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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
CATHOLIC PILOT'S ASSOCIATION OF AMERICA, INC.**

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12-06-10

**First Amended and Restated Articles of Incorporation of  
Catholic Pilot's Association of America, Inc.  
(A Corporation Not For Profit)**

Pursuant to the requirements of the Florida Not For Profit Corporation Act (the "Act"), the undersigned does hereby make, swear to, adopt and file these First Amended and Restated Articles of Incorporation of Catholic Pilot's Association of America, Inc. (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on March 31, 2010 (the "Incorporation Date").

**ARTICLE I - Name**

The name of the Corporation is: Catholic Pilot's Association of America, Inc.

**ARTICLE II - Principal Office and Mailing Address**

The address of the principal office and the mailing address of the Corporation is 100 Riverside Drive #505, Cocoa, Florida 32922.

**ARTICLE III - Purpose**

A. The Corporation is organized and shall be operated exclusively for charitable purposes including, for such purposes, but without limitation thereon, using general aviation aircraft to assist in the mission of the Catholic Church by holding, investing and administering assets received as charitable gifts, bequests and contributions and using such assets or the income therefrom to (i) provide no cost regional air transportation to family members of critically or terminally ill patients in Catholic hospitals, medical centers or hospices who lack the financial ability to travel to such institutions, (ii) promote and organize an annual Catholic Sky Mass and "Blessing of the Fleet" at airports for pilots, passengers and aircraft, and (iii) provide no cost aviation transportation to clergy and religious women of the Catholic Church in the scope of their ministry.

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which Corporations qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 this Article. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to

any candidate for public office. It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) thereof.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization (a) exempt from federal income tax under Section 501(c)(3) of the Code; (b) contributions to which are deductible for income tax purposes under Section 170(c)(2) of the Code; (c) bequests to which are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code; and (d) gifts which are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

#### ARTICLE IV - Private Foundation Limitations

Notwithstanding anything to the contrary hereinbefore contained, for any period in which the Corporation is a private foundation described in Section 509(a) of the Code:

A. the Corporation shall distribute its income from each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

B. the Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code;

C. the Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code;

D. the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

E. the Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code.

#### ARTICLE V - Term of Existence

The Corporation shall exist perpetually, unless dissolved according to law.

#### ARTICLE VI - Registered Office and Agent

The street address of the registered office of the Corporation is 100 Riverside Drive #505, Cocoa, Florida 32922 and the name of the registered agent of the Corporation at that address is Randy Means.

#### ARTICLE VII - Members

The Corporation shall have one or more members. The Bylaws of the Corporation shall make provision with regard to the members of the Corporation, including the manner of admission to membership.

ARTICLE VIII - Directors

Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE IX - Incorporator

The name and mailing address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Sheila Dang, Legalzoom.com, Inc.	7083 Hollywood Blvd., Suite 180 Los Angeles, CA 90028

ARTICLE X - Bylaws

A. At the initial meeting of the Corporation, the Board of Directors of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these First Amended and Restated Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

B. The power to adopt, alter, amend or repeal Bylaws shall be as provided in the Bylaws of the Corporation.

ARTICLE XI - Amendment to Articles

These First Amended and Restated Articles of Incorporation may be amended in the manner provided by the Act; provided, however, the members of the Corporation shall be entitled to vote on any proposed amendment to the Articles of Incorporation.

ARTICLE XII - Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all the assets of the Corporation exclusively for charitable or educational purposes to such "qualified" organization or organizations as the Board of Directors shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article only if at the time of the distribution of such assets it is operated exclusively for purposes described in Section 170(c)(2)(B) of the Code and is an organization described in Section 501(c)(3) thereof.

B. Any assets not distributed by the Board of Directors as provided herein, shall be distributed by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation, or to such qualified organization or organizations as said court shall determine.

ARTICLE XIII - Indemnification

The Corporation shall fully indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

CERTIFICATE

The foregoing First Amended and Restated Articles of Incorporation was adopted by the unanimous written consent of the Board of Directors of the Corporation on the 15<sup>th</sup> day of November, 2010 and the number of votes cast for the amendment was sufficient for approval. There are no members entitled to vote on the foregoing First Amended and Restated Articles of Incorporation.

Catholic Pilot's Association of America, Inc.

By: Randy Means

Name: Randy Means

Title: President

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent and agree to comply with the provisions relative to keeping said office open.

Randy Means  
Randy Means

Registered Agent

Date: November 15, 2010