

NO1000004330

AIR AMERICA



FOUNDATION

04-22-02

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

In Tribute Of Those Who Served In Silence

Amendments Division

700005492827--3
05/08/02-01071-014
*****43.75 *****43.75

RE: Submission of Amended Articles of Incorporation

Hello!

I recently spoke with a very helpful person in your department who offered some helpful advice regarding the following items.

We have recently been required to amend our Articles of Incorporation to satisfy the final requirements for IRS approval of Tax Exempt 501 (c) 3 status. Enclosed please find these amended Articles, along with changes in our board of directors which reflect our most recent board decisions during a formal board meeting which took place on 4-18-02.

I have enclosed a check in the amount of \$43.75 to cover the \$35.00 filing fee for the amended Articles, and an additional \$8.75 for preparation of a certified copy of the amended articles which the IRS requires for final approval of our tax exempt status. We will eagerly await the certified copy, as we will need to get them to the IRS as quickly as we can.

Specific Requests:

1. The original Articles of Incorporation were filed in June 2001 via Online filing. The enclosed Articles have been extensively upgraded to more accurately define the corporation, and to meet the specific requirements of the IRS, so that the corporation can receive its tax-exempt status.

We wish to replace the original Articles with the revised Articles in total.

2. We also wish to reflect changes in the composition of our board of directors. Two directors have been deleted from the Board of Directors, since the Board resolved to shrink its composition from 5 directors to 3 directors. Thus, the records should be amended to show that the following individuals are no longer members of the Board of Directors.

1. Frank Carr
2. William H. Ison

Amended & Restated

hPJ

5-20-2002

Mr. Vas Coni, Authorized to
Correct heading and Art 8.
and to add no members
entitled to vote.

1589 South Wickham Rd. • West Melbourne, FL 32904
321-725-4043 • Fax 321-725-4047 • email: air_america_npo@hotmail.net

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DIVISION OF CORPORATIONS

3. The Officers of the corporation should be changed to show the following offices:

Paul A. Vasconi, President

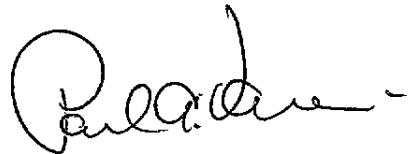
Ron Lusk, Vice President

Marilyn Pierce, Secretary/Treasurer

4. We are requesting that a Certified Copy of the revised Articles be sent to us as soon as possible. Payment has been remitted for same.

Many thanks for your kind assistance!

Sincerely,

A handwritten signature in black ink, appearing to read "Paul A. Vasconi".

Paul A. Vasconi
President, Air America Foundation Inc.

original
copy.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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AMENDED AND RESTATED ARTICLES
FOR
AIR AMERICA FOUNDATION Inc.

The undersigned incorporators, all natural persons, 18 years of age or older, hereby signify their intent to form a non-profit corporation under the prevailing law of the State of Florida on the 1st day of June, 2001. These articles have been amended and adopted as of April 18th, 2002, and supercedes the original articles.

ARTICLE I. Name of Corporation:

The name of the non-profit corporation shall be: AIR AMERICA FOUNDATION Inc., whose principle address shall be, 1589 South Wickham Rd., West Melbourne, Florida 32904

ARTICLE II. Duration:

The duration of the corporation is perpetual.

ARTICLE III. Purpose:

This non-profit corporation has been organized exclusively for educational purposes, specifically, to tell the history of Air America, an airline that operated in the Southeast Asian region in the 1950's and 1960's. In addition to its humanitarian role in supplying food and materials to remote regions of Laos, Thailand, and Cambodia during the Viet Nam war, Air America also played a vital role in supporting American efforts to stem the flow of enemy supplies and men coming into Viet Nam, by way of Laos along the Ho Chi Minh trail.

The crews and families of Air America were civilians, but routinely operated in hostile environments, including hostile anti-aircraft fire, and ground attacks. These brave Americans operated in almost total secrecy, as they flew missions for the Central Intelligence Agency, and other covert agencies that worked to support allied military operations in Viet Nam. Air America was formally disbanded with the withdrawal of American military and civilian personnel at the close of the Viet Nam war.

The newly formed AIR AMERICA FOUNDATION Inc, (not in any way, affiliated with Air America, or its veteran organizations), intends to use its resources to tell the story of a small but brave group of Americans and their allies, who operated in what has come to be known as "The Secret War" in Laos, Thailand and Cambodia. Once fully developed, the educational program will tell their story, in an objective, non-political format, while illustrating the missions that Air America aircraft flew, in some of the most forbidding terrain and hazardous conditions ever experienced by civilian or military aircrews.

A second purpose of the corporation will be to preserve historic aircraft and artifacts that were used during the operational period of Air America. The Air America Foundation has entered into a formal agreement to receive an aircraft as a donation, a Fairchild C-123 "Provider" transport aircraft, the type of which, was used by Air America. The airplane is in need of major restoration before it can fly, and the Air America Foundation intends to raise funds for the restoration of this aircraft which will then be used to take the educational program across the USA to air shows, veteran reunions, and commemorative events. In this way, the story of Air America, can be told in a way that is both interesting and educational, to those who wish to know more about the Viet Nam war from a completely new and heretofore untold viewpoint.

Examples of the planned educational program include: video presentations of actual flight operations and the day to day life of Air America crews and their families; guest lectures by actual Air America veterans; Photographs, posters, maps, and actual artifacts from the era. These items will be on display inside the aircraft, which will be open for public inspection at various historic and aviation events as previously described. Media kits with a synopsis of the material available will be prepared and sent to local media prior to the arrival of the aircraft, to stimulate local interest. As an adjunct, a teaching-lesson workbook is planned which will be offered to history teachers at the high school level, in areas visited by the airplane. These workbooks will contain information and useful tips on telling the story of Air America. Thus, there will be both formal and informal presentations, made to people of all age groups. Reference books and other publications shall also be made available for those wishing to delve further into the amazing story of Air America.

To this end, the corporation shall at all times be operated exclusively for the purposes within the meaning of Section 501(c) 3 of the Internal Revenue Service Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by dues, gift, or contribution, shall be devoted to said purposes.

ARTICLE IV. Membership:

There will be two classes of members, "General members" and "Board of Directors". The Board of Directors shall set the amount of annual membership dues.

The board of directors, by affirmative vote of two thirds of the board members, may suspend or expel a member for any just cause, including non-payment of dues, misconduct, or actions which are inconsistent with prevailing bylaws.

Any member may resign by filing a written resignation with the secretary, however such resignation shall not relieve the member so resigning, of the obligation to pay any dues or charges theretofore accrued and unpaid.

ARTICLE V. Board of Directors:

The Board of Directors shall consist of not less than three (3) members, President, Vice President, and Secretary/Treasurer. Additional directors can be added by the approval and amendment of the bylaws, by the current board.

The board shall be responsible for setting overall policy, and direction of any committees that they may appoint. Board members will not receive compensation for their services, other than reasonable expenses.

The Board shall meet at least once annually, but may meet more frequently as required to properly administer the day to day operations of the corporation.

Notice for meetings will be made by written or electronic instrument, and should be received by board members at least 7 days prior to the meeting date. The Board will set the date, time and location. Teleconference participation is considered acceptable for purposes of attendance and meeting requirements.

ARTICLE VI, Exemption Requirements:

At all times, shall the following operate as conditions restricting the operations and activities of the corporation:

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or others, except that the organization shall be authorized to pay or reimburse reasonable costs associated directly with the furtherance of the purpose set forth in the "Purpose" clause of this document.

This corporation's activities will not involve the use of propaganda, or in any way attempt to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office for any reason and in any way. This includes any publications or distribution of statements for any of the above reasons.

Notwithstanding any other provisions of this document, the corporation shall not carry on any other activities not permitted to be carried on (a), by an organization exempt from Federal Income Tax under section 501 (c) 3 of the Internal Revenue Service Code, including any corresponding section any future Federal tax code, or (b) by an organization, to which contributions are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VII, Personal Liability:

No (member) officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VIII, Dissolution of corporation:

Upon the dissolution, liquidation, or winding up of the corporation, after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provision has been made therefore, all of the assets of the corporation shall be distributed exclusively for such educational, charitable and scientific purposes, as the Board of Directors or such other persons as may be in charge of liquidation, shall determine, provided such distributions shall be made to one or more organizations which qualify as exempt organizations under Section 501(c)3 of the United States Internal Revenue Code as amended or corresponding provisions of any future United States Internal Revenue law. Any such assets not disposed of shall be disposed of by the Court of Common Pleas to the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated and operated exclusively for such purposes.

ARTICLE VIII Officers

The names and addresses of the officers and directors are:

Paul A. Vasconi, President and Director
941 Penelope Ave NE
Palm Bay, FL 32904

Marilyn S. Pierce, Secretary/Treasurer and Director
7500 21st St. North
St. Petersburg, FL 33702

Ronny Lusk, Vice President and Director
341 Montego St.
Deltona Florida, 32725

These Articles of Incorporation are hereby adopted and approved by the Board of Directors as evidenced by the signatures affixed hereto. There are no members or members entitled to vote.



date: 04-18-02

Paul A. Vasconi, President



date: 4/18/02

Marilyn S. Pierce, Secretary
Treasurer



date: 4/18/02

Ronny Lusk, Vice President