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TALLAHASSEE, FLORIDA

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ATTORNEY AT LAW

MARK R. HALL, P.A.

CERTIFIED MEDIATOR

TELEPHONE
(386) 423-1221

124 FAULKNER STREET
NEW SMYRNA BEACH, FLORIDA 32168-7018

FAX (386) 423-2232
E-MAIL: mark@mhalla.com

December 5, 2007

VIA OVERNIGHT MAIL

Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: New Not For Profit Corporation Filing
FRIENDS OF NEW SMYRNA BEACH AIRPORT, INC.

To Whom It May Concern:

Enclosed please find the following for your consideration:

1. Articles Of Incorporation for Friends of New Smyrna Beach Airport, Inc., with conformed copy

2. Mark R. Hall Trust account check in the amount of \$78.75 for the filing fee of \$35.00; Registered Agent Designation fee of \$35.00; and certified copy of Articles Of Incorporation fee of \$8.75.

Once the Articles Of Incorporation have been filed, please forward the certified copy to the address above.

Thank you for your attention to this matter.

Sincerely,

MARK R. HALL, P.A.


CAROL GARDNER
Legal Assistant

Enclosures

CC: Paul S. Rooy

ARTICLES OF INCORPORATION
OF
FRIENDS OF NEW SMYRNA BEACH AIRPORT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be: Friends of New Smyrna Beach Airport, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

124 Faulkner Street
New Smyrna Beach, FL 32168

The mailing address of this corporation shall be:

124 Faulkner Street
New Smyrna Beach, FL 32168

ARTICLE III
PURPOSES

Said corporation is organized exclusively for the purpose of protecting, preserving and improving New Smyrna Beach Airport.

ARTICLE IV
MANNER OF ELECTION OF DIRECTORS

The number of Directors constituting the initial Board of Directors is four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Directors shall be appointed, and the method of appointment of Directors and number of Directors shall be provided for in the Bylaws.

The names of the initial Directors of the Corporation are as follows:

Paul S. Rooy

Arlen R. Stauffer

Gary Norville

T. Michael Holoman

ARTICLE V
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Mark R. Hall, Esq.
Mark R. Hall, P.A.
124 Faulkner Street
New Smyrna Beach, FL 32168

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Paul S. Rooy
435 S. Ridgewood Avenue, Ste. 200
Daytona Beach, FL 32114

ARTICLE VII
LIMITATIONS

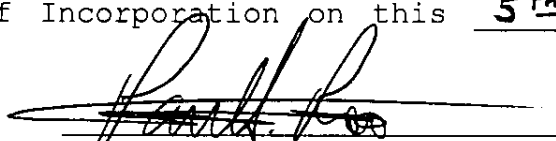
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. All income from funds invested by the Corporation (or all principal of such funds, if so specified by the donor of such funds), shall be earned, held and/or distributed solely for the benefit of the Corporation and shall

be distributable only to the Corporation as distributions are made.

ARTICLE VIII
DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to one or more organizations located in Volusia County, Florida with similar purposes as the Corporation and qualified under Section 501(c)(3) or 501(c)(6) of the Code, and if there are no such organizations, the assets shall be distributed in the discretion of the Board of Directors, to one or more organizations having their principal place of operation in Volusia County, Florida and qualified under Section 501(c)(3) or 501(c)(6) of the Code. If, upon such dissolution, any assets of the Corporation are not disposed of pursuant to the foregoing provisions, any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes and to such organizations, as said Court shall determine, which are organized and operated exclusively for purposes substantially similar to this Corporation and which are qualified under Section 501(c)(3) or 501(c)(6) of the Code.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 5th day of December, 2007.


PAUL S. ROOY

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Friends of New Smyrna Beach, Inc. at the place designated in the Articles Of Incorporation, the undersigned is familiar with and accepts the obligations of the position pursuant to Florida Statute 607.0501(3).

DATED this 5th day of December, 2007.


MARK R. HALL, ESQUIRE