

NO3000005336

(Requestor's Name)

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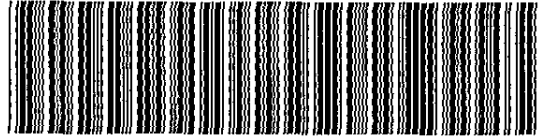
(Business Entity Name)

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DIVISION OF CORPORATION

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Eastern Air Lines Historical
Foundation, Inc.*

Signature _____

Requested by: EL

Name _____

Date 6/20

Time 11:00

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

ARTICLES OF INCORPORATION

OF

EASTERN AIR LINES HISTORICAL FOUNDATION, INC.

The undersigned, hereby acts as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation not for profit under Chapter 617.0202 of the laws of Florida.

I. **Name:** The name of the Corporation (hereinafter called the "Corporation") is **EASTERN AIR LINES HISTORICAL FOUNDATION, INC.**

II. **Duration:** The duration of the Corporation shall be perpetual.

III. **Purpose:** The purpose for which the Corporation is organized is:

- (1) The corporation is organized for educational, scientific, literary and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, as amended (the "Code"), including for such purposes, to sponsor, organize, develop, finance and operate educational, scientific, historic, literary and charitable programs and organizations relating to research and education in the aviation field.
- (2) In cooperation with any other interested persons, groups or organizations to acquire, preserve and arrange for presentation, availability and display of any and all records, memorabilia, artifacts and any other items of historical of Eastern Airlines and its predecessor and affiliated companies (hereinafter referred to "memorabilia") relating to the history of Eastern Airlines and its predecessor and affiliated companies (hereinafter referred to as "Eastern"). In this way the corporation will help to preserve and enhance the Eastern legacy. The principal purpose is dedicated to the benefit of scholars and the general public, and to the education of future generations.
- (3) To carry out the objectives of aviation transportation research and education, to support programs of educationally beneficial social events in a fashion that the Board may determine.
- (4) To publish Foundation newsletters and an annual membership directory.
- (5) To maintain and continue the close friendship and association of former Eastern employees, friends and survivors of these employees and retirees for the purpose and objectives of the Foundation.

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- (6) To solicit, receive, deposit, raise and disburse funds to be derived from voluntary contributions and/or other sources, to be used for eligible Foundation purposes as deemed necessary and appropriate by the Board of Trustees, such funds to be maintained and accounted for, and not used for operational expenses unrelated to the activities of the Foundation.

IV. Members: The qualification and admission of members shall be as provided by the By-laws of the Corporation.

V. Registered Agent: The address of the initial registered office of the Corporation in the State of Florida and the registered agent of the corporation at such address are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Roland H. Moore	1221 Brickell Avenue, Suite 1540 Miami, FL 33131

VI. Officers: The officers by which the affairs of the Corporation shall be managed are the President, Vice President, Secretary and Treasurer, who shall be elected by the Board of Directors of the Corporation in accordance with the By-laws. The officers who are to serve until the first annual meeting of the Corporation or until their successors are elected and have qualified are:

<u>NAME</u>	<u>Title</u>
Roland H. Moore	President
Vito Borelli	Vice President
Ronald T. Bevans, Jr.	Secretary/Treasurer

VII. Incorporation: The name and the address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Roland H. Moore	1221 Brickell Avenue, Suite 1540 Miami, Florida 33131

VIII. Board of Directors: The members of persons constituting the first Board of Directors shall be four and the names and addresses of the Directors until the first annual meeting of the Corporation, or until their successors are elected and have qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Roland H. Moore	1221 Brickell Avenue, Suite 1540 Miami, Florida 33131
William L. Hirsch	1709 Sycamore Avenue N. Merrick, NY 11566
Vito Borelli	10229 SW 57 th Court Cooper City, Florida 33328
David J. Goldsmith	27 W. Cliff Drive Herne Bay Kent, England
Ronald T. Bevans, Jr.	1221 Brickell Avenue, Suite 1540 Miami, Florida 33131

IX. By-Laws: The members of this Corporation shall adopt the By-laws governing the Corporation and they may hereafter be altered, amended or rescinded by the Board of Directors as provided therein.

X. Amendments: These Articles of Incorporation may be amended by a majority of the membership, at a meeting called for the purpose of considering any proposed amendments.


XI. Dissolution of Corporation: In the event that the corporation becomes dissolved by the voluntary action of its members, as provided by Florida Statute 617.05, or by virtue of the inactivity of the corporation as presently constituted, then, in that event, the residual assets of the organization will be turned over to a qualified museum of like purpose. The chosen organization must be exempt as an organization described in Section 501(c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any future law, or to the Federal, State, or local government for exclusive public purpose.

XII. Non-Permitted Activities: Notwithstanding any other provisions of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, or (b) a corporation,

contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

XIII. Indemnification: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions including, but not limited to, Officers and Directors, from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Dated: June 18, 2003


Roland H. Moore

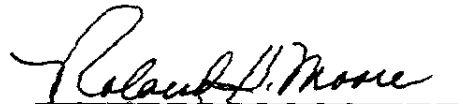
Designation of Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, 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 Florida:

1. The name of the corporation is EASTERN AIR LINES HISTORICAL FOUNDATION, INC.
2. The name of the registered agent is ROLAND H. MOORE
3. The address of the registered agent/registered office is 1221 Brickell Avenue, Suite 1540, Miami, Florida 33131.

Acceptance of Appointment by Registered Agent


Having been named as registered agent and designated to accept service of process in the State of Florida for the above corporation, 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.


Roland H. Moore

STATE OF FLORIDA)
)SS.:
COUNTY OF DADE)

On this 9th day of June 2003, before me, a Notary Public in and for the State and County aforesaid, personally appeared **Roland H. Moore**, who is personally known to me to be the person named as registered agent in the foregoing Articles of Incorporation of **EASTERN AIR LINES HISTORICAL FOUNDATION, INC.**, and who duly acknowledged to me that he signed the above **ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**.

Witness my hand and seal of office on the day and date aforesaid



Notary Public, State of Florida



Commission expires:

Jasmine Huerza
(Print Name of Notary Public)

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