

NO6000007079

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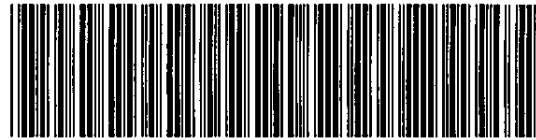
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APPROVED  
AND  
FILED

07 MAY - 7 AM 11:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*  
C. Coulter MAY 11 2007

**Merritt H. Powell**  
*Attorney at Law*  
631 South Ridgewood Avenue  
Daytona Beach, Florida 32114-4931  
(386) 255-4564 (phone & fax 24 hours)  
[derfritz@att.net](mailto:derfritz@att.net)

4 May 2007

Amendment Section  
Florida Division of Corporations  
Post Office Box 6327  
Tallahassee FL 32314

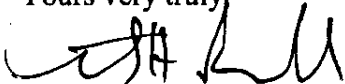
Ladies & Gentlemen: RE: Amended Articles of Incorporation; N06000007079  
Daytona Beach Composite Squadron, Inc. (DBCS)

Last week, I mailed you the 2007 Not-For-Profit Corporation Annual Report to insure that it was there before the deadline. My situation is that over 40 years ago, I filed the original non-for-profit corporation with substantially this same name. At that time, I was the squadron commander of the local sub-unit of Florida Wing, Civil Air Patrol which is in turn, the official Auxiliary of the United States Air Force and is involved with Search and Rescue of downed aircraft, public assistance in times of emergency (i.e., operate radio nets in storms to assist area law enforcement) plus a nation-wide aerospace education program for kids 12 up and senior members who are 21 and over. Some years back, other corporate officers allowed the corporation to lapse until last year.

One officer realized the lapse but didn't then involve me and his filing though a Tallahassee-based assistance firm had no knowledge of what the corporate purposes and powers should be and filed the minimum possible document. Rather than do just a patch job now, I've totally rewritten the Articles to reflect changes in CAP and USAF regulations for such entities and, hopefully, to let this operation continue for another 50 plus years. The reason for this corporation is that the local "de jure" CAP squadron located on the Daytona Beach International Airport cannot under federal law be separately incorporated and thus legally take title to land or improvements. In the late 1960's when I built the present squadron structure on the local airport, I created the first DBCS to rectify that situation solely for the purpose of housing the de jure squadron in its missions of public education, disaster relief and search and rescue under the U.S.A.F. Thus, "housing" the de jure squadron is the sole real function of DBCS.

I have enclosed an original set and one copy to be certified and returned to me plus the downloaded cover letter which this letter is designed to supplement. I am today aware that you may not or may not have a TIN or FEI number for us so I will check that out and will send one up in the next few days. There will be no employees of this corporation, salaried or otherwise, ever.

Yours very truly



MERRITT H. POWELL, Major, CAP(ret)  
Fla.Bar #064090

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: DAYTONA BEACH COMPOSITE  
SQUADRON, INC. (DBCS)  
DOCUMENT NUMBER: NØ6 ØØØØØ 7Ø79

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MERRITT H. POWELL

(Name of Contact Person)

ATTORNEY (FLA. BAR # Ø64Ø9Ø)

(Firm/ Company)

631 SOUTH RIDGEWOOD AV

(Address)

DAYTONA BEACH FL 32114-4931

(City/ State and Zip Code)

For further information concerning this matter, please call:

SAM E

(Name of Contact Person)

at ( 386 ) 255-4564

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|--|--|---|---|

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

DAYTONA BEACH COMPOSITE SQUADRON, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

N06000007079

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

N/A

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

ENTIRE NEW ARTICLES ATTACHED

OLD OFFICERS CONTINUED - SOME IN DIFFERENT  
SLOT. NEW OFFICERS (DIRECTORS) ADDED

THIS CORP. ALLOWED TO LAPSE; WAS REJUVENATED  
IN JUNE 2006. BUT POWERS / OBJECTS & PURPOSES  
WERE GROSSLY INADEQUATE UNDER CONTROLLING  
LAWS & REGULATIONS OF PARENT ORG. THIS CORP. IS  
DESIGNED TO BENEFIT (SUPPORT). - CIVIL AIR PATROL  
- ~~IS~~ IS AUXILIARY OF U.S. AIR FORCE. WE  
SUPPORT THEM AT LOWEST (COMMUNITY)

(Attach additional pages if necessary)  
(continued)

LEVEL.

07 MAY - 7 AM 11:03  
FILED  
AND  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The date of adoption of the amendment(s) was: 1 MAY 2007

Effective date if applicable: N/A  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature M. H. Powell  
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

MERRITT H. POWELL, ATTORNEY &  
(Typed or printed name of person signing)

PRESIDENT PRO TEM  
(Title of person signing)

FLA. BAR # 064090

FILING FEE: \$35

SO SORRY FOR HAND WRITING. I HAVE ALL  
SORTS OF WORD PROCESSING EQUIPMENT  
BUT - WOULD YOU BELIEVE-- NO  
FUNCTIONING TYPEWRITER ANY MORE

**AMENDED ARTICLES OF INCORPORATION  
of the  
Daytona Beach Composite Squadron, Inc.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, Pursuant to Chapter 617, Florida Statutes, hereby associate themselves together to form a Corporation Not for Profit upon a non-stock basis:

**ARTICLE I. NAME**

The name shall be **Daytona Beach Composite Squadron, Inc.**, hereinafter referred to as **DBCS**.

**ARTICLE II. PRINCIPLE OFFICE**

The principle office of DBCS at the time of filing these Amended Articles is at 1612 Aviation Center Parkway (Old Bellevue Road), Daytona Beach FL 32114, on the Daytona Beach International Airport property and said structure houses the unincorporated "de jure" Squadron of Civil Air Patrol, a National Corporation. However, since said address will soon change to a new structure constructed on nearby vacant ground of said Airport and because there is no present mail delivery to said address, to facilitate the filing of these **Amended Articles of Incorporation** and until said permanent location is constructed and can be occupied by 8049 in consideration of the release by **DBCS** of said property, the principle office shall temporarily be **631 South Ridgewood Avenue, Daytona Beach , FL 32114-4931**, which is the office and home of the undersigned attorney, resident agent and incorporator.

**ARTICLE III. PURPOSES OF THE CORPORATION**

This corporation, is organized for all lawful purposes including, but not limited to the following:

1. To provide direct support to the Daytona Beach Squadron, Florida Wing (Charter Number SER-FL-049, meaning SE Region, FL Wing #049), hereinafter referred to just as **8049**, an unincorporated sub-unit of the National Corporation known as **Civil Air Patrol**, as it now exists or may hereafter be transformed by competent authority, by providing housing, financial support, material, services and any other assistance permitted to Florida non-profit corporations deemed necessary or desirable. Expressly excluded from the powers of DBCS is any operational control over the activities of 8049 under the control of Florida Wing, National Civil Air Patrol and the United States Air Force;
2. To support the national CAP flying program by providing, inter alia, a local organization capable of taking title to property for the creation, of a flying club composed of members of Daytona Beach CAP;
3. To provide an organization to encourage and aid American citizens in the contribution of their efforts, services and resources in the development of aviation and in the maintenance of air supremacy, and to encourage and develop by example the voluntary contribution of private citizens to the public welfare;
4. Acquiring and administering funds and property from dues, contributions, and the earnings of its members which, after payment of all reasonable costs, operating expenses including the continuing improvement and updating of uniforms, plant and equipment, shall be devoted solely to the accomplishment of the corporation's purposes as stated above; and
5. Making appropriate charitable contributions.

#### ARTICLE IV. OFFICERS AND DIRECTORS

1. The affairs of this corporation shall be managed by a President, Vice President, Secretary and Treasurer whose duties shall be set forth in the By-Laws. The offices of Secretary and Treasurer may be combined in one person, however, when in such dual capacity, said officer shall have only one vote.

2. Said officers shall be elected annually by the majority secret vote of the entire membership of the corporation in good standing at such time. Each officer shall be a director of the corporation. The Board of Directors may, in his discretion, also include the currently-appointed Commander of 8049, or his designee, as an advisor to the extent permitted by the regulations of Florida Wing, CAP and the National Corporation of CAP. Said Advisor may recommend three (3) other 8049 members, also not subject to the national command limitation rule, to serve as Directors of DBCS. There shall be a total of nine (9) such officers and directors being either elected or appointed annually for the control and operation of DBCS.

3. Any such officer or director may be recalled at any time upon a three-fourths vote of the entire membership of DBCS in good standing at the time, at a meeting expressly called therefor, but there shall never be less than five (5) such officers or directors.

4. It is contemplated that, excepting only ministerial duties and functions appointed to the several officers of DBCS in its By-Laws, the affairs of DBCS shall be managed by the membership in good standing at the time functioning as a committee of the whole including, but not limited to, decisions involving participation of the corporation in activities, acquisitions, sales and major expenditures of corporate funds. The definition of what is a major expenditure shall be set forth in the By-laws which, together with any other operating limitations upon the several officers that may be deemed necessary or desirable by the membership.

5. Meetings of the Board of Directors of DBCS shall be open to all members of DBCS and 8049 in good standing and also permitted in attendance may be interested officers of the Airport Manager's Office, the F.A.A. and local FBO operators although while said visitors shall be permitted to express an opinion on matters before the Board, they shall not be entitled to a vote thereon.

#### ARTICLE V. INCORPORATORS AND INITIAL OFFICERS & DIRECTORS

1. **President and Incorporator:** Merritt H. Powell, Major, CAP(ret)  
631 S Ridgewood AV, Daytona Beach FL 32114; 386-255-4564; [derfritz@att.net](mailto:derfritz@att.net)

2. **Vice President** Ken K. Ali, 1 LT, CAP  
1308 Ruthbern RD, Daytona Beach FL 32114; 386-252-4708, [kenali99@yahoo.com](mailto:kenali99@yahoo.com)

3. **Treasurer** Danny W. Erwin, Capt, CAP  
1934 Holly Place, Daytona Beach FL 32119; 386-761-7255, [dwerwin@cs.com](mailto:dwerwin@cs.com)

4. **Secretary** Lee A. Powell, Major, CAP  
40 Snaresbrook CT, Ormond Beach FL 32174; 386-677-6363; [lpowell@scseng.com](mailto:lpowell@scseng.com)

5. **Director** James M. Goblet, Major, CAP,  
296 Woodland Avenue, Daytona Beach FL 32118; [daytonacap@gmail.com](mailto:daytonacap@gmail.com)

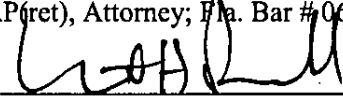
6. **Director** . . . . . Christian F. Moersch, Lt Col, CAP  
2115 Springwater Lane, Port Orange FL 32128; 386-760-0930; [cmoersch@aol.com](mailto:cmoersch@aol.com)

7. **Director** . . . . . L. G. Owings, II,  
940 Village Trail S-203, Port Orange FL 32127; 715-523-0673; [lee.owings@gmail.com](mailto:lee.owings@gmail.com)

8. **Director** . . . . . Rosalyn W. Powell, former Capt, CAP & DBCS member  
631 S Ridgewood AV, Daytona Beach FL 32114; 386-255-4567; no e-mail address.

#### ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS

The present street address of the registered agent of DBCS is **631 South Ridgewood Avenue, Daytona Beach, Florida 32114-4931** (386) 255-4564, and the name of the initial registered agent of this corporation at that address is **Merritt H. Powell**, Major, CAP(ret), Attorney; Fla. Bar #064090.

I hereby accept the designation of Resident Agent of DBCS: 

#### ARTICLE VII. ADMISSION AND QUALIFICATION OF MEMBERS

1. All persons who support the corporate objects and purposes and who meet the membership requirements set forth below shall be accepted as members with full voting rights and all membership privileges in DBCS without regard to race, creed age or sex.

2. Senior Members: Senior Members are now described in CAP literature only as "officers" but to avoid confusion since not all will be commissioned officers, they are herein described as citizens of the United States of America, eighteen (18) years of age or older when they join, or any other person qualifying for senior membership under regulations of the National Corporation of CAP and who is an active member thereof in good standing. It is contemplated that DBCS membership shall consist of members of **8049** plus such CAP officers as from time to time shall be in the chain of command from **8049** up to Florida Wing Headquarters who are not then subject to the Wing & National CAP command limitations. Other members of CAP, in good standing, may be permitted to join DBCS in the discretion of its Board of Directors.

3. Cadet Members: A citizen of the United States who is between the ages of twelve (12) and twenty-one (21) years of age and who has qualified for cadet membership under the regulations of the National Corporation of CAP. Cadet members may be admitted to DBCS by the Board of Directors and may participate in its activities but they shall not be voting members nor shall they in any way be obligated financially to support the operations of DBCS.

4. Membership in DBCS shall terminate when membership in the national corporation of Civil Air Patrol shall terminate and in accordance with the by-laws of this corporation; however, except as provided in Article X. below; no such termination shall ever work as a forfeiture of a member's financial interest in any aircraft or other property of DBCS where that member has advanced funds or other property in good faith for such acquisition in the reasonable belief that his membership would be continuing and that the member would continue to participate in the use and enjoyment of said property. This provision shall, among other things, be considered to cover the widow or widower of a former regular member of DBCS to permit them to continue in corporate activities.



## **ARTICLE VIII. QUORUM**

A quorum of the membership of DBCS for all purposes shall be a majority of the membership in good standing at the time. The quorum for the Board of Directors shall also be a simple majority of qualified officers and directors.

## **ARTICLE IX. ALTERATION AND AMENDMENT**

Amendments to these Articles shall require the two-thirds (2/3) affirmative vote of all members of DBCS in good standing at the time. All proposed amendments shall be submitted in writing with a copy to each voting member of the corporation not less than thirty (30) days prior to the vote which may be at any regular meeting or special meeting with notice.

## **ARTICLE X. PROPERTY RIGHTS**

Each member shall receive a certificate representing his investment (if any) in the acquisition of the assets of the corporation but which certificate shall not be construed to entitle such member to any form of financial or pecuniary profit or return other than a return of funds, without interest, that may have been advanced by such member to assist the corporate acquisition of property. Possession of more than one (1) such certificate shall not grant the holder thereof more than one (1) vote in the affairs of the corporation.

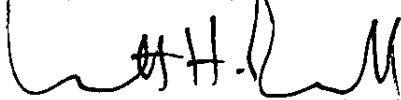
Upon termination of membership for any reason, each certificates held shall be returned to the corporation for its face value; however, if funds do not presently exist for the purpose, the corporation shall not be immediately required to pay said terminated member its value but the corporation shall do so within a reasonable time. The By-Laws may provide for the forfeiture of a member's interest where said member has through negligence, misconduct or violation of law or regulation, caused the damage or loss of corporate or other property for which the corporation may be liable.

**NOTE:** The foregoing statement of rights is carried over from what existed in members of DBCS as originally formed in the 1960's when it was contemplated that DBCS would also be the corporate basis of a flying club as well as title holder to the CAP real estate interest at the Daytona Beach Airport. Many such 1960's members are now deceased or have disappeared so the provision is continued in this document only in case it may be desirable for future members of DBCS might to similarly invest funds or property to facilitate the corporate objects and purposes; however, it is known to the undersigned attorney and proposed initial president of this corporation that there did not previously, and there does not now exist, any such invested property for the certificates to apply to and any such "Certificate" now presented shall serve only to evidence eligibility for membership in the new DBCS.

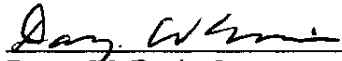
## **ARTICLE XI. SAVINGS CLAUSE**

Should any provision of these Articles, or any By-Law adopted hereunder, ever be declared by any court of competent jurisdiction to be unconstitutional or invalid for any reason, the same shall not affect the validity of said articles or By-laws as a whole or any part thereof other than the part judicially determined to be invalid.

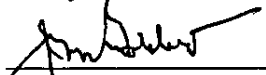
IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Daytona Beach, Volusia County, Florida, this 1<sup>st</sup> day of May, 2007.



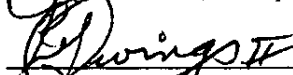
Merritt H. Powell, Incorporator



Danny W. Erwin, Incorporator



James M. Goblet, Incorporator



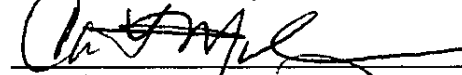
L. G. Owings, II, Incorporator




Ken K. Ali, Incorporator



Lee A. Powell, Incorporator



Christian F. Moersch, Incorporator



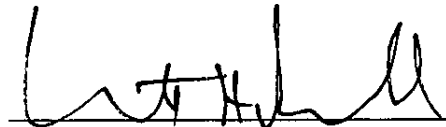
Rosalyn W. Powell, Incorporator

**STATE OF FLORIDA**

**COUNTY OF VOLUSIA**

**BEFORE ME**, the undersigned authority, personally appeared Ken K. Ali, Danny W. Erwin, Lee A. Powell, James M. Goblet, Christian F. Moersch, L. G. Owings and Rosalyn W. Powell, to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 1st day of May, 2007.



Merritt H. Powell, Notary Public

My commission expires: 18 November 2007



This Document prepared by:

**Merritt H. Powell, Attorney**  
631 South Ridgewood Avenue  
Daytona Beach FL 32114-4931  
(386) 255-4564 (phone & FAX 24 hours)  
[derfritz@att.net](mailto:derfritz@att.net)