution of the Association and payment of all liabilities, all remaining assets shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of Maricopa County, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Article V

The Association shall have Members. Membership is open to all persons without regard to race, color, gender, sexual preference, religion, national origin, disability or age. Members of the Association shall be entitled to elect Directors at the annual meeting of the Members, and after June 1, 2005, the Members shall be entitled to vote on amendments to the Articles of Incorporation and on amendments to the Bylaws of the Association. The Board of Directors shall manage and govern all other affairs and matters of the Association.

Article VI

At any time prior to June 2, 2005, these Articles of Incorporation and the Association Bylaws may be amended upon a twothirds vote of the Directors then eligible to vote. After June 1, 2005, these Articles of Incorporation and the Association Bylaws shall not be amended except upon an affirmative vote of threefourths of all Directors then eligible to vote, resolving to recommend that the proposed amendment be submitted to the Members, and a subsequent adoption of the proposed amendment by the Members, such adoption requiring an affirmative vote of threefourths of the votes cast by the Members, provided that the proper quorum (as defined in the Bylaws) of Members exists at the meeting at which the ballots are cast and counted.

Article VII

To the fullest extent permitted by law, as it now exists or as it may hereafter be amended, no Director of the Association shall be liable for damages for any act or omission committed by such Director acting in good faith, on behalf of the Association, and acting in his or her capacity as Director.

Article VIII

The Association shall indemnify any Director against liability if the Director's conduct that gave rise to liability was committed 1.) in good faith, 2.) on behalf of the Association, 3.) while the Director was acting in his or her capacity as Director, 4.) was in the best interests of the Association and, 5.) in the case of criminal proceedings, in addition to the preceding conditions, the Director also had no reasonable cause to believe that the conduct was unlawful.

Indemnification under this Article is limited to damages adjudged and reasonable expenses incurred in connection with the proceeding. A termination of a proceeding by judgment, order, settlement or conviction, or on a plea of no contest or its equivalent, is not of itself determination that the Director did not meet the standard of conduct described in this Article, however, indemnification shall be mandatory where the Director is the prevailing party in the proceeding

This Article shall not apply to any proceeding in which the Director was adjudged liable to the Association, or to any other proceeding charging improper personal benefit to the Director, whether or not involving acts committed in the Director's official capacity, in which the Director was adjudged liable on the basis that personal benefit was improperly received by the Director.

Article IX

The duration of the Association shall be perpetual.

Article X

The affairs and matters of the Association shall be governed by a Board of Directors consisting of not fewer than six nor more than twentyfive persons who shall be Members of the Association, such exact number to be fixed in the Bylaws. The Directors shall be elected at the Annual Meeting of the Members which shall be held at the home of the President, on the first Monday of February of each year, beginning at 6:30 p.m., or at such other time and location as the Board of Directors shall designate, provided that if such date falls on a legal holiday, then such meeting shall be on the next succeeding day not a legal holiday. Notwithstanding any other provisions of these Articles or Bylaws, the record date for the Annual Meeting of the Members shall be November 30 of the year immediately preceding the Annual Meeting of the Members. Directors shall serve terms as specified in the Bylaws or until their successors are elected and qualify. In the case of a vacancy on the Board of Directors, the remaining Directors shall appoint a member of the Association to fill the vacancy for the remainder of the vacant term.

Article XI

The Association shall not make loans of any type to any person or entity. No indebtedness, whether direct or contingent, shall be incurred by the Association unless duly authorized by the Board of Directors. At no time shall the Association's total liability and indebtedness, whether direct or contingent, exceed two hundred thousand dollars ($200,000).

Article XII

Except as otherwise required by law, Members of the Association shall not be liable for the debts or acts of the Association.

Section 3. The date of adoption of this Restatement and Amendment to the Articles of Incorporation is November 22, 2004.

Section 4. As of the date stated in Section 3 above, the Association has no Members, nor are there other persons, who are entitled by law, A.R.S. §§ 103721, 1011002, or by the Association Articles of Incorporation or Bylaws currently in effect, to vote on this Restatement and Amendment.

Section 5. The Board of Directors of the Association has duly voted by a unanimous vote to adopt the Restatement and Amendment of the Articles of Incorporation as set forth herein.

This instrument is executed for and on behalf of the Association this 22 day of November, 2004.

ARIZONA DRESSAGE ASSOCIATION

By __/S/ Lenore Kremen_____
President

By __/S/ Kay Lorenzen_____
First Vice President