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BURKE & BLUE, P.A.

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Division of Corporations

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**FLORIDA NON-PROFIT CORPORATION**

**TYNDALL HERITAGE FOUNDATION, INC.**

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ARTICLES OF INCORPORATION

OF

TYNDALL HERITAGE FOUNDATION, INC.

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation on a non-stock basis pursuant to the provisions of Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be TYNDALL HERITAGE FOUNDATION, INC., whose principal office shall be located at 2570 Roosevelt Boulevard, Tyndall Air Force Base, Florida 32403.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

TYNDALL HERITAGE FOUNDATION, INC. (the "Corporation") shall commence corporate existence immediately upon the execution of these Articles and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSES

The purposes of the Corporation shall be exclusively for charitable and educational purposes within the meaning of the section 501 (c)(3) of the Internal Revenue Code, as amended (the "Code") and shall otherwise comply with any requirements for classification as an exempt organization under such section. The rules governing organization and operation of the Corporation shall be as set forth in the Corporation's By-Laws.

ARTICLE IV

GENERAL POWERS

Except as may be restricted in Articles III and V herein, this Corporation shall have all of the powers enumerated for corporations in the Florida Not For Profit Corporation Act, as it now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including without limitation and only by illustration, the following powers unless later restricted by applicable law:

- (a) To have succession by its corporate name for the duration of its existence.
- (b) To sue and be sued and appear and defend in all actions and proceedings in its

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Panama City, Florida 32401  
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Florida Bar #0133851

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corporate name to the same extent as a natural person.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."

(d) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(g) To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.

(h) To increase, by a vote of its members cast as the By-Laws may direct, the number of its directors, so that the number shall not be less than three (3) nor more than seven (7).

(i) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or any instrumentality thereof.

(j) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(k) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act in any state, territory, district, or possession of the United States or any foreign country.

(l) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(m) To adopt, change, amend and repeal By-Laws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs and the exercise of its powers.

(n) To have and exercise all powers necessary or convenient to effect its purpose.

(o) To merge and consolidate with other corporations both for profit and not for profit, domestic and foreign provided that the surviving corporation is a corporation not for profit.

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ARTICLE VPROHIBITED ACTIVITIES

The Corporation shall not allow any expenditure of any part of the net earnings of the Corporation to inure to the benefit of any member, director or officer of the Corporation, (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), nor shall any member, director or officer of the Corporation, or any private individual, be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation, or shall a substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate of public office. Provided, further, that if at any time the Corporation is deemed to be a Private Foundation as defined by Section 509 of the Code, then for so long as the Corporation is deemed a Private Foundation, the following provisions shall also be applicable:

1. The Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code.
2. The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.
3. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes or in such manner as to subject it to tax under Section 4944 of the Code.
4. The Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.
5. 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(a) of the Code.

ARTICLE VIDISTRIBUTION UPON DISSOLUTION

Upon the liquidation, dissolution or the winding up of the affairs of the Corporation, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or education organizations which are then qualified under the provision of Section 501(c)(3) of the Code.

ARTICLE VIIMEMBERSHIP

The members of this Not For Profit Corporation, if any, shall be qualified and admitted as set forth in the By-Laws of this Corporation.

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ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 2570 Roosevelt Boulevard, Tyndall Air Force Base, Florida 32403, and the initial registered agent of the Corporation at that address shall be:

Bridget Keegan

The Corporation may change its registered agent or location of its registered office, or both, from time to time without amendment of these Articles of Incorporation

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The Corporation shall have ten (10) Directors initially. The number of Directors may be either increased or decreased from time to time as provided in the By-Laws; provided, however, that the Corporation shall never have fewer than three (3) Directors. The names and street addresses of the initial Directors of the Corporation are:

DIRECTORS

Karen Hanes  
The Panama City News Herald  
501 W. 11<sup>th</sup> Street  
Panama City, Florida 32401

John Raffield  
Rt. 1, Box 358  
Jacksonville, TX 75766

James McCalister, Sr., Superintendent  
1311 Balboa Avenue  
Panama City, Florida 32401

Dr. Robert McSpadden  
Gulf Coast Community College President  
5230 West Highway 98  
Panama City, Florida 32401

Perrin Penniman  
Nature's Conservancy  
4025 Highway 178  
Jay Florida 32565

Paul Wilson  
1408 S. Gay Avenue  
Panama City, FL 32404

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Rebecca Saunders  
2515 Frankford Avenue  
Panama City, FL 32405

Robert Hurst  
243 S. Cove Terrace Drive  
Panama City, FL 32401

Michael D. Cabiness  
Lockheed Martin Aeronautics Co.  
F/A-22 Site manager - Tyndall AFB  
900 College Blvd.  
Lynn Haven, FL 32444

Lewis B. Howell  
St. Joe Suite 200  
100 Beckrich Road  
Panama City Beach, FL 32407

Directors may be removed with or without cause as provided for in the By-Laws.

#### ARTICLE X

#### INCORPORATOR

The name and street address of the person signing these Articles as Incorporators is:

Bridget Keegan  
1536 Will Lee Road  
Bonifay, Florida 32425

#### ARTICLE XI

#### BY-LAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

#### ARTICLE XII

#### INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

#### ARTICLE XIII

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AMENDMENT

These Articles of Incorporation may be amended at any time by a resolution adopted by a vote of the majority of the members present at any annual or special meeting provided a quorum is present, provided that due notice of the proposed amendment has been given to the members in accordance with the By-Laws.

ARTICLE XIVHEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said heading or captions.

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a Not For Profit Corporation pursuant to the law of the State of Florida to operate both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereunto sets her hand and seal this 25<sup>th</sup> day of May, 2005.

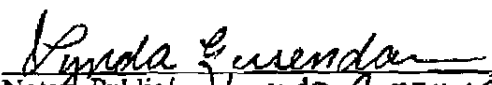
  
\_\_\_\_\_  
BRIDGET KEEGAN (SEAL)

STATE OF FLORIDA  
COUNTY OF ~~BAY~~ Leon

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of May, 2005 by Bridget Keegan, who is personally known to me or who has produced FLDL K250-061-51-513-0  
\_\_\_\_\_ as identification and who did take an oath.

[SEAL]



  
\_\_\_\_\_  
Notary Public/ Lynda Gissendanner

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

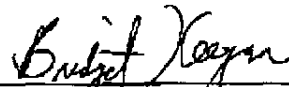
In compliance with Section 48.091, Florida Statutes, the following is submitted:

TYNDALL HERITAGE FOUNDATION, INC. desiring to organize as a Not For Profit Corporation pursuant to the laws of the State of Florida with its registered office at 2570 Roosevelt Boulevard, Tyndall Air Force Base, Florida 32403, has named and designated BRIDGET KEEGAN as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above named Not For Profit Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

May 25, 2005.

  
\_\_\_\_\_  
BRIDGET KEEGAN  
Registered Agent