

Division of Corporations

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Florida Department of State
Division of Corporations
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Fax Number : (850) 205-0381

From: Account Name : LANDIS, GRAHAM, FRENCH, HUSFELD, SHERMAN & FORD, P.A.
Account Number : I20010000031
Phone : (386) 252-4717
Fax Number : (386) 253-7352

FLORIDA NON-PROFIT CORPORATION

Flight Training Alliance of Florida, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	04 (5)
Estimated Charge	\$87.50

W-23342

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ARTICLES OF INCORPORATION
OF
FLIGHT TRAINING ALLIANCE OF FLORIDA, INC.

The undersigned natural person hereby establishes a nonprofit corporation pursuant to the Florida Nonprofit Corporation Act and adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of this nonprofit corporation shall be the Flight Training Alliance of Florida, Inc. (the "corporation").

ARTICLE II
DURATION

The corporation shall have perpetual existence.

ARTICLE III
PURPOSES

The objects and purposes for which this corporation is formed are as follows: to promote better education for flight training students and to act as an alliance to improve flight training education schools.

ARTICLE IV
POWERS

In furtherance of its purposes, the corporation shall have all of the powers conferred upon corporations not for profit by the statutes and common law of the State of Florida in effect from time to time, including all of the powers necessary or desirable to perform the obligations and duties and exercise the rights and powers of the corporation under its Bylaws.

ARTICLE V
BYLAWS

The Board of Directors shall have power to adopt the initial Bylaws of the corporation. Thereafter, the power to amend such Bylaws shall be vested as provided in the Bylaws themselves.

ARTICLE VI
MEMBERSHIP

The corporation shall have one class of membership only. Each member shall have the voting rights set forth in the Bylaws. The Bylaws of the corporation shall contain provisions setting forth the rights, duties and responsibilities of its members.

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ARTICLE VII
BOARD OF DIRECTORS

The business and affairs of the corporation shall be conducted, managed, and controlled by a Board of Directors. The Board of Directors shall consist of that number of persons set forth in the Bylaws of this corporation, all of whom shall be members of this corporation. The number of directors of the corporation shall be fixed by the Bylaws, or if the Bylaws fail to fix such a number, then by resolution adopted from time to time by the board of directors, provided that the number of directors shall not be more than six nor less than three. The Board of Directors shall be elected by the members of this corporation in the manner set forth in the Bylaws of the corporation. The following persons are elected to serve as the corporation's initial directors until the first annual meeting of members or until their successors are duly elected and qualified:

Name and Address

Shoshana R. Lynch
1585 Aviation Center Parkway, Ste. 606
Daytona Beach, FL 32114

Robert Cooper
14609 Airport Parkway
Clearwater, FL 33762

Craig Washka
3939 International Gateway
Columbus, OH 43219

ARTICLE VIII
OFFICERS

The Board of Directors shall elect a President, a Secretary, a Treasurer, and such other assistant officers, including a Vice President, as the Board believes will be in the best interest of the corporation. The officers shall have such duties as may be prescribed in the Bylaws of the corporation and shall serve at the pleasure of the Board of Directors. The names and addresses of the initial officers shall be as follows:

President: Shoshana R. Lynch
1585 Aviation Center Parkway, Ste. 606
Daytona Beach, FL 32114

Secretary and Treasurer: Robert Cooper
14609 Airport Parkway
Clearwater, FL 33762

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ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify, to the maximum extent permitted by law, any person who is or was a director, officer, agent, fiduciary or employee of the corporation against any claim, liability or expense arising against or incurred by such person made party to a proceeding because he is or was a director, officer, agent, fiduciary or employee of the corporation or because he is or was serving another entity as a director, officer, partner, trustee, employee, fiduciary or agent at the corporation's request. The corporation shall further have the authority to the maximum extent permitted by law to purchase and maintain insurance providing such indemnification.

ARTICLE X
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address for the corporation is 1585 Aviation Center Parkway, Suite 606, Daytona Beach, FL 32114.

ARTICLE XI
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be at 1585 Aviation Parkway, Suite 606, Daytona Beach, FL 32114, and the initial registered agent at that office shall be Shoshana R. Lynch.

ARTICLE XII
AMENDMENTS

Amendments to these Articles of Incorporation shall be adopted in the manner set forth in the Bylaws of the corporation.

ARTICLE XIII
NOT FOR PROFIT

This corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of any member or individual.

ARTICLE XIV
DISSOLUTION

In the event of the liquidation or dissolution of this corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or such proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed exclusively for purposes within those purposes set forth in these Articles of Incorporation and within the provisions of §501(c)(3) of the Internal Revenue Code, as amended, and its regulations, as they now exist or as amended from time to time.


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ARTICLE XIV
INCORPORATOR

The name and address of the incorporator is:

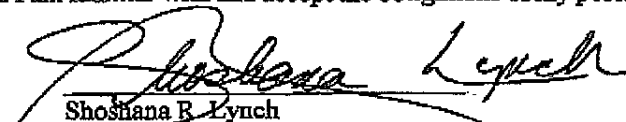
Shoshana R. Lynch
1585 Aviation Center Parkway, Ste. 606
Daytona Beach, FL 32114

Dated this 8th day of October, 2001.


Shoshana R. Lynch, Incorporator

Acceptance by Registered Agent

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in these Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Shoshana R. Lynch
10/8/01
Date

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