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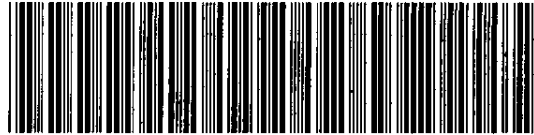
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VH



Professional Tax Consultants, Inc.

P.O. Box 7166 ♦ Winter Haven, FL 33883-7166

Winter Haven Office

314 Ave. K, S.E. ♦ (863) 294-5462

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Mary Ann Bauerle E.A., C.F.P. ®

Charlotte Davis E.A., C.F.P. ®

January 4, 2010

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

Subject: Adopt-A-Dream, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation for Non-Profit Corporation, Adopt-A-Dream, Inc. and our check in the amount of \$ 87.50 to cover the Filing Fee, the Certified Copy and & Certificate of Status.

Please feel free to contact me if you have any questions.

Sincerely,

Karin G Nelson, EA
Professional Tax Consultants, Inc.
314 Avenue K, SE
Winter Haven, FL 33880-4147
863-294-5462
Karin@ptcfl.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ADOPT-A-DREAM, INC.

The undersigned incorporator, for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation.

ARTICLE I.
NAME

The name of this corporation is **ADOPT-A-DREAM, INC.**

ARTICLE II.
COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence on January 1, 2010.

ARTICLE III.
PRINCIPAL OFFICE

The physical address of the principal office of the corporation is Lakeland Linder Airport, 3900 Don Emerson Drive, Lakeland, FL. 33881. The mailing address shall be 113 Hawthorne Rd, Winter Haven, FL. 33884.

ARTICLE IV.

PURPOSES

The corporation is organized and shall operate for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any prior or future Internal Revenue Code. Consistent with such limitations, the purposes of this corporation shall be aviation and aerospace education, training, and fostering responsible conduct in the pursuit of these goals. The program will specifically target less privileged teenagers that otherwise would not have this opportunity such as teens growing up in orphanages. The corporation will grant free education, training, and mentoring to a target group of disadvantaged teenagers by working with other organizations such as select orphanages and Big Brothers & Sisters of Polk County Inc. Additionally, the corporation will provide low cost aircraft rental and instruction for public education programs such as the Central Florida Aerospace Academy. One of the methods by which the corporation shall achieve these purposes is to develop, establish, and maintain a perpetual endowment fund to be expended for these purposes. A portion of the net income of the perpetual endowment fund shall be used to provide assistance, contributions, and support to such other Section 501(c)(3) entities as are qualified by the Internal Revenue Service, are in receipt of a determination letter from the Internal Revenue Service as to their status as a Section 501(c)(3) entity and which have as their primary purposes of education, training, and mentoring less disadvantaged teenagers and providing low cost airplane rental and instruction for public education programs. These purposes may include the ownership, leasing, and the maintenance of aircraft and an aviation education center. The aviation education center may include classrooms, conference rooms, a library, and workshops. The aviation education center shall be operated in such a manner as to foster the exchange of education information with respect to the maintenance, repair, navigation, and operation of aircraft. Additionally teenagers in the program will be mentored and taught the importance of education, a solid work ethic, and steering clear of drugs & alcohol. The school will enforce a zero tolerance decree for the use of any unprescribed drug or alcohol. Training courses, seminars, forums, panel discussions, lectures, and other activities designed to achieve aviation education and safety shall be offered at the aviation education center.

ARTICLE V.

MEMBERS

The corporation shall not be obligated or required to have any members. Nonetheless, should the board of directors of the corporation determine that the corporation shall have members, the method of selecting and admitting members, the criteria for membership, and the rights and classification of members shall be as stated in the Bylaws of the Corporation.

ARTICLE VI.
BOARD OF DIRECTORS

The business and property of this corporation shall be managed by a board of directors which shall have full control over the affairs of the corporation and shall have the authority to exercise all of its corporate powers. The board of directors shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and the Bylaws of the Corporation. Directors shall not be compensated for the performance of their duties as directors, but may be reimbursed for expenses incurred by them in the performance of their duties as directors in accordance with the Bylaws of the Corporation. The method of election of directors shall be as stated in the Bylaws of the Corporation.

ARTICLE VII.
REGISTERED AGENT

The name and street address of the initial registered agent of the corporation is PROFESSIONAL TAX CONSULTANTS, INC., 314 Avenue K, SE, Winter Haven, Florida 33880.

ARTICLE VIII.
SOLE INCORPORATOR

The name and address of the sole incorporator of the corporation is JAMES TREFZ, 113 Hawthorne Rd, Winter Haven, Florida 33884.

ARTICLE 1X.
LIMITATIONS AND PROHIBITED ACTIVITIES

- A. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual.
- B. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code.
- C. In the event of the dissolution of the corporation, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes only.

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ARTICLE X.
AMENDMENTS TO ARTICLES OF INCORPORATION

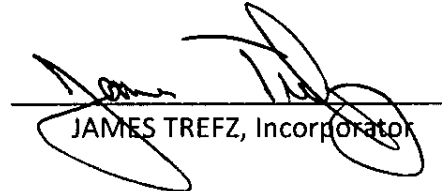
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation may be amended by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors at which a quorum is present.

ARTICLE XI.
ADOPTION OF AND AMENDMENTS TO BYLAWS

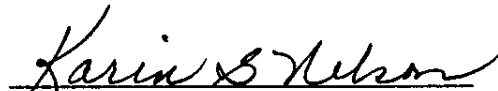
The initial Bylaws of the corporation shall be adopted by a majority vote of those directors present at a meeting of the board of directors at which a quorum is present, but the Bylaws shall not thereafter be altered, amended, or repealed except by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors at which a quorum is present.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of January, 2010.


JAMES TREFZ, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I, KARIN G. NELSON, as a representative for PROFESSIONAL TAX CONSULTANTS, INC., do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept the obligation of such office.


PROFESSIONAL TAX CONSULTANTS, INC.
Registered Agent
By Karin G. Nelson, President