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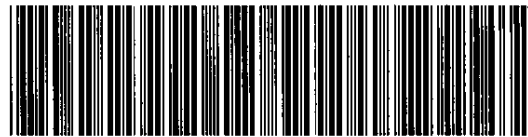
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2010 JUL 23 P 2:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 27 2010
D. A. WHITE



ROBERT B. BENNETT
WARREN K. SPONSER *
GWEN G. JACOBS
DAVID W. ADAMS +

JOHN F. WENDEL
OF COUNSEL

KERRY J. ANDERSON
OF COUNSEL

* ALSO ADMITTED IN GEORGIA
+ BOARD CERTIFIED IN LABOR
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July 22, 2010

VIA FEDEX
8619 0825 6648

Department of State
Division of Corporations
Clifton Building
2661 Executive Center
Tallahassee, Florida 32301

RE: Lakeland Aero Club, Inc.
SBJA File No.: 2010-07845

Ladies and Gentlemen:

Enclosed please find the following documents:

1. Original Articles of Incorporation of Lakeland Aero Club, Inc., and
2. A check for \$78.75 payable to "Florida Department of State".

Please do the following:

1. File the original Articles of Incorporation and return a certified copy to me, and
2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,

SPONSER, BENNETT, JACOBS &
ADAMS, P.A.

John F. Wendel

JFW:jad/A36F09D8314C7124

enclosures

cc: Mr. Charles Ahearn (w/enclosures)
Mandy Sanders, CPA (w/enclosures)

**ARTICLES OF INCORPORATION
OF
LAKELAND AERO CLUB, INC.**

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The undersigned incorporator, to form a corporation not for profit under the Florida Notary Public Act, Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation.

**ARTICLE I.
NAME**

The name of the corporation is **LAKELAND AERO CLUB, INC.**

**ARTICLE II.
COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the corporation shall commence on July 23, 2010.

**ARTICLE III.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the corporation and the mailing address of the corporation is Suite 4, 336 West Highland Drive, Lakeland, Florida 33813.

**ARTICLE IV.
PURPOSES**

The corporation is organized and shall operate exclusively 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 the corporation shall be to develop and further the education, instruction, and training of persons in matters involving, pertaining to, and regarding aerodynamic, aerospace, and aviation education, history, safety, and tradition, and in the operation, maintenance, navigation, and preservation of the various categories and classifications of aircraft; to educate, instruct, prepare, and teach persons the principles and theories of flight; and to educate, instruct, prepare, teach, and train persons to operate and fly the various categories and classifications of aircraft in a careful, disciplined, responsible, safe, and skillful manner. Forums, lectures, meetings, panel discussions, seminars, training courses, and other activities designed to achieve the purposes of the corporation may be offered by the corporation. Further, the corporation may also raise, receive, and maintain a fund or funds for the acquisition by lease or purchase of suitable aircraft to educate, instruct, prepare, teach, and train persons to operate and fly such aircraft, and for the acquisition of real property and/or personal property for any one or more of the purposes of the corporation and for any one or more lawful purposes and within the scope of the purposes of the corporation.

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, the classification of members, the designation of such class or classes of members, the qualifications, limitations, and rights of the members of each class, the quorum and voting requirements for meetings and activities of members, and the notice requirements sufficient to provide notice of meetings and activities of members shall be as set forth in the Bylaws of the corporation. Notwithstanding the foregoing, there shall be no policy whatsoever providing for any form of discrimination against any person based on race, color, or religion.

ARTICLE VI. BOARD OF DIRECTORS

The business and property of the corporation shall be managed by the board of directors of the corporation which shall have full and absolute control over the affairs of the corporation and shall be authorized to exercise all of the corporate powers of the corporation. 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. The method of electing the directors of the corporation shall be as stated in the Bylaws of the corporation. The number of directors of the corporation may be increased or decreased from time to time and at any time, but the corporation shall never have less than three (3) directors. No director shall be compensated for the performance of his or her duties as a director, but a director may be reimbursed for expenses reasonably and necessarily incurred in the performance of his or her duties as a director in accordance with the Bylaws of the corporation. The board of directors of the corporation shall, by two-thirds (2/3rds) vote, have the right to remove, with or without cause, any director and to replace any director so removed.

ARTICLE VII. OFFICERS

The officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer, and such other officers as the board of directors, from time to time and at any time, shall deem necessary. Any two (2) or more offices may be held by the same person. All officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation. Officers (including an officer who is also a member of the board of directors of the corporation) may be compensated for the performance of his or her duties as an officer as determined by the board of directors of the corporation. Officers may be reimbursed for expenses reasonably and necessarily incurred in the performance of their duties as officers as determined by the board of directors of the corporation. The board of directors of the corporation shall, by majority vote, have the right to remove, with or without cause, any officer and to replace any officer so removed.

**ARTICLE VIII.
LIMITATIONS AND PROHIBITED ACTIVITIES**

The corporation shall be bound by the following:

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 or entity;

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) of the Internal Revenue Code of 1986 or corresponding Section 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 exclusively;

D. No substantial part of activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation; and

E. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE IX.
INDEMNITY OF DIRECTORS AND OFFICERS**

The corporation shall indemnify any director or any officer for any acts or alleged acts committed or allegedly committed by such director or officer while serving in his or her capacity as a director or as an officer of the corporation to the extent permitted by Florida and federal law.

**ARTICLE X.
BYLAWS**

The Bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

**ARTICLE XI.
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of this corporation is John F. Wendel, Suite 4, 336 West Highland Drive, Lakeland, Florida 33813.

**ARTICLE XII.
INCORPORATOR**

The name and address of the sole incorporator of this corporation is John F. Wendel, Suite 4, 336 West Highland Drive, Lakeland, Florida 33813.

**ARTICLE XIII.
AMENDMENTS TO
ARTICLES OF INCORPORATION**

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

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on this 22nd day of July, 2010.



John F. Wendel, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, John F. Wendel, having been named to serve as registered agent for **LAKELAND AERO CLUB, INC.**, do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.

DATED this 22nd day of July, 2010.



John F. Wendel, Registered Agent

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CLERK OF STATE
TALLAHASSEE, FLORIDA