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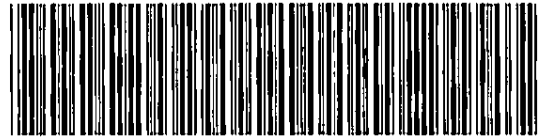
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COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Naval Aviation Museum Foundation, Inc.

DOCUMENT NUMBER: 711915

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

CAPT Charles E. Ellis Jr., JAGC, USN (Ret)

\_\_\_\_\_  
(Name of Contact Person)

Naval Aviation Museum Foundation, Inc.

\_\_\_\_\_  
(Firm/ Company)

1750 Radford Blvd., Suite B

\_\_\_\_\_  
(Address)

Pensacola, Florida 32508

\_\_\_\_\_  
(City/ State and Zip Code)

bbowers@navalaviationmuseum.org

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bill Bowers

850

308-8933

at

\_\_\_\_\_  
(Name of Contact Person)

\_\_\_\_\_  
(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☒ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy is  
Enclosed)

Mailing Address

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
THE NAVAL AVIATION MUSEUM FOUNDATION, INC.

ARTICLE I

The name of this Florida not-for-profit corporation shall be The Naval Aviation Museum Foundation, Inc.

ARTICLE II

The principal, mailing, and registered office address for the corporation shall be 1750 Radford Blvd, Suite B, Pensacola, Florida 32508. The current registered agent is Lt. Gen. Duane D. Thiessen, USMC (Ret).

ARTICLE III

The Naval Aviation Museum Foundation, Inc. (Foundation) is a private, non-profit, 501(c)(3) charitable educational corporation established to support, foster and perpetuate the National Naval Aviation Museum. This mission is accomplished by presenting the history, preserving the legacy and promoting the future of Naval Aviation as well as educational programs using aviation as a motivational factor. While the Foundation shall at all times remain a non-profit 501(c)(3) corporation, the Foundation may authorize and form such separate limited liability companies as may be necessary to achieve the goals and purposes of the Foundation as may be set by the Board of Directors. Any such limited liability companies shall be formed as non-profit.

ARTICLE IV

The qualifications of members and the manner of their admission shall be to citizens of the United States of America who are dedicated to the purposes and intents of this corporation and whose qualifications and categories shall be spelled out in the Bylaws of this corporation. This corporation shall have perpetual existence. In case of dissolution, the assets shall be contributed to the Navy Relief Society or to an organization exempt under the provisions of section 501(c)(3) of the Internal Revenue Code.

ARTICLE V

The names and residences of the original subscribers/incorporators were:

| <u>NAME</u>   | <u>Residence</u>   |
|---------------|--------------------|
| A. W. Radford | Washington, D. C.  |
| T. W. Moore   | New York, New York |
| R. H. Barnum  | New York, New York |
| J. J. Bergen  | New York, New York |
| R. B. Pirie   | Washington, D. C.  |

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O. L. Thorne  
J. W. Reeves, Jr.  
M. B. Gardner  
A. K. Doyle

New York, New York  
Pensacola, Florida  
Pensacola, Florida  
Pensacola, Florida

The first officers of this corporation, who served until the first election, were:

Chairman of the Board  
President  
First Vice President  
Second Vice President  
Third Vice President  
Treasurer  
Secretary

Arthur W. Radford  
Thomas W. Moore  
Robert H. Barnum  
John J. Bergen  
Robert B. Pirie  
Oakleigh L. Thorne  
James H. McCurtain

#### ARTICLE VI

The corporation shall have Trustees, each of whom shall be members of the corporation. The number of Trustees shall not be less than thirty nor more than sixty Trustees. The Trustees shall have such rights, responsibilities and duties as are enumerated in the Bylaws. The tenure, qualifications and election of the Trustees shall be as set forth in the Bylaws.

#### ARTICLE VII

The affairs of this corporation shall be managed by the Board of Directors. They shall have such rights, responsibilities and duties as are enumerated in the Bylaws. The number, tenure, qualifications and election of the Directors shall be as set forth in the Bylaws.

#### ARTICLE VIII

The officers of this corporation shall be as determined from time to time in the Bylaws. The officers shall have such rights, responsibilities and duties as are enumerated in the Bylaws. The tenure, qualifications and election of the officers shall be as set forth in the Bylaws.

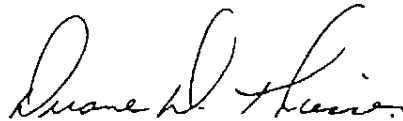
#### ARTICLE IX

The governing documents of this corporation (to wit, these Amended and Restated Articles of Incorporation, and the Bylaws) shall be made, altered, rescinded or modified by a two-thirds vote of the Directors at any regular meeting or at any special meeting called for that purpose. Notice for such meeting shall be given in such manner as is required by Florida Statutes.

## ARTICLE X

This corporation shall have each and every general power of a corporation not for profit. This corporation shall expressly have those powers set forth in Chapter 617, Florida Statutes, as may be amended, superseded or replaced, from time to time.

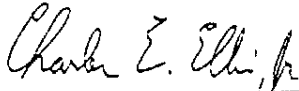
Pursuant to Chapter 617, F.S., and the provisions of the previous Articles of Incorporation, these Amended and Restated Articles of Incorporation of The Naval Aviation Museum Foundation, Inc. were adopted at a properly noticed meeting of the Trustees held on September 5<sup>th</sup>, 2018, at which a quorum was present and at least three-fourths of the votes were in favor of such amendment.



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Lt. Gen. Duane D. Thiessen, USMC (Ret)  
Current President/CEO

Attest:



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Captain Charles E. Ellis, Jr., JAGC, USN (Ret)  
Current Secretary

The date of each amendment(s) adoption: September 5, 2018, if other than the date this document was signed.

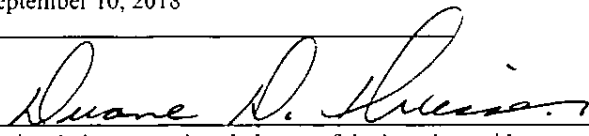
Effective date if applicable: September 5, 2018  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Adoption of Amendment(s) (CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated September 10, 2018

Signature   
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

LtGen Duane D. Thiessen, USMC (Ret)

(Typed or printed name of person signing)

President & CEO

(Title of person signing)