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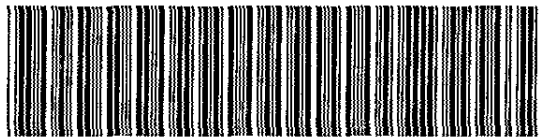
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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February 12, 2004

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

RE: FRIENDS OF PFN, INC.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation of FRIENDS OF PFN, INC., a Florida Not For Profit Corporation and Consent to Serve as Registered Agent. Kindly file as soon as possible.

Also enclosed is our check in the amount of \$78.75 for the filing fee and a certified copy of the documents.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,


Sher L. Allan

SLA/dmw

Enclosures: as stated

**ARTICLES OF INCORPORATION
FRIENDS OF PFN, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

2004 FEB 13 AM 5:28

The undersigned persons, acting as incorporators of a ~~NOT FOR PROFIT~~ ^{NOT FOR PROFIT} OF STATE corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

ARTICLE I

The name of the corporation is FRIENDS OF PFN, INC.
2810 West 22nd Street, Panama City, Florida 32405

ARTICLE II

The corporation shall have perpetual duration unless dissolved by operation of law or by agreement of all members.

ARTICLE III

The corporation is not a profit corporation. The purposes for which the corporation is organized are:

- (1) To gather, analyze and disseminate data and information relating to issues of the Panama City - Bay County airport location and relocation.
- (2) To serve as a core organization to bring together representatives of various organizations which have the common goal of preserving the commercial and general aviation air services to the communities served, and solicit funds therefrom.
- (3) To conduct fund raising activities for the production of revenues adequate to carry out the purposes of the Corporation.
- (4) To disseminate to the public, civic organizations, and other entities information relating to the issues identified above.
- (5) To hold general aviation meetings to discuss and organize activities and groups designed to further the interests of aviators in maintaining the present airport location.
- (6) To do any other lawful acts and to conduct all other lawful business purposes as are allowed under the laws of

the State of Florida and the United States of America.

ARTICLE IV

The corporation shall have a membership distinct from the governing board. The authorized number and qualifications of the members of the corporation, the manner of admission, voting, and other rights, privileges and requirements of members shall be as regulated in the bylaws.

ARTICLE V

The street address of the initial registered office of the corporation is 2810 West 22nd Street, Panama City, County of Bay, State of Florida. The name of its initial registered agent at that address is Frank Gorham.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a governing board. The members of the governing board of the corporation shall be two (2), provided, however, that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first governing board shall hold office until the first meeting of members, at which time an election of directors of the governing board shall be held.

Directors of the governing board elected at the first annual meeting, and at all subsequent times, shall serve for a term of one year until the annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 10:00 a.m., on the 2nd day in January of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the governing board under any provision of law may be taken without a meeting, if all the members of the governing board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the governing board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors of the governing

board. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the directors of the governing board without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors of the governing board to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial directors of the governing board are:

<u>NAME</u>	<u>RESIDENTIAL ADDRESS</u>
Frank Gorham	2810 West 22nd Street Panama City, FL 32405
Sara Nichols	3114 W. 20th Court Panama City, FL 32405

The names and address of each incorporator are:

Frank Gorham	2810 West 22nd Street Panama City, FL 32405
Sara Nichols	3114 W. 20th Court Panama City, FL 32405

ARTICLE VII

The board of directors shall elect the following officers: president, secretary-treasurer, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

	<u>NAME</u>	<u>ADDRESS</u>
President	Frank Gorham	2810 West 22nd Street Panama City, FL 32405
Secretary-Treasurer	Sara Nichols	3114 W. 20th Court Panama City, FL 32405

ARTICLE VIII

Subject to the limitations contained by the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the governing board or by following the procedure set forth in the bylaws.

ARTICLE IX

The property of this corporation is irrevocably dedicated to the civic and social activities and purposes asserted in Article III and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

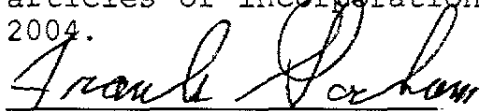
ARTICLE X

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit organization, operated exclusively for charitable purposes and which has established its tax exempt status under 26 U.S.C.A. § 501(c)(3), and said organization to be determined by the governing board.

ARTICLE XI

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of a quorum of the members of the corporation present at the meeting.

We, the undersigned, being the incorporators of this corporation, for the purposes of forming this not for profit corporation under the laws of Florida, have executed these articles of incorporation on the 2nd day of February, 2004.



FRANK GORHAM



SARA NICHOLS

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared FRANK GORHAM and SARA NICHOLS, to me known and known to me to be the persons described as incorporator and who signed these Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 11th day of February, 2004.

- Who are personally known by me.
 Who produced Florida Driver's License as identification.



DIANE M. WRIGHT
MY COMMISSION # DD 272855
EXPIRES: December 25, 2007
Bonded Thru Budget Notary Services

Diane M. Wright
Notary Public

DIANE M. WRIGHT

Print Name

My Commission Expires: _____

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

UNDER THE PROVISIONS OF F.S. 607.0501, 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: FRIENDS OF PFN, INC.
2. The name and address of the registered agent and office is:

Frank Gorham
2810 West 22nd Street
Panama City, FL 32405

Having been named as registered agent and to accept service of
process for the above-named corporation at the place designated in
this certificate, I 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.

Frank Gorham

FRANK GORHAM
Registered Agent

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