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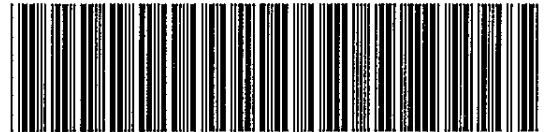
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05 DEC 19 PM 1:45
CLERK OF STATE
ALLAHASSEE, FLORIDA

FILED

12/25/05
Amend



delancyhill

a professional association
attorneys-at-law

December 16, 2005

VIA U.S. MAIL

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: EXPERIENCE AVIATION, INC.

Dear Sir/Madam:

Enclosed herein are the Amended Articles of Incorporation on behalf of the captioned company and the filing fee of \$43.75. Please return the certified copy of the Amended Articles of Incorporation. If you have any questions please call me at (786) 777-0184.

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

Sincerely,

DELANCYHILL, P.A.

Suzette A. Ashby
Legal Assistant to Marlon A. Hill

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
EXPERIENCE AVIATION INC.
A Florida "Not for Profit" Corporation**

Document No. N05000008724

FILED
05 DEC 19 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §617.1006 of the Florida Statutes, this Florida Not For Profit Corporation adopts the following amendments to its Articles of Incorporation:

There are either no members of the Corporation or, if there are members, they are not entitled to vote on amendments. Accordingly, the amendments were adopted solely by the board of directors.

These Articles of Amendment were adopted by the board of directors of said organization at a regular meeting with a quorum being present which was held on the 5 day of December, 2005. This board meeting met the requirements of both the Articles of Incorporation and the Bylaws.

The Articles of Incorporation of EXPERIENCE AVIATION INC. are hereby amended as follows:

A. Article III of the Articles of Incorporation is hereby replaced. The new Article III shall read as follows:

ARTICLE III
CORPORATE PURPOSE

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. To provide relief to the poor, the distressed and the underprivileged by engaging in or supporting activities to create jobs, eliminate blight, provide affordable housing, and provide needed services.
2. To lessen the burdens of government, lessen neighborhood tensions, eliminate prejudice, eliminate discrimination, and combat community deterioration.
3. To engage in educational activities.

4. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

5. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

6. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

B. The following additional Article is hereby added to the Articles of Incorporation. The new Article VIII reads as follows:

ARTICLE VIII
501(c)(3) LIMITATIONS

1. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

3. NO PRIVATE INUREMENT: The Corporation is not organized for nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

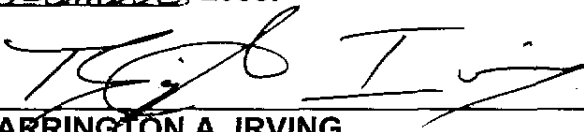
C. The following additional Article is hereby added to the Articles of Incorporation. The new Article IX reads as follows:

ARTICLE IX
INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Amendment to Articles of Incorporation of EXPERIENCE AVIATION, INC. are hereby executed by the President on this 5 day of December, 2005.



BARRINGTON A. IRVING
President