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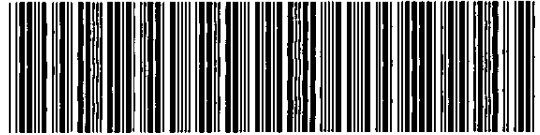
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June 11, 2009  
Via FedEx  
8619 0825 6339

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center  
Tallahassee, Florida 32301

RE: Central Florida Aerospace Academy Foundation, Inc.  
SBJA File No.: 2009-07048

Ladies and Gentlemen:

Enclosed please find the following documents:

1. Original and one copy of the Articles of Incorporation of Central Florida Aerospace Academy Foundation, Inc., and
2. A check for \$78.75 payable to "Florida Department of State".

Please do the following:

1. File the original Articles of Incorporation, prepare a certified copy of same, and send the certified copy to the undersigned by regular mail in the enclosed self-addressed, stamped envelope provided for that purpose, and
2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,

Sponsler Bennett Jacobs & Adams, P.A.

John F. Wendel

JFW/jad 080218162833.DOC  
enclosures

cc: John C. Burton (w/enclosures)  
Rick Garcia (w/enclosures)  
Chad Smith (w/enclosures)

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**ARTICLES OF INCORPORATION**  
**OF**  
**CENTRAL FLORIDA AEROSPACE ACADEMY FOUNDATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation.

**ARTICLE I.**  
**NAME**

The name of this corporation is **CENTRAL FLORIDA AEROSPACE ACADEMY FOUNDATION, INC.**

**ARTICLE II.**  
**COMMENCEMENT OF EXISTENCE**

The existence of the corporation shall commence on July 1, 2009.

**ARTICLE III.**  
**PRINCIPAL OFFICE**

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

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**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 this corporation shall be the furtherance of aviation and aerospace education, history, safety, and tradition. One of the methods by which the corporation shall achieve these purposes is to develop, establish, and maintain a perpetual endowment fund to be expended for these purposes. A portion of the net income of the perpetual endowment fund shall be used to provide assistance, contributions, and support to such other Section 501(c)(3) entities as are qualified by the Internal Revenue Service, are in receipt of a determination letter from the Internal Revenue Service as to their status as a Section 501(c)(3) entity, and which have as their primary purposes the furtherance of aviation and aerospace education, history, safety, and tradition. These purposes may include the ownership, leasing, and maintenance of an aviation and aerospace education center. The aviation and aerospace education center may include classrooms, conference rooms, a theater, a library, a museum, and workshops. The aviation and aerospace education center shall be operated in such a manner as to foster the exchange of education information with respect to the construction, maintenance, repair, navigation, and operation of aircraft and aerospace vehicles. Training courses, seminars, forums, meetings, panel discussions, lectures, and other activities designed to achieve aviation and aerospace education and safety shall be offered at the aviation and aerospace education center.

**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 method of selecting and admitting

members, the criteria for membership, and the rights and classification of members shall be as stated in the Bylaws of the corporation.

**ARTICLE VI.**  
**BOARD OF DIRECTORS**

The business and property of this corporation shall be managed by a board of directors which shall have full control over the affairs of the corporation and shall have the authority to exercise all of its corporate powers. 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. Directors shall not be compensated for the performance of their duties as directors, but may be reimbursed for expenses incurred by them in the performance of their duties as directors in accordance with the Bylaws of the corporation. The method of election of directors shall be as stated in the Bylaws of the corporation.

**ARTICLE VII.**  
**REGISTERED AGENT**

The name and street address of the initial registered agent of the corporation is JOHN F. WENDEL, 336 West Highland Drive, Suite 4, Lakeland, Florida 33813.

**ARTICLE VIII.**  
**SOLE INCORPORATOR**

The name and address of the sole incorporator of the corporation is JOHN F. WENDEL, 336 West Highland Drive, Suite 4, Lakeland, Florida 33813.

**ARTICLE IX.**  
**LIMITATIONS AND PROHIBITED ACTIVITIES**

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.

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.

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

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

**ARTICLE XI.**  
**ADOPTION OF AND AMENDMENTS TO BYLAWS**

The initial Bylaws of the corporation shall be adopted by a majority vote of those directors present at a meeting of the board of directors at which a quorum is present, but the Bylaws shall not thereafter be altered, amended, or repealed except by a two-thirds (2/3rds)

vote of those directors present at a meeting of the board of directors at which a quorum is present.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11<sup>th</sup> day of June, 2009.



JOHN F. WENDEL, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

I, JOHN F. WENDEL, having been named to serve as registered agent for CENTRAL FLORIDA AEROSPACE ACADEMY FOUNDATION, INC., do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligation of such office.



JOHN F. WENDEL

Registered Agent

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