

N00000007283

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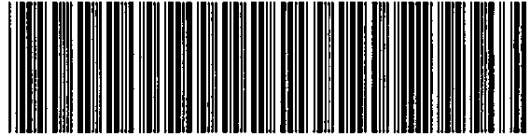
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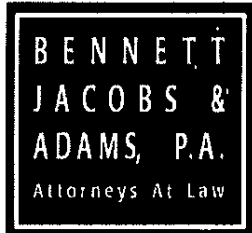


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December 21, 2015

Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

RE: Florida Air Museum, Inc.
Document Number: N00000007283

Ladies and Gentlemen:

Enclosed please find the following documents:

1. **Original** Articles of Amendment to Articles of Incorporation of Florida Air Museum, Inc., and
2. A check in the amount of \$35.00 payable to Division of Corporations for filing fee.

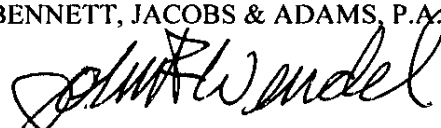
Please do the following:

1. File the original Articles of Amendment to Articles of Incorporation.

If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,
BENNETT, JACOBS & ADAMS, P.A.


John F. Wendel

JFW:jad/A2E1C99A8EE5E295
enclosure

cc: Robert C. Knight (with enclosure)
John Leenhouts (with enclosure)
R. Patrick Phillips (with enclosure)
Tracy Neal, CPA (with enclosure)

REPLY TO: LAKELAND

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FLORIDA AIR MUSEUM, INC.
Document Number: N00000007283

Pursuant to the provisions of §617.1001, Florida Statutes, this Florida corporation, not for profit, adopts the following amendments to its Articles of Incorporation:

ARTICLE V

BOARD OF DIRECTORS


Section 1. General: The business and property of this corporation shall be managed by a board of directors which shall have full control over the affairs of the corporation and shall be authorized to exercise all of its corporate powers. The board of directors shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and the bylaws of the corporation. The number of directors shall be increased or decreased from time to time in accordance with the bylaws, but shall never be less than three (3) nor more than fifteen (15), and shall always be a number that is divisible by three (3).


The director's term of service shall be as set forth in the bylaws. All directors shall be elected by the sole voting member, Sun 'n Fun Fly-In, Inc., which shall elect all directors and shall fill any vacancies caused by a director's death, resignation, or removal from office. Each director elected to fill any vacancies caused by a director's death, resignation, or removal shall serve for the balance of the term of the director replaced. Directors shall not be compensated for the performance of their duties as directors. Sun 'n Fun Fly-In, Inc. shall have the right to remove, with or without cause, any director and to replace any director so removed.

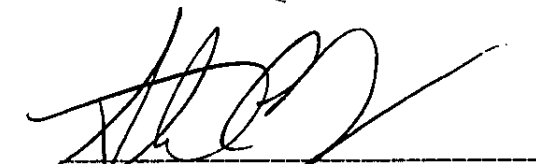
Effect: This Amendment to the Articles of Incorporation for Florida Air Museum, Inc. only changes ARTICLE V-BOARD OF DIRECTORS, Section 1. **General:** All other provisions of the Articles of Incorporation not inconsistent with this Amendment shall remain in full force and effect.

Adoption of Amendment: This amendment was approved and adopted on the 19th day of November 2015 by the Board of Directors of Sun 'n Fun Fly-In, Inc., the sole voting member of the corporation, at a noticed and scheduled directors meeting at which a quorum was present and member action was required.

IN WITNESS WHEREOF, the undersigned directors being all of the directors of Florida Air Museum, Inc. have executed these Articles of Amendment to the Articles of Incorporation of Florida Air Museum, Inc. this 19th day of November, 2015.


ROBERT KNIGHT, Director


R. PATRICK PHILLIPS, Director


STEPHAN C. BROWN, Director

CERTIFICATE OF ADOPTION

I, R. Patrick Phillips, the duly elected and qualified secretary of SUN 'n FUN FLY-IN, INC., a Florida corporation not for profit, do certify that the ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF FLORIDA AIR MUSEUM, INC., a Florida corporation not for profit, was voted upon and approved by the board of directors of SUN 'n FUN FLY-IN, INC., a Florida corporation not for profit, the sole voting member of FLORIDA AIR MUSEUM, INC., on November 17th 2015.



R.PATRICK PHILLIPS as Secretary
of SUN 'n FUN FLY-IN, INC. a
Florida corporation not for profit

CERTIFICATE OF ADOPTION

I, R. Patrick Phillips, the duly elected and qualified secretary of FLORIDA AIR MUSEUM, INC., a Florida corporation not for profit, do certify that the ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF FLORIDA AIR MUSEUM, INC., a Florida corporation not for profit, were voted upon and approved by the board of directors of SUN 'n FUN FLY-IN, INC., a Florida corporation not for profit, the sole voting member of FLORIDA AIR MUSEUM, INC., on November 17th 2015.



R.PATRICK PHILLIPS as Secretary
of FLORIDA AIR MUSEUM, INC.
a Florida corporation not for profit