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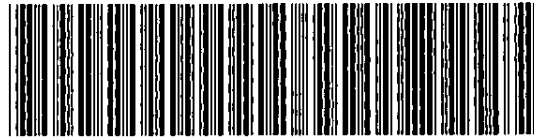
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DIVISION OF CORPORATIONS
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APPROVED
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15 FEB 12 PM 4: 44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Lakeland Aero Club, Inc.

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 13, 2015

CAPITAL CONNECTION, INC./SETH

SUBJECT: LAKELAND AERO CLUB, INC.
Ref. Number: W15000010806

We have received your document for LAKELAND AERO CLUB, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the corrected original and one copy of 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) 245-6052.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 015A00003076

APPROVED
AND
FILED.

**ARTICLES OF INCORPORATION
OF
LAKELAND AERO CLUB, INC.**

15 FEB 12 PM 4:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, to form a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation.

**ARTICLE I.
NAME**

The name of the corporation is **LAKELAND AERO CLUB, INC.**

**ARTICLE II.
COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the corporation shall commence on the date on which the Articles of Incorporation are filed with the Division of Corporations of the Florida Department of State.

**ARTICLE III.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the corporation and the mailing address of the corporation is 4175 Medulla Road, Lakeland, Florida 33811.

**ARTICLE IV.
PURPOSES**

The corporation is organized and shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding Section of any prior or future Internal Revenue Code. Consistent with such limitations, the purposes of the corporation shall be to develop and further the education, instruction, and training of persons in matters involving, pertaining to, and regarding aerodynamic, aerospace, and aviation education, history, safety, and tradition, and in the operation, maintenance, navigation, and preservation of the various categories and classifications of aircraft; to educate, instruct, prepare, and teach persons the principles and theories of flight; and to educate, instruct, prepare, teach, and train persons to operate and fly the various categories and classifications of aircraft in a careful, disciplined, responsible, safe, and skillful manner. Forums, lectures, meetings, panel discussions, seminars, training courses, and other activities designed to achieve the purposes of the corporation may be offered by the corporation. Further, the corporation may also raise, receive, and maintain a fund or funds for the acquisition by lease or purchase of suitable aircraft to educate, instruct, prepare, teach, and train persons to operate

and fly such aircraft, and for the acquisition of real property and/or personal property for any one or more of the purposes of the corporation and for any one or more lawful purposes and within the scope of the purposes of the corporation.

ARTICLE V. MEMBERS

The corporation shall not be obligated or required to have any members. Nonetheless, should the board of directors of the corporation determine that the corporation shall have members, the board of directors of the corporation shall only provide for one (1) or more classes of non-voting members, and the method of selecting and admitting members, the criteria for membership, the classification of members, and the rights of the members of each class shall be as set forth in the Bylaws of the corporation. Notwithstanding the foregoing, there shall be no policy whatsoever providing for any form of discrimination against any person based on race, color, or religion.

ARTICLE VI. BOARD OF DIRECTORS

The business and property of the corporation shall be managed exclusively by a board of directors of the corporation which shall have full and absolute control over the affairs of the corporation and shall be authorized to exercise all of the corporate powers of the corporation. 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 may be increased or decreased from time to time and at any time in accordance with the Bylaws of the corporation, but shall never be less than three (3) nor more than nine (9). The board of directors of the corporation shall be comprised of five (5) classes, which five (5) classes shall be designated Class I, Class II, Class III, Class IV, and Class V, respectively, whose respective terms shall expire at the first (the 2016 annual meeting of the board of directors of the corporation), the second (the 2017 annual meeting of the board of directors of the corporation), the third (the 2018 annual meeting of the board of directors of the corporation), the fourth (the 2019 annual meeting of the board of directors of the corporation), and the fifth (the 2020 annual meeting of the board of directors of the corporation), next immediately following annual meetings of the board of directors of the corporation. No director shall serve for more than two (2) complete consecutive five (5)-year terms. All of such directors shall be elected by the board of directors of the corporation. Upon the expiration of the term of each member of the board of directors, the board of directors of the corporation shall elect a successor director. Each successor director and all subsequent directors shall serve for a term of five (5) years and shall hold office until his or her successor shall have been elected and qualified. The board of directors of the corporation shall elect directors whose terms have expired and shall fill any vacancy caused by a director's death, resignation, or removal from office at any annual, regular, or special meeting of the board of directors of the corporation. 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 who is being replaced. Directors shall not be compensated for the performance of their duties as directors, but may be reimbursed for expenses incurred in the performance of their duties as directors as determined by the board of directors of the corporation. The board of directors of the corporation shall, by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present, have the right to remove, with or without cause, any director and to replace any director so removed.

ARTICLE VII. OFFICERS

The officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer, and such other officers as the board of directors, from time to time and at any time, shall deem necessary. Any two (2) or more offices may be held by the same person. All officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation. Officers (including an officer who is also a member of the board of directors of the corporation) may be compensated for the performance of his or her duties as an officer as determined by the board of directors of the corporation. Officers may be reimbursed for expenses reasonably and necessarily incurred in the performance of their duties as officers as determined by the board of directors of the corporation. The board of directors of the corporation shall, by majority vote, have the right to remove, with or without cause, any officer and to replace any officer so removed.

ARTICLE VIII. LIMITATIONS AND PROHIBITED ACTIVITIES

The corporation shall be bound by the following:

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 or entity;

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 Section of any prior or future Internal Revenue Code;

C. In the event of the dissolution of the corporation, the residual assets of the corporation shall be turned over to one or more organizations which themselves 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 Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively;

D. No substantial part of activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation; and

E. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE IX.
INDEMNITY OF DIRECTORS AND OFFICERS**

The corporation shall indemnify, hold harmless, and defend, including, but not limited to, attorneys' fees and costs, any director or any officer for any acts or alleged acts committed or allegedly committed by such director or officer while serving in his or her capacity as a director or as an officer of the corporation to the extent permitted by Florida and federal law.

**ARTICLE X.
BYLAWS**

The Bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

**ARTICLE XI.
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of this corporation is John F. Wendel, 5304 South Florida Avenue, Suite 404, Lakeland, Florida 33813.

**ARTICLE XII.
INCORPORATOR**

The name and address of the sole incorporator of this corporation is John F. Wendel, 5304 South Florida Avenue, Suite 404, Lakeland, Florida 33813.

APPROVED
AND
FILED

15 FEB 12 PM 4:45

**ARTICLE XIII.
AMENDMENTS TO
ARTICLES OF INCORPORATION**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation may be amended or restated only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on this 10TH day of February, 2015.



John F. Wendel, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, John F. Wendel, having been named to serve as registered agent for **LAKELAND AERO CLUB, INC.**, do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.

DATED this 10TH day of February, 2015.



John F. Wendel, Registered Agent