

N99 000000967

DEAN, MEAD & MINTON

ATTORNEYS AND COUNSELORS AT LAW

P. O. BOX 2757
FORT PIERCE, FLORIDA 34954-2757

1903 SOUTH 25TH STREET
SUITE 200
FORT PIERCE, FLORIDA 34947

(561) 464-7700
(561) 562-7700
FAX (561) 464-7877

February 12, 1999

VIA FEDERAL EXPRESS

Department of State
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, Florida 32301

800002775318--7
-02/15/99--01078--013
*****78.75 *****78.75

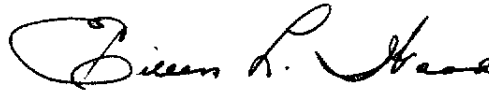
Re: Articles of Incorporation of The Cherokee Flyers, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of The Cherokee Flyers, Inc., together with a check for \$78.75 to cover the \$35.00 filing fee, \$8.75 certified copy fee and \$35.00 fee for designation of registered agent.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Very truly yours,



Eileen L. Wood
Legal Assistant to
Michael D. Minton

FILED
99 FEB 15 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/ew

Dmc
2-16-99

①

Enclosures

cc: William W. Caldwell, Esq. (w/enclosures)

F:\DATA\EW\CORP.MDM\Cherokee\ARTICLES.LTR

IN ORLANDO
DEAN, MEAD, EGERTON, BLOODWORTH,
CAPOUANO & BOZARTH, P. A.
(407) 841-1200

DEAN
MEAD

IN BREVARD COUNTY
DEAN, MEAD, SPIELVOGEL, GOLDMAN & BOYD
(407) 453-2333 • (407) 259-8900 • (407) 725-6373

ARTICLES OF INCORPORATION

OF

THE CHEROKEE FLYERS, INC.

FILED

99 FEB 15 AM 8:46

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation is THE CHEROKEE FLYERS, INC.

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the corporation is 3106 Cherokee Drive, Vero Beach, Florida 32960 and the mailing address of the corporation is 3106 Cherokee Drive, Vero Beach, Florida 32960.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The corporation is organized exclusively for charitable, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to:

1. To provide flight training, instruction and education in accordance with the regulations of the appropriate state and federal aviation agencies;

2. To provide continuing education and training for aircraft mechanics in the areas of aircraft maintenance and repair, in accordance with the regulations of the appropriate state and federal aviation agencies;

3. To educate the public regarding safety in flying; and

4. To support and carry on research and education regarding all aspects of flight training safety and other areas of general aviation.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article.

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

3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

(i) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(ii) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(iii) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV - ELECTION OF TRUSTEES

The Board of Trustees of the corporation shall be elected as provided in the Bylaws. The Board of Trustees shall at all times consist of at least three (3) persons.

ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 756 Beachland Boulevard, Vero Beach, Florida, and the name of the initial registered agent of this corporation at that address is William W. Caldwell. The Board of Trustees may from time to time designate a new registered office and registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this corporation are:

<u>Name</u>	<u>Address</u>
William W. Caldwell	756 Beachland Boulevard Vero Beach, Florida 32963

ARTICLE VII - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed as determined by the Board of Trustees for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, direc-

tor, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE VIII - MEMBERS

The initial member of the corporation shall be the incorporator of these Articles of Incorporation, and additional persons may be approved for membership by the Board of Trustees, in such manner as may be prescribed by the Bylaws of the corporation. The corporation expressly reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion, sex or national origin.

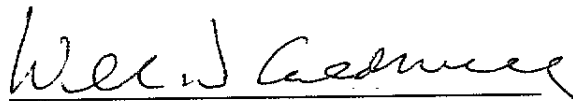
ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or trustee, or any former officer or trustee, to the full extent permitted by law.

ARTICLE X - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of the Board of Trustees setting forth the proposed amendment.


IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Vero Beach, Florida, this 8 day of February, 1999.



William W. Caldwell

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.



William W. Caldwell

Date: February 8, 1999

FILED
99 FEB 15 AM 8:47
SECRETARY OF STATE
TAMPA, FLORIDA