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Account Number : I20000000141
Phone : (407)841-1550
Fax Number : (407)841-8746

FLORIDA NON-PROFIT CORPORATION

TBM 700 OWNERS AND PILOTS ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
TBM 700 OWNERS AND PILOTS ASSOCIATION, INC.**

The undersigned, being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, does agree to the following:

ARTICLE I

The name of this Corporation and its mailing address is:

TBM 700 Owners and Pilots Association, Inc.

**c/o Tattersall & Tattersall P.A.
333 North Fern Creek Avenue
Orlando, Florida 32803-5499**

ARTICLE II

This Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a Non-Profit Corporation under the Florida Not-for-Profit Corporation Act, Chapter 617 Florida Statutes, and is irrevocably dedicated to and operated exclusively for non-profit purposes.

The purposes for which the Corporation is organized exclusively to promote and represent the interests of Members who are owners and pilots of all series of EADS Socata TBM 700 aircraft (the "Aircraft"); to further the art and science of flying the Aircraft by pilots who are Members; and to promote the safe, pleasurable, proper and cost effective use, pilotage, operation and maintenance of the Aircraft by the Members, all in a manner consistent with requirements of Section 501 (c)(4) of the Internal Revenue Code of 1986, as amended (or any successor thereto) and as may be further provided in the By-Laws of the Corporation.

The Corporation is organized exclusively for promotion of the purposes set forth above and charitable and educational purposes or activities which further support such purposes. The Corporation may receive and administer funds for such purposes, consistent with the provisions of Section 501 (c)(4) of the Internal Revenue Code of 1986, as amended and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Act.

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ARTICLE III

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.0302 of the Florida Statutes. The Corporation's activities are limited by any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE IV

The membership of the Corporation shall be composed of the following categories of members (the "Members") as more fully provided in the By-Laws of the Corporation: (a) Members who are owners or pilots of the Aircraft, (b) Members who are distributors of the Aircraft, (c) Members who are suppliers of parts for and/or services to the Aircraft and/or owners or pilots of the Aircraft, and (d) such other categories or membership as established by the Board of Directors from time to time. Only Members who are categorized as owners or pilots of the Aircraft shall have voting rights. The initial Board of Directors shall constitute the initial membership of this Corporation and each Director shall remain a member of the board of Directors as long as he or she holds office.

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The name and address of the subscribing incorporator to these Articles is as follows:

Arthur R. Louv
c/o Arnold, Matheny & Eagan, P.A.
801 North Magnolia Avenue, Suite 201
Orlando, Florida 32803

ARTICLE VII

The affairs of the Corporation are to be managed by a President, Vice President, Treasurer, and Secretary, who shall be elected or appointed in accordance with the By-Laws. Additional officers, such as additional Vice-Presidents, Assistant Treasurers and Assistant Secretaries, may also be elected or appointed in accordance with the By-Laws. The names of the officers who shall serve until their successors are elected or appointed in accordance with the By-Laws are:

Tracy Forest	President
Thomas Evernham	Vice President
Stanley Rand	Secretary
Stuart Auerbach	Treasurer

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ARTICLE VIII

Section 1. The number of Directors constituting the initial Board of Directors of the Corporation is four (4) and the names and addresses of the persons who are to serve as initial Directors until their successors are elected by the Members in accordance with the By-Laws are:

Tracy Forrest	220 East Canton Avenue, Winter Park, Florida 32789
Jerry Fussell	2570 Teton Pines Drive, Wilson, Wyoming 83014
Roy Bliss	2551 East 26 th Place, Tulsa, Oklahoma 74114
Vincent Latona	9712 Winter Palace Drive, Las Vegas, Nevada 89145

Section 2. The number of Directors which constitutes the Board of Directors may be increased or decreased as provided in the By-Laws of the Corporation; provided however, in no event shall the number of Directors be less than four (4) nor more than seven (7).

ARTICLE IX

Section 1. A majority of the Directors of the Corporation identified herein shall adopt By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary.

Section 2. The By-Laws, once adopted, may be amended, altered or repealed and/or adopted by the Directors as provided in the By-Laws so adopted from time to time by the Directors of the Corporation.

ARTICLE X

The Articles of Incorporation may be amended by a majority of the total number of Directors, then serving as provided in Article XIII, Section 2, who are present at a regular meeting or a special meeting called for said purpose upon notice given as provided for in the By-laws or in any manner consistent with the laws of the State of Florida.

ARTICLE XI

All officers and Directors shall be indemnified by the Corporation for and against all expenses and liabilities, including counsel fees and counsel fees in appellate proceedings, reasonably incurred in connection with any proceeding or settlement thereof in which they become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceedings, his own knowing violation of provisions of law. The Corporation shall purchase and maintain insurance on behalf of all officers and Directors against or incurred by them in their capacity as officers or Directors or arising out of their status as such.

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ARTICLE XII

Upon dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the obligations and liabilities of the Corporation, dispose of all the assets of the Corporation by distributing the same exclusively as provided for under the provisions of Chapter 617 of the Florida Statutes and as provided for under Section 501 of the Internal Revenue Code of 1986, as amended.

Notwithstanding any other provision hereof, no power shall be exercised by the Board of Directors in any manner which may jeopardize the status of the Corporation as an exempt organization under Section 501 (c)(4) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE XIII

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

Section 2. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

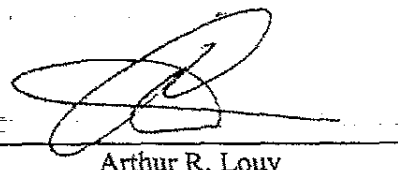
ARTICLE XIV

The name and address of the initial registered agent and the registered office of the Corporation are:

Registered Agent: **AM&E Services LLC**

Registered Office: **801 North Magnolia Avenue, Suite 201
Orlando, Florida 32803**

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal, this 13th day of September, 2004, for the purposes of forming this Corporation not-for-profit under the laws of the State of Florida.



Arthur R. Louv

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CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **TBM 700 Owners and Pilots Association, Inc.**, desiring to organize as a not-for-profit corporation under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at the City of Orlando, County of Orange, State of Florida has named:

AM&E Services LLC

As its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept to Act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

AM&E Services LLC

By: _____



Arthur R. Louv, President

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