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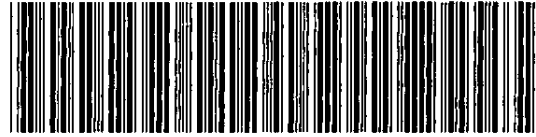
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-20-08
JH



**LAW OFFICES OF
J. KELLY KENNEDY**

198 1st St S
Winter Haven, FL 33880-3004



J. KELLY KENNEDY

Attorney at Law/Certified Public Accountant
e-mail: kelly@jkklaw.com

AREAS OF PRACTICE:

Wills, Estates, Estate Planning,
Real Property Law, Taxation,
Corporate, Business and Mortgage Law

CYNTHIA CROFOOT RIGNANESE

Attorney at Law
e-mail: ladylawyer@jkklaw.com

REPLY TO:

PO Box 7604, Winter Haven, FL 33883-7604
Tel: (863) 294-1114 Fax: (863) 294-8937

August 18, 2008

Division of Corporations
PO Box 6327
Tallahassee, Florida 32314-6327

RE: Lakeland Hangar, Inc.

Dear Ladies:

Enclosed herewith for filing are Articles of Incorporation for the above-captioned corporation. A copy of the Articles of Incorporation is also enclosed to be certified and returned to the undersigned.

Our firm's check in the amount of \$78.75 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Form	<u>35.00</u>

Total \$ 78.75

Please return the certified copy of the Articles of Incorporation to the undersigned attorney, Cynthia Crofoot Rignanese.

Thank you for your cooperation in this matter.

Sincerely yours,

CYNTHIA CROFOOT RIGNANESE, ESQUIRE

CCR/elh
Enclosures

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**ARTICLES OF INCORPORATION
OF
LAKELAND HANGAR, INC.**

FILED
2009 AUG 20 P 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, and for these purposes they adopt the following Articles of Incorporation.

**ARTICLE I
CORPORATE NAME, DURATION AND CONFLICTS**

1. The name of this corporation shall be **LAKELAND HANGAR, INC.**, by which name it may sue and be sued, contract and be contracted with, and employ a corporate seal. The **LAKELAND HANGAR, INC.**, may hereafter be referred to as the "**Corporation**".

2. The corporate existence of this corporation shall begin on the date the Certificate of Incorporation is issued by the Secretary of the State of Florida and shall continue perpetually thereafter, unless dissolved as provided by law.

3. The mailing address, principal office and place of business of the corporation shall be located at 549 Alachua Drive, S.E., Winter Haven, Florida 33884-1584.

4. If there are conflicts or inconsistencies between the provisions of Florida law, the Articles of Incorporation, the By-Laws and the Quiet Birdmen Rules, then the provisions of Florida law, the Articles of Incorporation, the By-Laws and the Quiet Birdmen Rules, in that order, shall prevail.

**ARTICLE II
OBJECT**

1. The purposes for which the Corporation is organized are:

(a) to consolidate the finances of Lakeland QB's under one entity.

(b) to transact any and all other lawful business for which corporations may be organized and incorporated under the Florida Not for Profit Corporation Act, all within the purview of Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder.

2. The Corporation shall make no distributions of income to its Members, directors, or officers.

ARTICLE III POWERS

The powers of the Corporation shall include and be governed by the following provisions:

1. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, the By-Laws of this Corporation and the Quiet Birdmen Rules.

2. The Corporation shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Quiet Birdmen Rules or the By-Laws including, without limitation, the power:

(a) Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit";

(b) Elect or appoint such officers and agents as its affairs shall require;

(c) to borrow money for any purpose, subject to any limitations contained in the By-Laws and the Quiet Birdmen Rules;

(d) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Corporation, with or in association with any other associations, corporations, or other entity or agency, public or private;

(e) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(f) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Corporation;

(g) make donations for the public welfare or for charitable or other similar purposes;

(h) establish rules and regulations;

(i) sue and be sued;

(j) exist in perpetuity; and

(k) take any other lawful action necessary for the purposes for which the Corporation is organized.

3. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article III are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of Article III.

ARTICLE IV **MEMBERS**

1. The Corporation shall be a membership corporation, without certificates or shares of stock.

2. The method and conditions of which members shall be accepted and discharged or expelled shall be regulated by the Quiet Birdmen Rules and the Bylaws of the Corporation. The present requirements of membership are:

- (a) a pilot;
- (b) with a minimum of 500 solo/PIC hours; and
- (c) an aviation interest.

3. The right of any member to vote, and the requirements thereof, shall be set forth in the Quiet Birdmen Rules and/or the By-Laws of the Corporation.

ARTICLE V **AGREEMENT OF ASSOCIATION**

The corporation, by and through its duly elected Board of Directors, recognizes its affiliation with QBs and hereby agrees to conduct the affairs of the corporation as follows:

a) The corporation and its members shall at all times abide with and be governed and controlled by the Bylaws and Quiet Birdmen Rules now in force or hereafter from time to time adopted, in so far as any provision of such may be applicable;

b) The corporation will comply with all such conditions and requirements as the QBs may prescribe;

c) Whenever requested by the Governing Board of QBs, the corporation shall dissolve or change its form of organization, as from time to time may be requested by said Governing Board.

ARTICLE VI **SUBSCRIBERS**

The names and addresses of the subscribers and incorporators are as follows:

JAMES P. RAUB
4108 Castaways Landing
Winter Haven, FL 33884

CHARLES SMITH
549 Alachua Drive, S.E.
Winter Haven, FL 33884

CHARLES R. PORTER
8707 SE 70th Terrace
Ocala, FL 34472-3456

JAMES COLBURN
4845 Southwind Drive
Mulberry, FL 33860

PALMER GEHRING
41 Pilot Place
Winter Haven, FL 33881

ARTICLE VII **BOARD OF DIRECTORS**

The affairs and business of the corporation shall be managed and conducted by a Board of Directors of the Corporation initially consisting of members (5) members. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three (3). Members of the Board of Directors need not be residents of the State of Florida, but they must be members of the Corporation. The directors shall be elected at the annual meeting of the members, and shall hold office in the manner set forth in the By-Laws and/or the Quiet Birdmen Rules. Directors shall be removed and vacancies filled in the manner provided in the By-Laws and/or the Quiet Birdmen Rules. The Board may delegate its operational authority to such companies, individuals and committees as it, in its discretion, may determine.

The name and address of the Board of Directors of the LAKELAND HANGAR, INC., who shall manage the business of this corporation until the first election is held and the positions are filled is as follows:

Board of Directors

JAMES P. RAUB, Director
4108 Castaways Landing
Winter Haven, Florida 33884

CHARLES SMITH, Director
549 Alachua Drive, SE
Winter Haven, Florida 33884

CHARLES R. PORTER, Director
8707 SE 70th Terrace
Ocala, Florida 34472-3456

JAMES COLBURN, Director
4845 Southwind Drive
Mulberry, Florida 33860

PALMER GEHRING, Director
41 Pilot Place
Winter Haven, Florida 33881

ARTICLE VIII **OFFICERS**

The affairs of the Corporation shall be administered by the Officers designated by the By-Laws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of Corporation, and they shall serve at the pleasure of the Board of Directors, as provided in the By-Laws. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>
Charles Smith 549 Alachua Drive, SE Winter Haven, Florida 33884	President
Charles R. Porter 8707 SE 70 th Terrace Ocala, Florida 34472-3456	Vice President
James Colburn 4845 Southwind Drive Mulberry, Florida 33860	Secretary
Palmer Gehring 41 Pilot Place Winter Haven, Florida 33881	Treasurer

ARTICLE IX BY-LAWS

The By-Laws of the Corporation are to be made and adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the By-Laws.

Meetings of the members of the association shall be held as provided by the By-Laws.

ARTICLE X AMENDMENTS

Amendments to these Articles of Incorporation must be proposed by the Board of Directors, who must set forth the proposed amendment and direct that it be submitted to a vote at a meeting of the members entitled to vote, which may be either an annual or a special meeting. At the meeting, to become effective, the proposed amendment, must be adopted by two-thirds (2/3rds) of the members present and entitled to vote. Such action shall be effective upon filing same with the Secretary of State of the State of Florida, or as otherwise provided by law.

ARTICLE XI INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every person who is or has been a Director or Officer of this Corporation shall be indemnified and held harmless by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him or her in connection with or arising out of any claim, action, suit or proceeding in which he or she may be involved by reason of being or having been a Director or Officer of this Corporation whether or not said

person continues to be a Director or Officer of this Corporation at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorneys' fees and amounts of judgments against and amounts paid to the Corporation itself; provided, however, that no such Director or Officer shall be so indemnified: with respect to any matter as to which such Director or Officer shall, in any such action, suit or proceeding be finally adjudged to be liable for actual misconduct in the performance of the duties of a Director or Officer and that the entire costs of such settlement will not substantially exceed the estimated costs of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such Director or Officer may be entitled as a matter of law.

ARTICLE XII **CAPITAL STOCK**

The Corporation shall have no capital stock, and no Director or Officer shall have any right or title to any asset of the Corporation.

ARTICLE XIII **EXEMPTION OF DIRECTORS AND OFFICERS** **FROM PERSONAL LIABILITY**

The private property of all Directors and Officers of this Corporation shall be wholly exempt from liability for any and all debts, obligations and liabilities of this Corporation.

ARTICLE XIV **CHARITABLE ORGANIZATION**

The Corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE XV **DISSOLUTION**

1. No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 501(c)(3) purposes. No substantial part of the activities of the Corporation shall be the carrying on the propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

2. Taking into account a preference for a donation supporting private aviation, upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

ARTICLE XVI REGISTERED OFFICE AND AGENT

The street address of the association's initial registered office is 549 Alachua Drive, S.E., Winter Haven, Florida 33884, and the name of its initial registered agent at such address is **Charles Smith**.

IN WITNESS WHEREOF, witness our hands this 8th day of August, 2008.

Charles Smith
By: CHARLES SMITH, President

James Colburn
By: JAMES COLBURN, Secretary

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 8th day of August, 2008, by CHARLES SMITH and JAMES COLBURN who are personally known to me or who have produced Florida Driver's License as identification.

(SEAL)



Edith L. Hayward
Printed Name: Edith L. Hayward
NOTARY PUBLIC/STATE OF FLORIDA
My Commission Expires: 07/27/2011
My Commission Number: DD 682527

**CERTIFICATE DESIGNATING REGISTERED
AGENT AND OFFICE**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

That LAKELAND HANGAR, INC., desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 549 Alachua Drive, S.E., Winter Haven, Florida 33884, has named **Charles Smith**, located at said address, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties.

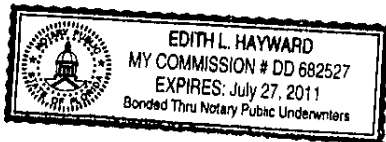



CHARLES SMITH

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 8th day of August, 2008, by **CHARLES SMITH**, who is personally known to me or who has produced Florida Driver's License as identification.

(SEAL)





Printed Name: Edith L. Hayward
NOTARY PUBLIC/STATE OF FLORIDA
My Commission Expires: 07/27/2011
My Commission Number: DD 682527

FILED
2008 AUG 20 P 12:41
CLERK OF STATE
TALLAHASSEE, FLORIDA