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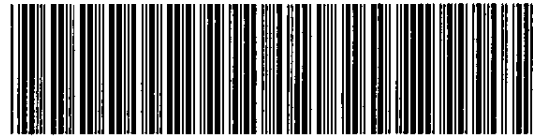
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J. Shivers AUG 23 2011

N11-22677

AIRLIFT FLYERS AVIATION CORP.

ARTICLES OF INCORPORATION

in compliance with Chapter 617 Florida Statutes (Charter)

Articles of Incorporation of the undersigned citizens of the United States of America, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

First Article: The name of the Corporation shall be Airlift Flyers Aviation Corp., hereinafter referred to as "Corporation"

Second Article: The mailing and street address of the office of the Corporation is 10815 NW 33rd Street Miami, Florida 33172.

Third Article: Said Corporation is committed to promoting public-service aviation by arranging, coordinating and facilitating free or subsidized air transportation granted by generous independent flight donors and aircraft operators to benefit eligible charitable organizations on overseas missions delivering humanitarian aid, emergency relief, healthcare assistance, educational development and economic self-sufficiency programs to combat poverty, disease, ignorance and hopelessness among destitute, marginalized, disaster-stricken or impoverished populations of the Caribbean and Central America.

Fourth Article: The manner in which the inaugural group of Directors is appointed shall be initially by invitation at the discretion of the Founder / Chairman; thereafter Directors may, by two-thirds majority vote, appoint and elect new members and / or re-elect their peers perpetually for two-year periods but not to exceed sixteen Directors serving concurrently. The terms and conditions by which Directors are elected or serve the Corporation shall be reviewed by a duly appointed Committee and voted upon by two-third majority of Directors.

Fifth Article: The names, titles and address of the founding Directors of the Corporation are as follows:

- Richard G. Sante, Founder, Chairman, President, Treasurer, Secretary. 12105 S.W. 109th Court Miami, FL 33176. International trade specialist.
- Alfredo Cordero, Director, FBO Affairs, 28790 SW 117th Avenue, Homestead, FL 33030. Private SEL pilot and FBO operator.
- Daniel Pierson, Technical Director, 12105 SW 114th Place, Miami, Florida 33176. President, Technical Aero Services, Inc.
- Fr. Jesus Medina, Spiritual Director, 7500 SW 152nd Street, Palmetto Bay, FL 33157. Ordained Catholic Priest, Pastor, Flight Engineer, ATP.
- Sergio Lozano, Airfreight Logistics Director, 2875 NW 82nd Avenue, Miami, Florida 33122. Licensed Broker, United States Customs & Border Patrol.
- Charles Caldwell, IT Director, 10453 SW 120th Street, Miami, Florida 33176.

- Robert Castrillo, Operations Director, 9441 SW 226 Terrace, Cutler Bay, Florida 33190. Commercial pilot.
- Buford R. (Randy) Witt, Consulting Director, 3648 St. Gaudins Road, Miami, Florida 33133. Retired USAF Brigadier General.
- Richard de Gale, Planning Director. 15111 SW 136th Place, Miami, Florida 33186. ATP.

Sixth Article: The initial Registered Agent is Richard G. Sante, 12105 SW 109th Court,, Miami FL 33176, undersigned below.

Seventh Article: The Incorporator is Richard G. Sante, 12105 SW 109th Court, Miami FL 33176, undersigned below.

Eight Article: No part of the Corporation's property or funds shall inure to the benefit of, or be distributable to its Directors, members, trustees, officers, employees or other private entities or persons. No substantial part of the activities of the Corporation shall be the carrying on of political propaganda, or otherwise attempt to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Not withstanding any other provision of these articles, the Corporation shall be governed and conducted in strict conformance to all present and future regulations pertaining to section 501(c)(3) organizations under the Internal Revenue Code.

Ninth Article: In the event of dissolution of the Corporation, the Director(s) or sole remaining officer shall, by duty, after paying and making provisions for the payment of all obligations, distribute all assets to a charitable international humanitarian organization registered as a 501(c) (3) non-profit entity under the IRS.

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Richard G. Sante
Richard G. Sante

April 15, 2011
Date

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I, Richard G. Sante, the Incorporator, submit this document and affirm that the facts herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in s.817.155, F.S.

Richard G. Sante
Richard G. Sante

April 15, 2011
Date