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FLORIDA NON-PROFIT CORPORATION

NA64 YALE FOUNDATION, INC.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 21, 2000

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**ARTICLES OF INCORPORATION
OF
NA64 YALE FOUNDATION, INC.
a Florida corporation not for profit**

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, all being of full legal age, do hereby associate ourselves for the purpose of forming a corporation not for profit under and by virtue of the laws of the State of Florida, and we do hereby certify and adopt the following Articles of Incorporation:

ARTICLE I

NAME AND DURATION

- (a) The name of the corporation is: NA64 YALE FOUNDATION, Inc.
- (b) The existence of the corporation shall be perpetual.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be
3111 U.S. 19 N., Palm Harbor, FL 34684.

ARTICLE III

PURPOSES

The purposes for which the corporation is formed, and the business and the objects to be carried on and performed by it, are as follows:

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- (a) To collect from charitable persons, firms and corporations, either absolutely or in trust, by gift, conveyance, transfer, settlement, devise and bequest, or in any other manner or manners, lands, buildings, bonds, shares of corporate stock, monies, clothing, food and any and all other kinds of property by any name and nature and to manage and invest the same; to dispose of in any manner, and to distribute in the discretion of the Directors, any portion of income and/or corpus of said gifts, exclusively for:

1. Religious, charitable, scientific, literary or educational purposes or for the prevention of cruelty to children or animals, but no part of such corpus or income shall inure to or be spent for the benefit of any private Director, director or individual, and no part of the activities shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation.

2. The foregoing purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of these Articles of Incorporation and shall each be regarded as independent, and construed as powers as well as purposes of the corporation. The Directors shall have complete discretion and control as to what portion of said property and property rights shall be devoted to each of said authorized purposes.

- (b) Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from

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Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

This corporation shall engage, otherwise than as an insubstantial part of its activities, only in activities which in themselves are in furtherance of its stated purposes and upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, State or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

- (c) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
- (d) To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- (e) To acquire, preserve, repair, maintain and display historical artifacts, including but not limited to World War II airplanes, and to utilize said artifacts for educational and/or charitable purposes.

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ARTICLE IV

INITIAL BOARD OF DIRECTORS

The affairs of the corporation shall be managed by its Board of Directors and such officers as they shall designate to perform the executive functions of the operation of the corporation. The Board of Directors shall be elected by the members of the corporation and shall consist of not less than three (3) nor more than one hundred (100) persons, the exact number to be determined and governed by the By-Laws. The three following named persons shall serve as the original Board of Directors:

<u>Name</u>	<u>Address</u>
Peter Krauser	2999 Elysium Way Clearwater, FL 33759
Eileen Krauser	2999 Elysium Way Clearwater, FL 33759
E. J. Snyder	3111 U.S. 19 N. Palm Harbor, FL 34684

who shall serve until the next annual meeting of the members of the corporation or until their successors are elected.

Thereafter, at the annual meeting of the members of the corporation, the Board of Directors shall be elected each year for a one (1) year term. The Board of Directors shall serve without compensation.

ARTICLE V

POWERS

This corporation shall have all powers granted by applicable Florida law to not-for-profit corporations as provided in Section 617.0302, Florida Statutes subject to the

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following limitations and restrictions:

(a) **Powers Limited to Stated Purpose.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its shareholders, 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 III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:

1. by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code or
2. by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

(b) The corporation shall strive to obtain funds to be used for the benefit of the corporation, either through endowments, gifts, membership dues, charges, devises, bequests, or otherwise, all of which shall be in furtherance of or in connection with or incidental to the charitable purposes of this corporation.

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent of the corporation, until a successor shall be appointed by the Board of Directors, is Joseph C. Skalski, and the street address of the initial

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registered agent is 14010 Roosevelt Blvd., Ste. 708, Clearwater, FL 33762.

ARTICLE VII

OFFICERS

The officers of this corporation shall be the President, Vice President, Secretary, and Treasurer, and any assistant Vice Presidents, Secretaries and/or Treasurers as the Board of Directors may appoint from time to time. The Directors shall elect the officers of this corporation each year at the annual meeting for terms of one (1) year. Officers shall serve until their successors are elected and have qualified. The officers may be but need not be members of the Board of Directors. The following named persons shall serve as the officers of this corporation until the first election of officers:

President.....Peter Krauser

Vice President.....Eileen Krauser

Secretary.....E. J. Snyder

Treasurer.....Peter Krauser

ARTICLE VIII

MEMBERS

The membership of this corporation shall consist of citizens of the United States of good character and reputation admitted to membership as hereinafter provided:

(a) All persons herein named as subscribers and members of the Board of Directors.

(b) Other qualified persons nominated by any member of this corporation and elected to membership by a unanimous vote of the Board of Directors of this corporation.

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ARTICLE IX

ANNUAL MEETING

The annual meeting of members and of the Board of Directors shall be held on the 1st day of July of each year. Special meetings may be called and held as provided in the By-Laws of this corporation.

ARTICLE X

BY-LAWS

The By-Laws of the corporation shall be adopted by the Board of Directors at the first organizational meeting of the Board of Directors. Thereafter, the By-Laws of the corporation may be amended or adopted at any regular meeting or at any special meeting called for that purpose by majority vote of those Directors present and voting so long as they do not conflict with the provisions of these articles.

ARTICLE XI

INCORPORATORS

The name and street address of the incorporator for these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Peter Krauser	2999 Elysium Way Clearwater, FL 33759

ARTICLE XII

NONSTOCK BASIS

This corporation is organized on a nonstock basis. This corporation shall not issue shares of stock.

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IN WITNESS WHEREOF the undersigned incorporator has hereunto set his hand
and seal this 20th day of DECEMBER, 2000.

Peter Krauser (Seal)
Peter Krauser

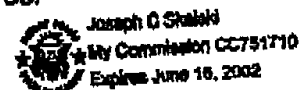
STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME personally appeared Peter Krauser as Subscriber of NA64 YALE
FOUNDATION, Inc., a Florida not-for-profit corporation, to me well known, and known to
me to be the person described in and who executed the foregoing instrument as such
officer of such corporation, and he acknowledged to and before me that he executed the
instrument as such officer of the corporation, and that the instrument is the free act and
deed of the corporation.

WITNESS my hand and official seal this 20th day of DECEMBER,
2000.

Joseph C. Sheld
Notary Public
My commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 607.0501 or 617.0501, Florida Statutes, the
undersigned corporation, organized under the laws of the State of Florida, submits the
following statement in designating the registered office/registered agent, in the State of

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Florida.

1. The name of the corporation is NA64 YALE FOUNDATION, Inc.
2. The name and address of the registered agent and office is: Joseph C. Skalski, 14010 Roosevelt Blvd., Ste. 708, Clearwater, FL 33762.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 12/20/2000



 Joseph C. Skalski

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