

Delaware

The First State

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I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "HISA EQUINE RECOVERY FOUNDATION", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2025, AT 11:38 O`CLOCK A.M.



C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

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SR# 20254625790

Authentication: 205385903
Date: 11-20-25

You may verify this certificate online at corp.delaware.gov/authver.shtml

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
OF
HISA EQUINE RECOVERY FOUNDATION
(a Delaware nonstock, nonprofit corporation)

THE UNDERSIGNED, for the purpose of forming a nonstock, nonprofit corporation pursuant to Section 101 of the General Corporation Law of the State of Delaware ("**DGCL**"), hereby certifies:

FIRST: The name of the corporation (hereinafter referred to as the "**Corporation**") is HISA Equine Recovery Foundation.

SECOND: The address of the registered office of the Corporation is 251 Little Falls Drive, Wilmington, New Castle County, State of Delaware, 19808. The name of the registered agent of the Corporation at that address is Corporation Service Company.

THIRD: A. The Corporation is organized and shall be operated exclusively for charitable purposes and for the prevention of cruelty to animals within the meaning of Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States federal tax law (the "**Code**"). The specific purposes for which the Corporation is formed are: (a) to support the humane rescue and/or veterinary treatment, including but not limited to surgery, and rehabilitation of injured thoroughbred racehorses in order to avoid unnecessary euthanasia; (b) to solicit, receive, and accept donations, gifts, bequests, grants, income, and other things of value and to pay them over to organizations that are described in section 501(c)(3) and exempt from taxation under section 501(a) in support of the Corporation's purposes; and (c) to engage in any other lawful act or activity for which corporations may be organized under the DGCL, and by virtue of such statement all lawful acts and activities shall be within the purposes of the Corporation, except for express limitations, if any, contained in this Certificate of Incorporation.

B. In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Sections 121 and 122 of the DGCL, as now in effect or as may hereafter be amended, together with the power to solicit, receive, and administer contributions for such purposes. The Corporation may receive property by gift, devise, or bequest, invest or reinvest the same, and apply the income and principal thereof as the Corporation's board of directors ("**Board**") may from time to time determine.

FOURTH: The Corporation is not organized for profit and shall not have authority to issue capital stock.

FIFTH: The Corporation shall have one or more classes of members ("**Members**"). The designation of each class of Members, the qualifications and rights of Members of each class, and the conditions of membership for each class of Members shall be set forth in the Corporation's bylaws ("**Bylaws**"). The Bylaws shall provide whether a class of Members has voting rights or no voting rights

and each class of Members with voting rights shall be entitled to elect or appoint such number of members of the Board as shall be stated in the Bylaws. Except as otherwise provided in this Certificate of Incorporation or required by law, Members of any class that do not have voting rights shall not be entitled to vote on any matter, including the election or appointment of members of the Board. A member of the Board may be removed with or without cause by the Members of the class of membership that elected or appointed the particular director.

SIXTH: The name and mailing address of the sole incorporator is as follows:

John C. Roach

176 Pasadena Drive, Building One
Lexington, KY 40503

SEVENTH: Except for those powers specifically reserved to the Members in this Certificate of Incorporation or in the Bylaws, and except as otherwise provided by law, this Certificate of Incorporation, or in any Bylaws of the Corporation, the business and affairs of the Corporation shall be managed and all of the powers of the Corporation, including the power to amend the Bylaws, shall be exercised by the Board. The qualifications, election, or appointment and removal, number, tenure, powers, and duties of the members of the Board shall be as provided in the Bylaws.

EIGHTH: The duration of the existence of the Corporation is perpetual.

NINTH: A. The property of the Corporation is irrevocably dedicated to the purposes of the Corporation set forth in Article THIRD above, and no part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to, any director, officer, or Member of the Corporation or any other private person having a personal or private interest in the activities 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 furtherance of the purposes set forth in Article THIRD hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of or in opposition to any candidate for public office.

C. During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Code Section 509, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under Code Section 4942, and the Corporation is prohibited from engaging in any self-dealing (as defined in Code Section 4941(d)), from retaining any excess business holdings (as defined in Code Section 4943(c)) which would subject the Corporation to tax under Code Section 4943, from making any investments or otherwise acquiring or retaining any assets so as to subject the Corporation to tax under Code Section 4944, and from making any taxable expenditures (as defined in Code Section 4945(d)).

D. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from Federal income taxation as a corporation described in Code

Section 501(c)(3) or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Code Sections 170(c)(2), 2055(a)(2), and 2522(a)(2).

TENTH: 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 as the Board shall determine for one or more exempt purposes within the meaning of Code Section 501(c)(3), provided such purposes are consistent with Article THIRD hereof, including to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Code Section 501(c)(3). Any assets not so disposed of shall be disposed of by the court of competent jurisdiction exclusively for such purposes or to such organization or organizations as the court shall determine and which at the time qualifies as an organization described in Code Section 501(c)(3). In no event shall any of such assets or property be distributed to any director, officer, or Member of the Corporation, or any private individual, for other than a charitable purpose.

ELEVENTH: To the fullest extent permitted by the DGCL, as now in effect or as hereafter may be amended, no person who is or was a director, officer, or Member of the Corporation shall be personally liable to the Corporation or to any Member for monetary damages for any breach of fiduciary duty by such director, officer, or Member. Notwithstanding the foregoing sentence, a person who is or was a director, officer, or Member of the Corporation shall be liable to the Corporation to the extent provided by applicable law (i) for breach of the duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director, officer, or Member derived an improper personal benefit. Moreover, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code. No amendment to or repeal of this Article ELEVENTH shall apply to or have any effect on the liability or alleged liability of any director, officer, or Member of the Corporation for or with respect to any acts or omissions of such director, officer, or Member occurring prior to such amendment.

TWELFTH: Except to the extent limited in the Bylaws, the Corporation shall indemnify and advance expenses to a Member, former Member, director, former director, officer, or former officer of the Corporation in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to the fullest extent permitted by and in accordance with the DGCL and to the fullest extent otherwise permitted by Delaware law. No amendment to this Corporation's Certificate of Incorporation or repeal of any of its provisions shall limit or eliminate the protection afforded by this Article TWELFTH to a Member, former Member, director, former director, officer, or former officer with respect to any act or omission that occurred prior to such amendment or repeal. Moreover, the Corporation shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with any provision of the Code applicable to corporations described in Code Section 501(c)(3).

THIRTEENTH: The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and except as set forth in Articles ELEVENTH and TWELFTH, all rights conferred upon Members, directors, or any other persons by and pursuant to this Certificate of Incorporation are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole incorporator, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunto have set my hand and seal this 20th day of November, 2025.

/s/ John C. Roach

John C. Roach

Incorporator