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Division of Corporations

No. 012 P. 1
Page 1 of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION

THE GATHERING FOUNDATION, INC.

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H06000260653 3

**ARTICLES OF INCORPORATION
OF
THE GATHERING FOUNDATION, INC.**

ARTICLE 1. NAME AND STREET ADDRESS

The name of the corporation is THE GATHERING FOUNDATION, INC. ("Corporation"). The street and mailing address of its initial principal office is 3951 Merlin Drive, Kissimmee, Florida 34741.

ARTICLE 2. DURATION; NO MEMBERS

The period of its duration is perpetual. The corporation shall have no members.

ARTICLE 3. PURPOSES

The Corporation is organized and shall operate exclusively for educational, charitable, religious, scientific and/or literary purposes, including without limitation, the preservation of the remaining vintage fighter aircraft which are currently flying in the world today. The Corporation will act as a clearinghouse for the dissemination of information on the care, maintenance and improvement of these fighter airframes and will provide insights into specific pilot skills required to fly these aircraft safely. The Corporation acknowledges that current and future owners and pilots will be flying these fighters for many years to come, and should be given the opportunity to have the access to the wealth of information obtained both formally and informally by others. The goal of the Corporation is to provide a forum where information from various sources can be made available to owners and pilots of these vintage fighters.

ARTICLE 4. PROHIBITED ACTIVITY

Notwithstanding any of the provisions of these Articles, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of any director, officer or private individual. No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation except as may be permitted to Section 501(c)(3) organizations by the Code, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have or issue shares of stock, shall not make any disbursement of income to its directors or officers, and shall not make any disbursement of income to its directors or officers; provided, that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in Article 3.

H06000260653 3

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H06000260653 3

ARTICLE 5. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws of the Corporation.

ARTICLE 6. DISTRIBUTIONS UPON DISSOLUTION

No director, trustee or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon dissolution or winding up of the Corporation, after paying or making adequate provision for payment all of the liabilities, all remaining assets of the Corporation shall be distributed by the board of directors to a not for profit fund, foundation, or Corporation which is organized and duly operated exclusively for charitable, educational, religious and/or scientific purposes, and which at that time qualifies for tax-exempt status under Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by the Superior Court of Osceola County, Florida, for the purposes set forth in Article 3 of these Articles or to such organization or organizations as the Superior Court of Osceola County shall determine to be organized and operated for similar purposes.

ARTICLE 7. REGISTERED AGENT

The address of the initial registered office of the Corporation is 605 East Robinson Street, Suite 730, Orlando, Florida 32801, and the name of its initial registered agent at such address is AM&E Services LLC.

ARTICLE 8. DIRECTORS

The directors of the Corporation shall have all the powers conferred by the Florida Not for profit Corporation Act, which powers are not inconsistent with the purposes of the Corporation. The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who are to serve as the initial directors are:

1. Lee Lauderback, 3951 Merlin Drive, Kissimmee, FL 34741;
2. Angela West, 3951 Merlin Drive, Kissimmee, FL 34741;
3. Eric Huppert, 3951 Merlin Drive, Kissimmee, FL 34741; and
4. John Lauderback, 3951 Merlin Drive, Kissimmee, FL 34741.

ARTICLE 9. LIMITATION OF DIRECTOR LIABILITY

Except to the extent otherwise required by applicable law (as it exists on the date of the adoption of this Article or may be amended from time to time), a director of the Corporation shall not be personally liable to the Corporation for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, or (ii) for any transaction from which the director personally receives a benefit in money, property or services to which the director is not legally entitled.

H06000260653 3

H06000260653 3

No amendment to or repeal of this Article shall adversely affect any right of protection of any director of the Corporation occurring after the date of the adoption of this Article and prior to such amendment or repeal.

ARTICLE 10. INDEMNIFICATION

The Corporation shall indemnify any director or officer of the Corporation, who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the Corporation, to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided, however, that the Corporation shall only indemnify a director or officer seeking indemnification in connection with a proceeding initiated by such person if such proceeding or part of a proceeding was authorized by the Board of Directors or if such proceeding was brought by a director or officer to enforce a claim for indemnification under this Article and a court or an arbitrator determines that the director or officer is entitled to all of the relief claimed.

By means of a resolution or of a contract specifically approved by the Board of Directors, the Corporation may indemnify an employee or agent to such degree as the Board of Directors determines to be reasonable, appropriate, and consistent with applicable law and to be in the best interests of the Corporation.

The Board of Directors of the Corporation shall have the right to designate the counsel who shall defend any person or entity that may be entitled to indemnification, to approve any settlement, and to approve in advance any expense.

Reasonable expenses incurred by a director or officer, who is involved in any capacity in a proceeding by reason of the position held in the Corporation, shall be advanced by the Corporation to the full extent allowed by applicable law, as presently in effect and as hereafter amended. Reasonable expenses incurred by an employee or agent who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the Corporation may be, but is not required to be, advanced by the Corporation prior to the final disposition of such proceeding to the full extent allowed by applicable law, as presently in effect and as hereafter amended. Expenses shall not be advanced to any director, officer, employee or agent unless that person first promises in a writing delivered to the Corporation to repay all amounts advanced by the Corporation in the event that it is later determined that such person is not entitled to be so indemnified.

The Corporation may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the Corporation or is serving at the request or consent of the Corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability incurred by such person because of such person's status, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article. In addition, the Corporation may enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest, or use other means (including without limitation a letter of credit) to ensure the payment of such amounts as may be necessary or desirable to effect the indemnification and advances contemplated in this Article.

H06000260653 3

H06000260653 3

The right to indemnification conferred by this Article shall be interpreted to conform with, and shall not create any right that is inconsistent with, applicable law, as presently in effect and as hereafter amended. To the full extent allowed by applicable law (as presently in effect and as hereafter amended), the right to indemnification conferred by this Article shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person. The rights conferred in this Article shall not be exclusive of any other rights which any person may have or acquire under any applicable law (as presently in effect and as hereafter amended), these Articles, the bylaws of the Corporation, a vote of the Board of Directors of the Corporation, or otherwise.

If the Florida Not for profit Corporation provisions are amended to expand or increase the power of the Corporation to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the directors of this Corporation, the powers described in this Article shall be expanded and increased to the fullest extent permitted by law.

Notwithstanding any other provision of this Article, no indemnification shall be provided to any person if in the opinion of counsel payment of such indemnification would cause the Corporation to lose its tax-exempt status, if any, from federal income taxation.

No amendment to or repeal of this Article shall adversely affect any right of protection of any director, officer, employee or agent for events occurring after the date of the adoption of this Article and prior to such amendment or repeal.

ARTICLE 11. GENERAL PROVISIONS

11.1 Amendment. The Corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles in any manner now or hereafter prescribed by statute. All rights of the directors and officers of the Corporation are granted subject to this reservation.

11.2 Savings Clause; Governing Law. These Articles shall be governed by the laws of the State of Florida. Any provision prohibited by law or unenforceable shall not affect the remaining provisions of these Articles. However, in any conflict with Section 501(c)(3), 509(a)(1) or (2) of the Code and the Regulations thereunder, those Code Sections and Regulations shall govern.

ARTICLE 12. INCORPORATOR

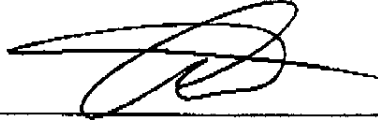
The incorporator is Arthur R. Louv, whose address is 605 East Robinson Street, Suite 730, Orlando, Florida 32801.

* * * *

H06000260653 3

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IN WITNESS WHEREOF, I the undersigned subscribing incorporator have hereunto set my hand and seal, this 25th day of October 2006, for the purposes of forming this not for profit Corporation under the laws of the State of Florida.



Arthur R. Louv, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


PURSUANT TO THE PROVISIONS OF SECTION 617.0202, FLORIDA STATUTES, THE UNDERSIGNED NOT FOR PROFIT CORPORATION SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the not for profit corporation is **THE GATHERING FOUNDATION, INC.**
2. The name and the Florida street address of the registered agent are:

**AM&E Services LLC
605 East Robinson Street, Suite 730
Orlando, Florida 32801**

Having been named as registered agent and to accept service of process for the above stated not for profit corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

AM&E Services LLC



By: _____

Arthur R. Louv, President

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