

N 00006002163

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- PUNTA GORDA ARMY AIR FIELD MUSEUM, INC.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
00 MAR 31 AM 10:59  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
RECEIVED  
00 MAR 31 AM 10:45  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SMITH APR 05 2000

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
PUNTA GORDA ARMY AIR FIELD MUSEUM, INC.  
A Florida Corporation Not For Profit**

Articles of Incorporation of the undersigned a majority of whom are citizens of the United States, desiring to form a Not For Profit Corporation under the Florida Not For Profit Corporation Act, do hereby certify:

**ARTICLE I  
NAME AND INITIAL PRINCIPAL OFFICE**

The name of the corporation shall be PUNTA GORDA ARMY AIR FIELD MUSEUM, INC. The street address and mailing address of the initial principal office of the corporation shall be 2936 Peace River Drive, Punta Gorda, Florida 33983.

**ARTICLE II  
DURATION**

PUNTA GORDA ARMY AIR FIELD MUSEUM, INC. shall have perpetual existence.

**ARTICLE III  
PURPOSE**

The purposes for which the PUNTA GORDA ARMY AIR FIELD MUSEUM, INC. is organized, are as follows:

**Section 1.** To operate as a corporation pursuant to the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes) and to exercise all of the common law and statutory powers of a corporation not for profit under the laws of Florida, which are not in conflict with the terms of these ARTICLES.

**Section 2.** To own, operate, maintain and administer; to purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature, or description, as may be necessary or desirable to promote the primary purpose of this corporation; and to make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

**Section 3.** To operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the code.

**Section 4.** To have and exercise all rights and powers conferred on corporations not for profit under the laws of the State of Florida which are in effect at the time of filing of the Articles of Incorporation and specifically those powers set forth in Chapter 617, Florida Statutes, provided however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in Sections 1, 2 and 3 of this Article Two.

(a) No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation, and on liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized and operated for charitable purposes as the board of trustees shall determine under the Internal Revenue Code.

(b) This corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt, to influence legislation.

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

(d) The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(h) The corporation shall distribute its income for each taxable 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 Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

**Section 5.** To further any other purposes as are, or may be by amendment thereto, set forth in these ARTICLES or the Bylaws.

**ARTICLE IV**  
**MEMBERS**

The qualification of members and the manner of their admission shall be as regulated by the Bylaws.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 115 West Olympia Avenue, Punta Gorda, Florida 33950, and the name of the initial registered agent of this Corporation at that address is Michael P. Haymans.

**ARTICLE VI**  
**DIRECTORS**

**Section 1.** The affairs of the PUNTA GORDA ARMY AIR FIELD MUSEUM, INC., shall be managed by a Board consisting of not less than three (3) Directors. The number and qualifications of Directors shall be determined in accordance with the Bylaws. In the absence of such determination, there shall be three (3) Directors.

**Section 2.** The Directors of the PUNTA GORDA ARMY AIR FIELD MUSEUM, INC., shall be elected by the MEMBERS.

**Section 3.** The number of persons constituting the first Board of Directors shall be four (4) and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Paul DeGaeta	2936 Peace River Drive Punta Gorda, FL 33983
Thomas M. D'Andrea	2281 Gulfview Road Punta Gorda, FL 33950
Clyde Prier	548 Laurel Avenue Punta Gorda, FL 33952
Joyce DeGaeta	2936 Peace River Drive Punta Gorda, FL 33983

**ARTICLE VII**  
**OFFICERS**

**Section 1.** The officers of the corporation shall be President, two (2) Vice Presidents, a Secretary/Treasurer and such other officers as may be provided in the Bylaws.

**Section 2.** The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>Name</u>	<u>Office</u>
Paul DeGaeta	President
Thomas M. D'Andrea	Vice President
Clyde Prier	Vice President
Joyce DeGaeta	Secretary/Treasurer

**ARTICLE VIII**  
**BYLAWS**

**Section 1.** The Directors of this corporation may provide such Bylaws for the conduct of business and for carrying out the purposes of the corporation as may be necessary from time to time.

**Section 2.** The Bylaws may be amended, altered or rescinded by the Directors in the manner set forth in the Bylaws.

**ARTICLE IX**  
**AMENDMENTS**

**Section 1.** These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a majority vote of the Board of Directors either in person or by proxy. Notice of such special meeting shall be given at least fourteen (14) days prior to the meeting in the manner set forth in the Bylaws.

**Section 2.** Amendments may also be made at a regular meeting of the Board of Directors upon notice given, as provided for in the Bylaws, of intention to submit such amendments, which notice shall be given at least fourteen (14) days prior to the meeting at which such amendment shall be considered.

**Section 3.** Any proposed amendments shall be submitted to the membership in the manner provided for in the Bylaws at least thirty (30) days prior to the time of the meeting at which the amendment shall be considered.

**ARTICLE X**  
**INDEMNIFICATION**

The Corporation shall indemnify any officer, director, employee or agent, or any former officer, director, employee or agent to the full extent permitted by law.

**ARTICLE XI**  
**INCORPORATOR**

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

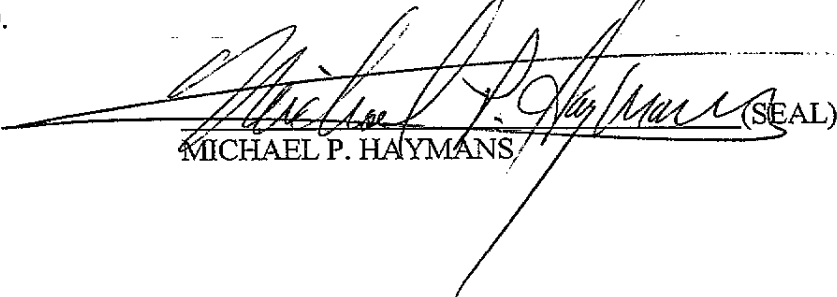
Name

Michael P. Haymans

Address

115 West Olympia Avenue  
Punta Gorda, Florida 33950


IN WITNESS WHEREOF, I have hereunto subscribed my name this 30 day of March, 2000.

  
MICHAEL P. HAYMANS (SEAL)

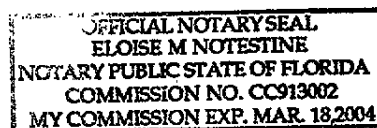
STATE OF FLORIDA  
COUNTY OF CHARLOTTE

Before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Michael P. Haymans, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County of Charlotte and State of Florida, the day and year last aforesaid.

  
Notary Public

166918\_1.emn  
03/28/00



**CERTIFICATE  
DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Florida law, the following is submitted, in compliance therewith:

First: That, PUNTA GORDA ARMY AIR FIELD MUSEUM, INC., a not-for-profit organization desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation, 2936 Peace River Drive, Punta Gorda, Florida 33983, County of Charlotte, State of Florida, has named:

**MICHAEL P. HAYMANS**

located at 115 West Olympia Avenue, Punta Gorda, Florida 33950, County of Charlotte, State of Florida, as its agent to accept service of process within this State.

PUNTA GORDA ARMY AIR FIELD  
MUSEUM, INC.

By: \_\_\_\_\_

Michael P. Haymans, Incorporator

**ACCEPTANCE**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said law relative to keeping open said office.

\_\_\_\_\_  
Michael P. Haymans

FILED  
MAR 31 AM 10:59  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE