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TALLAHASSEE FLORIDA

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BRASHEAR & ASSOC. P.L.  
*C o u n s e l o r s   A t   L a w*

926 N.W. 13th Street  
Gainesville, FL 32601-4140  
voice: 352/336-0800  
fax: 352/336-0505  
Brashear@NFlaLaw.com  
www.NFlaLaw.com

August 30, 2004

BRUCE BRASHEAR  
WILLIAM CLAYTON MARTIN III

Secretary of State  
Division of Corporations  
Non-Profit Section  
P. O. Box 6327  
Tallahassee, FL 32301

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SECRET OF STATE

RE: GAINESVILLE REGIONAL AIRSHOW CONSORTIUM, INC.

Gentlemen:

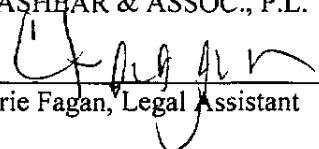
Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced not-for-profit corporation, as well as our check in the amount of \$78.75 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Registered Agent	35.00
Certified Copy of Articles of Incorporation	8.75

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOC., P.L.

  
Carrie Fagan, Legal Assistant

Enclosures

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CLERK OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION OF  
GAINESVILLE REGIONAL AIRSHOW CONSORTIUM, INC.  
A FLORIDA NONPROFIT CORPORATION**

**ARTICLE ONE. NAME**

The name of this corporation is Gainesville Regional Airshow Consortium, Inc.

**ARTICLE TWO. STATEMENT OF CORPORATE NATURE**

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

**ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES**

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of aviation, aviation history and for other charitable purposes, by the distribution of its funds for such purposes, and particularly to promote education regarding aviation and airplanes.

(b) The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**ARTICLE FOUR. TERM**

This corporation shall have a perpetual existence.

**ARTICLE FIVE. MEMBERSHIP**

(a) Directors as Membership. The sole class of members of this corporation shall be its directors.

(b) Rights and Liabilities of Members. The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

#### **ARTICLE SIX. SUBSCRIBERS**

The names and residence addresses of the subscribers of this corporation are as follows:

David M. Cruise	14606 N.W. 154 <sup>th</sup> Terrace Alachua FL 32615
Joel Brendemuhl	3120 N.W. 29 <sup>th</sup> Terrace Gainesville FL 32605
Kevin Birkett	3305 N.W. 4 <sup>th</sup> Street Gainesville FL 32605
Lewis Stokes	10006 N.W. 12 <sup>th</sup> Lane Gainesville FL 32606

#### **ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT**

(a) The address of the principal office of the corporation is 14606 N.W. 154<sup>th</sup> Terrace, Alachua, Alachua County, Florida 32615.

(b) The name and address of this corporation's registered agent is David M. Cruise, 14606 N.W. 154<sup>th</sup> Terrace, Alachua FL 32615.

#### **ARTICLE EIGHT. MANAGEMENT OF CORPORATE AFFAIRS**

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors who need not be members of the Corporation. The number of directors of the corporation shall be not less than three; provided, however, that such number may be changed by a bylaw duly adopted by the members.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on August 1, 2005, at the corporation's offices. Directors shall hold their offices for the term shown below; thereafter Directors shall hold office for 3-year terms, so that their terms are staggered and at least one, but not all Directors, are elected each year. Directors shall remain in office until such time as the next election of directors occurs.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names, addresses and initial terms of such first members of the board of directors are as follows:

<u>Name</u>	<u>Address</u>	<u>Term</u>
David M. Cruise	14606 N.W. 154 <sup>th</sup> Terrace Alachua FL 32615	3 years
Joel Brendemuhl	3120 N.W. 29 <sup>th</sup> Terrace Gainesville FL 32605	3 years
Lewis Stokes	10006 N.W. 12 <sup>th</sup> Lane Gainesville FL 32606	2 years
Kevin Birkett	3305 N.W. 4 <sup>th</sup> Street Gainesville FL 32605	1 year

(b) Corporate Officers. The board of directors shall elect the following officers: chairman, vice-chairman, president, vice-president, treasurer and secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>	<u>Office</u>
David M. Cruise	14606 N.W. 154 <sup>th</sup> Terrace Alachua FL 32615	Chairman, President and Secretary
Joel Brendemuhl	3120 N.W. 29 <sup>th</sup> Terrace Gainesville FL 32605	Treasurer

## **ARTICLE NINE. BYLAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

## **ARTICLE TEN. DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

## **ARTICLE ELEVEN. DISTRIBUTION OF ASSETS**

Upon 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 nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

## **ARTICLE TWELVE. DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS**

(a) **Distribution of Income.** The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(b) **Self Dealing.** The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(c) **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.


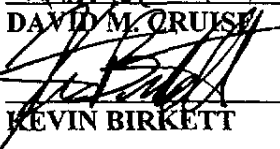
(d) **Investments Jeopardizing Charitable Purpose.** The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.


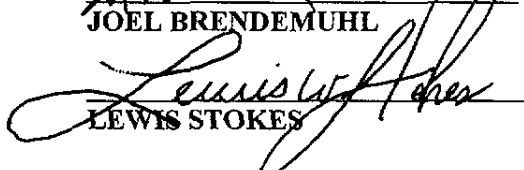
(e) **Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

### ARTICLE THIRTEEN. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be purposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

**WE THE UNDERSIGNED**, being the incorporators and subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida, have executed these Articles of Incorporation on August 19, 2004.

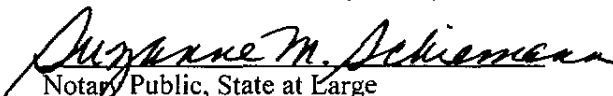
  
\_\_\_\_\_  
DAVID M. CRUISE  
  
\_\_\_\_\_  
KEVIN BIRKETT

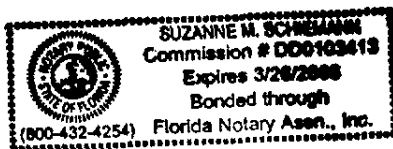
  
\_\_\_\_\_  
JOEL BRENDEMUHL  
  
\_\_\_\_\_  
LEWIS STOKES

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of August, 2004, by **DAVID M. CRUISE**, who is personally known to me or who produced his Florida Driver License as identification, and who did (did not) take an oath.

(SEAL)

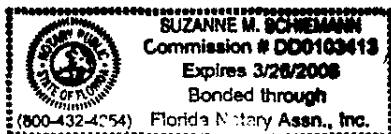
  
\_\_\_\_\_  
Notary Public, State at Large  
My Commission Expires:



STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of AUGUST, 2004, by **JOEL BRENDEMUEHL**, who is personally known to me or who produced his Florida Driver License as identification, and who did (did not) take an oath.

(SEAL)



Suzanne M. Schiemann  
Notary Public, State at Large  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of August, 2004, by **KEVIN BIRKETT**, who is personally known to me or who produced his Florida Driver License as identification, and who did (did not) take an oath.

(SEAL)



Suzanne M. Schiemann  
Notary Public, State at Large  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 25 day of AUGUST, 2004, by **LEWIS STOKES**, who is personally known to me or who produced his Florida Driver License as identification, and who did (did not) take an oath.

(SEAL)



Notary Public, State at Large  
My Commission Expires:


Emily S. Carey  
Notary Public, State at Large  
My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of Gainesville Regional Airshow Consortium, Inc. which is contained in the foregoing Articles of Incorporation.

DATED this 19th day of August, 2004.

  
**DAVID M. CRUISE**  
Registered Agent

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TALLAHASSEE FLORIDA