

N 0000000 7283

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(Business Entity Name)

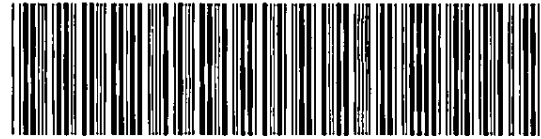
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2022 JUL 15 AM 11:25

ALLAHASSEMI

2022 JUL 15 AM 11:45

cf 8/23/2022

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 895716 82866A  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 35.00

ORDER DATE : August 19, 2022  
ORDER TIME : 8:34 AM  
ORDER NO. : 895716-005  
CUSTOMER NO: 82866A

DOMESTIC AMENDMENT FILING

NAME: AREROPACE CENTER FOR  
EXCELLENCE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland -- EXT#

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 18, 2022

CORPORATION SERVICE COMPANY

SUBJECT: AEROSPACE CENTER FOR EXCELLENCE, INC.  
Ref. Number: N00000007283

**RESUBMIT**  
Please give original  
submission date as file date.  
Original file date  
7/18/22

We have received your document for AEROSPACE CENTER FOR EXCELLENCE, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden  
Regulatory Specialist II

Letter Number: 622A00015953

2022 AUG 22 AM 11:34



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 21, 2022

CORPORATION SERVICE COMPANY

SUBJECT: AEROSPACE CENTER FOR EXCELLENCE, INC.  
Ref. Number: N00000007283

We have received your document for AEROSPACE CENTER FOR EXCELLENCE, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden  
Regulatory Specialist II

Letter Number: 122A00016311

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
Aerospace Center for Excellence, Inc.  
N00000007283**

2022 JUL 15 AM 11:45

Pursuant to the provisions of Section 617.1006, Florida Statutes, Aerospace Center for Excellence, Inc., a Florida not-for-profit corporation ("ACE"), adopts the following amendments to its Articles of Incorporation.

**FIRST:** The following Articles are added to the Articles of Incorporation:

- 1. ARTICLE III. – Article III of the Articles of Incorporation is hereby amended and restated in its entirety as follows:**

**ARTICLE III.**

The corporation is organized and shall operate exclusively for educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any prior or future Internal Revenue Code.

Consistent with such limitations, the purposes of this corporation shall be the furtherance of aviation, education and safety. The primary means by which the corporation shall achieve this purpose shall be to develop, establish and maintain an aviation education center. The aviation education center shall be operated in such a manner as to foster the free exchange of educational information with respect to construction, maintenance, repair and operation of aircraft, particularly experimental antique, historically significant, replica, aerobatic and sport aircraft. Training courses, seminars, forums, meetings, panel discussions, lectures and other activities designed to achieve aviation education and aviation safety shall be offered at the aviation education center. The aviation education center shall also serve as a facility to restore and preserve aircraft of historical significance. The corporation through its activities shall encourage and foster aviation matters, including air science and technology, among interested persons and interested groups (with a special emphasis on children and young adults). The corporation shall also undertake studies and research relating to aviation education and aviation safety, compile the results thereof and publish the same through any appropriate media. The corporation may also engage in any activity, which tends to promote understanding or improve relationships between groups interested in aviation education and aviation safety and which have objectives compatible with those of the corporation.

The corporation is not formed for pecuniary profit or financial gain; no part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual.

No part of its activities shall be the carrying on of propaganda, or otherwise attempting, to influence legislation; and it shall not participate, or intervene (including the publishing or distributing of statements), in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from the federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law), or (2) by a corporation, contributions to which are deductible under Section 170 (c) (2) of

the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

- 2. ARTICLE IV. – Article IV of the Articles of Incorporation is hereby amended and restated in its entirety as follows:**

**ARTICLE IV.**

The corporation may have one or more classes of members. The designation of such class or classes, the qualifications, limitations, and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of the members shall be as set forth in the Bylaws of the corporations.

- 3. ARTICLE V. – Article V of the Articles of Incorporation is hereby amended and restated in its entirety as follows:**

**ARTICLE V.**

The method of election of directors of the corporation shall be as stated in the Bylaws of the corporation.

- 4. ARTICLE VI. – Article VI of the Articles of Incorporation is hereby amended and restated in its entirety as follows:**

**ARTICLE VI.**

- A. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual.
- B. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal revenue Code.
- C. In the event of the dissolution of ACE, the residual assets of ACE will, by action of the Directors at a special meeting called for that purpose, be turned over to the SUN n' FUN Fly-In, Inc, a 501 (c) (3) as defined by the Internal Revenue Code. If the SUN n' FUN Fly-In, Inc. is unable or unwilling to accept, then the residual Assets will be turned over to one or more organizations which are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to Federal, State or local government for exclusive public use.
- D. At any time, if any, during which ACE is a "private foundation" as defined in Internal Revenue Code Section 509(a), it shall not:
  - i. Engage in any act of "self-dealing" as defined in Internal Revenue Code Section 4941(d), which would give rise to any liability for the tax imposed by Internal Revenue Code Section 4941(a);
  - ii. Retain any "excess business holdings", as defined in Internal Revenue Code Section 4943(c), which would give rise to any liability for the tax imposed by Internal Revenue Code Section 4943(a);


- iii. Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Internal Revenue Code Section 4944, so as to give rise to any liability for the tax imposed by Internal Revenue Code Section 4944(a);
- iv. Make any "taxable expenditures," as defined in Internal Revenue Code Section 4945(d), which would give rise to any liability for the tax imposed by Internal Revenue Code Section 4945(a); or (e) During the period it is a "private foundation" as defined in Internal Revenue Code Section 509, if any, ACE shall distribute, for the purposes specified in these Articles, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Internal Revenue Code Section 4942(a).

**SECOND:** The date of each amendments' adoption: October 8, 2019.

**THIRD:** Adoption of Amendments: The amendments were adopted by the directors at a meeting of the board of directors at which a quorum was present on October 8, 2019, and the number of votes cast for the amendments were sufficient for approval. There are no members or members entitled to vote on these amendments.

Dated effective as of October 8, 2019.

Aerospace Center for Excellence, Inc.

By:   
Print: Rick Garcia  
Title: Chairman of the Board