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1938 - 2000

\* BOARD CERTIFIED IN REAL ESTATE

Certified Mail - Return Receipt Requested

December 10, 2001

State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/13/01--01011--001
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Wings Over Miami Museum, Inc., a Florida not for profit corporation

To Whom It May Concern:

Enclosed are an original and one copy of Articles of Incorporation of Wings Over Miami Museum, Inc., a Florida not for profit corporation, and a check for \$78.75 to cover the filing fee, registered agent designation fee and the certified copy fee. Please send to me a certified copy of the filed Articles of Incorporation.

If you have any questions, please do not hesitate to call me.

Sincerely,

[Handwritten signature of L.M. Ploucha]

L.M. Ploucha

LMP:sy
Enclosures

cc: Thomas Righetti, M.D.
Walter H. Orth, Jr.
Jerry L. Carney, C.P.A. (w/encl.)

01 DEC 12 AM 9:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten date: 12/13/01

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01 DEC 12 AM 9:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**WINGS OVER MIAMI MUSEUM, INC.**

**(a corporation not for profit)**

ARTICLE I

CORPORATE NAME

The name of this corporation is WINGS OVER MIAMI MUSEUM, INC.

ARTICLE II

PURPOSE

1. The purpose of the corporation is to operate a museum dedicated to the history of aviation, with particular emphasis on the aviation history of South Florida, to restore and display historical aircraft and aviation artifacts, both flying and static display, to educate the public on the role played by aviation in our society and our nation's and region's history, to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereunder set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes or to make contributions to organizations duly authorized to carry on charitable, religious, scientific, literary or educational activities within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code; to solicit and receive gifts, bequests, donations, contributions, conveyances, deeds of real estate, stocks, securities or commodities and devises of monies and properties and to use and apply the net income and principal exclusively and in furtherance of the undertakings of the corporation; to receive, own, hold, administer, distribute and dispose of properties of all kinds, whether real, personal or mixed, and whether acquired by gift, bequest, devise, purchase or otherwise; to borrow monies and to do and perform all lawful acts

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necessary, suitable and proper for the purposes hereinbefore enumerated. Provided, however, that unless specified by donors, grantors and contributors to the contrary, all sums of money, property, securities and commodities and donations of every kind shall be considered as permanent funds and used and applied to the purposes and uses above enumerated.

2. No part of the earnings of the corporation shall inure to the benefit of any Director or Officer of the corporation, or any other person (except that the corporation may pay reasonable compensation to its Directors and Officers for services rendered to or on behalf of the corporation and may make other payments and distributions in furtherance of one or more of its purposes), and no Director or Officer of the corporation, or any other person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

3. The corporation shall not engage in any act of self dealing, as defined in section 4943(c) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

4. The corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes within the meaning of section 4944, so as to give rise to any liability for tax imposed by section 4944(a), of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

5. The corporation shall not make any taxable expenditures as defined in section 4945(d), which would give rise to any liability for tax imposed by section 4944(a), of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

6. Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization

exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

### ARTICLE III

#### MEMBERS

The qualification of members and the manner of their admission shall be determined under and pursuant to the Bylaws of the corporation.

### ARTICLE IV

#### INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

L.M. Ploucha, Esq.  
Atkinson, Diner, Stone,  
Mankuta & Ploucha, P.A.  
1946 Tyler Street  
Hollywood, Florida 33020-4517

### ARTICLE V

#### BOARD OF DIRECTORS

The number of Directors may be altered from time to time as determined under and pursuant to the Bylaws of this corporation. However, the corporation shall have no less than three (3) Directors at any time. The method of election or appointment of Directors shall be stated in the Bylaws of this corporation. The initial Directors are as follows:

Thomas Righetti, M.D.  
13724 S.W. 92<sup>nd</sup> Court  
Miami, FL 33176

Kermit Weeks  
1400 Broadway Blvd., S.E.  
Polk City, Florida 33868

Walter H. Orth, Jr.  
321 Los Piños Place  
Coral Gables, FL 33143-6426

Vincent Tirado  
14710 S.W. 128<sup>th</sup> Street  
Miami, FL 33196

L.M. Ploucha  
1946 Tyler Street  
Hollywood, Florida 33020-4517

A. Jay Cristol  
Chief Judge Emeritus  
Claude Pepper Federal Building  
51 S.W. First Ave., Chambers 1412  
Miami, Florida 33138

Willard Shepard  
c/o WTVJ-TV  
15000 S.W. 27<sup>th</sup> Street  
Miramar, Florida 33027

Paul Stutsman  
7532 S.W. 143<sup>rd</sup> Avenue  
Miami Florida 33183

Dale Snodgrass  
3501B N. Ponce de Leon Blvd.  
#397  
St. Augustine, Florida 32084

John Nordt, M.D.  
427 Biltmore Way  
Coral Gables, Florida 33134

#### ARTICLE VI

#### BYLAWS

The Bylaws of this corporation shall initially be adopted by its Directors, and shall thereafter be adopted, amended or repealed by its Directors or its members under and pursuant thereto.

#### ARTICLE VII

#### DISSOLUTION

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### ARTICLE VIII

#### MAILING ADDRESS AND PRINCIPAL OFFICE

The corporation's initial mailing address and principal office is:

14710 S.W. 128<sup>th</sup> Street  
Miami, FL 33196

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE IX

COMMENCEMENT DATE

Corporate existence will commence on the date these Articles of Incorporation are filed by the Florida Secretary of State.

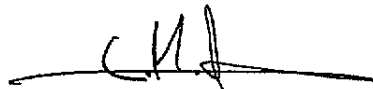
ARTICLE X

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

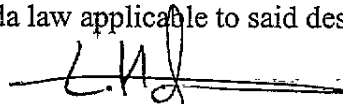
L.M. Ploucha, Esq.  
Atkinson, Diner, Stone,  
Mankuta & Ploucha, P.A.  
1946 Tyler Street  
Hollywood, Florida 33020-4517

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, does make and file these Articles of Incorporation this 10<sup>th</sup> day of December, 2001, hereby declaring and certifying that the facts stated are true.



L.M. PLOUCHA

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of Florida law applicable to said designation.



L.M. PLOUCHA