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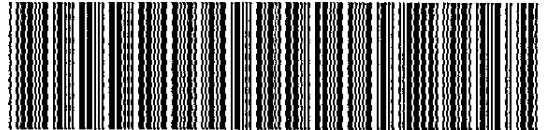
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WENDEL & CHRITTON
CHARTERED
ATTORNEYS AT LAW

JOHN F. WENDEL

*Administrative and Governmental Law
Corporation and Business Law
Non-Profit/Tax Exempt Organizations
Sports Law*

December 8, 2005
Via FedEx
8508 7141 6104

225 East Lemon Street
Suite 351

Post Office Box 2808
Lakeland, Florida 33806
Telephone (863) 603-7730
Fax (863) 603-7761

E-mail: jwendel@wendelchritton.com

In reply please refer to our file:

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

(8099) M-05-283-1
FLORIDA AIR MUSEUM, INC.
Miscellaneous/Correspondence

Ladies and Gentlemen:

Enclosed please find the following documents:

1. Original and one copy of the Articles of Incorporation for Florida Air Museum, Inc., and
2. Our check for \$78.75 payable to "Secretary of State".

Please do the following:

1. File the original Articles of Incorporation, prepare a certified copy of same, and send the certified copy to the undersigned by regular mail in the enclosed self-addressed, stamped envelope provided for that purpose. **If possible, and if it is convenient, please forward a copy of the Articles of Incorporation, as filed, via facsimile transmission, to (863) 603-7761.**
2. *If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.*

Thank you for your attention to this matter.

Sincerely,
WENDEL & CHRITTON, CHARTERED



John F. Wendel

JFW/mdm

Enclosures

cc: Client (w/enclosures)

ARTICLES OF INCORPORATION
OF
FLORIDA AIR MUSEUM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be FLORIDA AIR MUSEUM, INC.

ARTICLE II.

The existence of the corporation shall commence on January 1, 2006.

ARTICLE III.

The street address of the principal office of the corporation is 4175 Medulla Road, Lakeland, Florida 33811. The mailing address of the corporation is Post Office Box 7670, Lakeland, Florida 33807-7670.

ARTICLE IV.

The corporation is organized and shall operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding Section of any prior or future Internal Revenue Code. Consistent with such limitations, the purposes of this corporation shall be the furtherance of aviation education, history, safety, and tradition. The primary means by which the corporation shall achieve these purposes shall be to develop, establish, and maintain a permanent aviation museum including a building or buildings in which to create, store, maintain, and display the collections and exhibits of the museum, to provide facilities to further aviation education, history, safety, and tradition, and to produce programs and events related to the purposes of the corporation. It is intended that the museum shall include an aviation education center. The aviation education center of the museum may consist of, but is not limited to, classrooms, conference rooms, a science center, a theater, a library, and workshops. The museum and its aviation education center shall be operated in such a manner as to foster the free exchange of educational information with respect to the construction, maintenance, repair, and operations of aircraft, including, but not limited to, experimental, antique, historically significant, replica, aerobatic, and sports aircraft. Training courses, seminars, forums, meetings, panel discussions, lectures, and other activities designed to develop aviation education and safety and to promote aviation history and tradition shall be offered at the museum. The museum may also establish a

facility to restore and preserve aviation-related artifacts and aircraft of historical or national significance. Further, the corporation may also raise, receive, and maintain a fund or funds for the acquisition of real property and/or personal property for any one or more lawful purpose and within the scope of the purposes of the corporation.

ARTICLE V.

The method of election of directors shall be as stated in the bylaws of the corporation.

ARTICLE VI.

The name and street address of the initial registered agent of the corporation is JOHN F. WENDEL, c/o WENDEL & CHRITTON, Chartered, Suite 351, 225 East Lemon Street, Lakeland, Florida 33801.

ARTICLE VII.

The name and address of the sole incorporator of the corporation is JOHN F. WENDEL, c/o WENDEL & CHRITTON, Chartered, Suite 351, 225 East Lemon Street, Post Office Box 2808, Lakeland, Florida 33806-2808.

ARTICLE VIII.

- A. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual.
- B. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code.
- C. In the event of the dissolution of the corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively.

ARTICLE IX.

These Articles Of Incorporation may be amended by a two-thirds vote of those directors present at a meeting of the board of directors at which a quorum is present. The initial bylaws of the corporation shall be adopted by a majority vote of those directors present at a meeting of the board

of directors at which a quorum is present, but the bylaws shall not thereafter be altered, amended, or repealed except by a two-thirds vote of those directors present at a meeting of the board of directors at which a quorum is present.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles Of Incorporation this 8th day of December, 2005.


JOHN F. WENDEL, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I, JOHN F. WENDEL, having been named to serve as registered agent for FLORIDA AIR MUSEUM, INC. do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.


JOHN F. WENDEL

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