

N020000009863

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500009626425

12/26/02--01053--004 **70.00

RECEIVED
02 DEC 26 AM 11:13
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

02 DEC 26 PM 1:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓✓

CT CORPORATION

December 26, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5754609 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Heritage Air, Land, & Sea Exhibition & Restoration Foundation, Inc. (FL)
Incorporation
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

FILED

02 DEC 26 PM 1:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
HERITAGE AIR, LAND, & SEA EXHIBITION
& RESTORATION FOUNDATION, INC.**

I.

The name of the corporation is:

HERITAGE AIR, LAND, & SEA EXHIBITION & RESTORATION FOUNDATION, INC.

II.

The initial principal place of business and mailing address of the corporation shall be 221 North Street, Green Cove Springs, Florida 32043.

III.

The corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act and shall be operated exclusively to foster and support the exempt educational, historical and charitable activities of publicly supported organizations who engage in the preservation and operation of historic locomotives, cars, airplanes, ships or other transportation vehicles, and to benefit and carry out the purposes of such organizations. The corporation may substitute one publicly supported organization within this class with another publicly supported organization in the same class, and may operate for the benefit of additional publicly supported organizations of the same class, as the Board of Directors shall determine, in compliance with Section 501(c) of the Internal Revenue Code of 1986, as amended (the "Code"). The corporation

is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

IV.

The Board of Directors shall be elected as provided in the By-Laws.

V.

The initial Board of Directors shall consist of three (3) members who shall be:

John D. Marshall
221 North Street
Green Cove Springs, Florida 32043

Steve Sandberg
4322 Lakepoint Court
Shoreview, MN 55126

Frank Sandberg
4322 Lakepoint Court
Shoreview, MN 55126

VI.

The name and address of the initial Registered Agent are: CT Corporation, 1200 South Pine Island Road, Plantation, Florida 33324.

VII.

The name and address of the incorporator are: Kimberly Civins, Esq., Powell Goldstein Frazer & Murphy, LLP, 191 Peachtree Street, N.E., Sixteenth Floor, Atlanta, Georgia 30303.

VIII.

No part of the income or principal of the corporation shall inure to the benefit of, or be distributable to, the Directors or officers of the corporation, or to any private individuals, except that the corporation shall be authorized to pay reasonable compensation to the Directors and officers of the corporation and to others for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

IX.

It is intended that the corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code. The Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation initially shall be supervised or controlled in connection with Railroading Heritage of the Midwest America, Inc. d/b/a Friends of the 261, Inc., a tax-exempt organization. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code. No activity of the corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) political campaigns on behalf of or in opposition to any candidate for public office.

X.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively to further its educational, historical and other charitable purposes as described in Article III hereof, to one or more organizations which are exempt organizations under Section 501(c)(3) of the Code, as the Board of Directors shall decide.

XI.

(a) No director of the corporation shall be personally liable to the corporation or its members for monetary damages by reason of any action or inaction by him as a director; provided that this provision shall eliminate or limit the liability of a director only to the maximum extent permitted from time to time by the Florida Not For Profit Corporation Act or any successor law or laws. The provisions of this Article shall not apply with respect to any acts or omissions occurring prior to its effective date.

(b) No repeal or modification of this Article shall adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

XII.

Except as prohibited by law, the corporation may indemnify any person who is or was a trustee, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including, but not limited to, any employee benefit plan) against any and all liabilities arising out of or incurred in connection with that person's service to or on behalf of the corporation, and may take such steps as may from time to time be deemed appropriate, in accordance with and to the maximum extent permitted by applicable law and the

By-laws of the corporation, to insure the payment of such amounts as may be necessary to effect such indemnification.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

CT Corporation

By:

Signature/Registered Agent

JOAN BOLDEN

ASSISTANT SECRETARY

Date

12/23/02

Signature/Incorporator

Kimberly E. Cwinn

Date

12/23/2002

640414

FILED
02 DEC 26 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA