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#### **COVER LETTER**

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

\$70.00

Filing Fee

SUBJECT: International Federation of Airline Dispatchers Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

**☑** \$78.75

Filing Fee & Certificate of

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NOTE: Please provide the original and one copy of the articles.



July 18, 2006

BROOKS C. MILLER, P.A. 1690 WACHOVIA FINANCIAL CENTER 200 SOUTH BISCAYNE BOULEVARD MIAMI, FL 33131

SUBJECT: INTERNATIONAL FEDERATION OF AIRLINE DISPATCHERS ASSOCIATION, INC.

Ref. Number: W06000031821

We have received your document for INTERNATIONAL FEDERATION OF AIRLINE DISPATCHERS ASSOCIATION, INC.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Must list the complete address for officer., i.e. Peter Rogl

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Letter Number: 906A00045896

Loria Poole Document Specialist New Filing Section

#### BROOKS C. MILLER, P.A.

ATTORNEYS WITH A GLOBAL PERSPECTIVE™
1690 WACHOVIA FINANCIAL CENTER
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

BROOKS C. MILLER

EMAIL: BMILLER@BROOKSMILLER.COM

TELEPHONE: 305.372.0900 FACSIMILE: 305.372.0660

July 26, 2006

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: International Federation of Airline Dispatchers Association, Inc.

Articles of Incorporation

To Whom it May Concern:

In accordance with your letter dated July 18, 2006, enclosed please find the Articles of Incorporation for International Federation of Airline Dispatchers' Associations, Inc., with the required revisions for filing.

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

Very truly yours,

Brooks C. Miller, P.A.

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Enclosure

## ARTICLES OF INCORPORATION OF THE INTERNATIONAL FEDERATION OF AIR LINE DISPATCHERS' ASSOCIATIONS, INC.

THE UNDERSIGNED, for the purposes of forming a not for profit corporation under the laws of the State of Florida, do hereby adopt the following articles of incorporation:

#### ARTICLE I - NAME AND LOCATION

The name of the corporation is the INTERNATIONAL FEDERATION OF AIR LINE DISPATCHERS' ASSOCIATIONS, INC. hereinafter referred to as the "Association." The initial principal office of the Association shall be located at 12370 SW 22d Lane, Miami, Florida 33175 but any meetings that are permitted under the Bylaws or the applicable Florida Statutes may be held at such places within or without the State of Florida, as may be designated from time to time.

#### ARTICLE II - CORPORATE NATURE

The Association is a nonprofit corporation, organized solely for charitable, educational, civic and social purposes pursuant to the Florida Not for Profit Corporation Act as set forth in Section 617 of the Florida Statutes.

#### ARTICLE III - CORPORATE DURATION

The term of existence of the Association is perpetual.

### ARTICLE IV - NONPROFIT PROVISIONS AND PURPOSES OF CORPORATION

Section 1. IRC Section 501(c)(6) Purposes.

· . . .

This Association is organized for any lawful purpose to obtain nonprofit status as set forth in the most current Internal Revenue Code, and to act and operate exclusively as a not for profit corporation pursuant to the laws of the State of Florida, its municipalities, county governments, and the United States.

No part of the revenues or assets of this Association shall inure to the benefit of, or be distributable to the Board of Directors, Officers, Voting Members or other person(s), provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association in return for services rendered to the Association or to make such other payments as are consistent with the Association's status as a tax exempt organization as provided for in Section 2.b. below.

#### **Section 2.** Objectives and Purposes.

- 2.1. The Association is organized, and shall be operated exclusively: To promote Safety in Air Transportation and to work for the development of a stronger Aviation Industry; to sponsor and support legislation and to assist in the promulgation of regulations for improvement of air safety; to promote the interests of the Aircraft Dispatcher/ Flight Operations Officers' profession, working to improve the professional standards of all Aircraft Dispatchers/Flight Operations Officers while safeguarding the integrity and interests of individuals; to keep member associations informed of matters concerning Aircraft Dispatchers/ Flight Operations Officers of Flight Dispatching in general; to cooperate with other legitimate professional organizations or organizations when, in the opinion of the members of the Federation, such cooperation would be of mutual benefit; and to establish and maintain an international office and facilities for clearance of information and to carry out other specific objectives of The Federation.
- 2.2 The Association shall operate in such a manner as will allow it to remain qualified it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.
- 2.3 To the extent consistent with Section 2.2. above, the Association may engage in and transact any other lawful activity for which not for profit corporations may be incorporated in the State of Florida.

#### ARTICLE V - ISSUANCE OF CAPITAL STOCK

The Association shall have no authority to issue capital stock.

#### ARTICLE VI - MEMBERSHIP

Voting Members. The Association shall have Voting Members who shall have all the rights and privileges of members of the Association. Such Voting Members must be associations themselves.

Individual Members. The Association shall have Individual Members, who shall have such rights and privileges as the Board of Directors establishes by resolution from time to time, but who shall have no right to vote.

Other Nonvoting Members. The Board of Directors may, by resolution, establish one or more additional classes of nonvoting members of the Association.

#### ARTICLE VII – OFFICERS AND DIRECTORS

The initial Officers of the Association shall be as follows:

President: Allan Rossmore 12370 SW 22 Lane Miami, Florida 33175

Vice President – West Adrian "Sandy" Sandziuk 815 Maple Ave. Milton Ontario L9T3N3

Vice President-East Aidan Fox 1 Bewley Avenue Lucan, County Dublin, Ireland

Administrative Vice President (Secretary)
Peter Rog1
Vice President – Administration
Josef Gallgasse 5/10
1020 Vienna, Austria

Financial Vice President (Treasurer)
Rick Ketchersid
Vice President - Finance
IFALDA - PO Box 1202
Red Oak, TX 75154-1202

The Directors are selected by a majority vote of the Officers. Directors may only be removed by majority vote of the Officers. The terms of Officers and Directors and other related provisions are set out in the Bylaws of the Association (the "Bylaws"). The Officers and Directors shall govern the affairs of the Association as set forth in the Bylaws.

#### ARTICLE VIII - FINAL DISPOSITION

In the event of dissolution or final liquidation of the Association, all of the remaining assets and property of the Association shall, after paying or making provision for the payment of all of the liabilities and obligations of the Association and necessary expenses thereof, be distributed and transferred as determined by the Voting Members to some other institution or institutions having objectives and purposes similar to the Association and having an exemption from taxation under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.

#### ARTICLE IX - AMENDMENT OF ARTICLES

Amendments to these Articles may be proposed by a resolution adopted by the Board of Directors and presented to the Voting Members as set forth in the Bylaws of this Association.

#### ARTICLE X - AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Florida Not for Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the Association, the Bylaws of this Association may be altered, rescinded, added to, or new Bylaws may be adopted according to the procedures as set forth in the Bylaws.

#### ARTICLE XI - INITIAL INCORPORATOR

The name and address of the initial incorporator of this Association is:

Allan Rossmore 12370 SW 22 Lane Miami, Florida 33175

#### ARTICLE XII – PRINCIPAL OFFICE

The street address of the initial principal office of the Association is:

12370 SW 22 Lane Miami, Florida 33175

#### ARTICLE XIII - REGISTERED AGENT

The name of the initial registered agent is:

Brooks C. Miller 1690 Wachovia Financial Center 200 South Biscayne Boulevard Miami, Florida 33131

#### ARTICLE XIV - MISCELLANEOUS

Section 1. Conflicts.

In the event of any conflict between these Articles and the Bylaws of the Association, these Articles as then currently in effect shall control.

Section 2. Governing Law.

These Articles shall be governed by and interpreted in accordance with the laws of the State of Florida.

Section 3. Headings.

The headings in these Articles are solely for convenience of reference and shall be given no effect in the construction or interpretation of these Articles.

IN WITNESS WHEREOF, I, Allan Rossmore, acting for and on behalf of the INTERNATIONAL FEDERATION OF AIR LINE DISPATCHERS' ASSOCIATIONS, INC. have executed these Articles of Incorporation this 25 day of June 2006 for the purpose of forming this not for profit corporation under the laws of the State of Florida.

Allan Rossmore

#### Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Brooks C. Miller

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Dated this 12m day of June, 2006.

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