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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

Jonathan N. David, Esq.

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Miami, FL 33143

Tel: (305) 666-7947

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April 18, 2008

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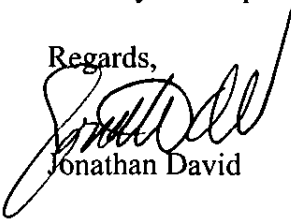
Re: Incorporation of Historical Flight Foundation, Inc.

Dear Sir or Madam:

Please find enclosed the undersigned's check in the amount of \$105.00 representing the filing fee for the processing of the above Not-For-Profit Corporation, plus the charge for TWO Certificates of Status and TWO Certified Copies of the Articles filed.

Thank you and please call me at 305-710-1910 (cell) with any questions or needs.

Regards,


Jonathan David

encl. Articles of Incorp + check.

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:
Historical Flight Foundation Inc

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
3500 NW 119 Street, Miami, FL 33167

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:
see attached page.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:
As stated in corporate by-laws.

ARTICLE V INITIAL DIRECTORS/OFFICERS

The name(s), address(es) and title(s):
Jonathan David/ Pres / Dir Roger Jarman / Sec /Dir
6632 SW 64th Ave. 7661 NW 68th Place, Ste 117
Miami, FL 33143 Miami, FL 33166

Richard Fernandes/ Tres /Dir
11011 NW 3rd St
Plantation, FL 33324

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:
Jonathan David
3500 NW 119 Street
Miami, FL 33167

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:
Jonathan David
3500 NW 119 Street
Miami, FL 33167

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.




Jonathan David

April 8, 2008

Signature/Registered Agent

Date

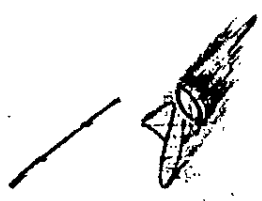
Jonathan David

April 8, 2008

Signature/Incorporator

Date

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Historical Flight Foundation Inc.

ARTICLE III

Section 1:

This corporation is organized and operated exclusively for one or more of the following purposes: **Charitable, Educational, Scientific and/or Religious**. This includes the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The specific purpose is **to educate the general public about historical aircrafts**.

Section 2:

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3:

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for religious, charitable, educational, literary, and scientific purposes and which has established its tax exempt status under Section 501 (c) (3), Internal Revenue Code.