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FLORIDA PROFIT/NON PROFIT CORPORATION

Antique Aircraft Foundation, Inc.

Certificate of Status	0
Certified Copy	1
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January 5, 2015

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Florida Department of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, Florida 32399-0250

RE: Articles of Incorporation of Antique Aircraft Foundation, Inc.

Ladies and Gentlemen:

With reference to the above company, enclosed please find the Articles of Incorporation for filing. Kindly fax to the undersigned proof of filing same.

Thank you.

Very truly yours,

Karen L. McGhee, CP, FRP
Certified Paralegal
Email: klm@McCarthySummers.com
/klm
Enclosure

Terence P. McCarthy *
Robert P. Summers *
Noel A. Bobko
Steven J. Wood **
Kenneth A. Norman
Kathryn C. Bass
Nicola J. Boone Melby ***
Owen Schultz
Michael J. McNicholas ****

Rene S. Iosco
Margaret E. Wood

Patricia J. Tylor ††

*Board Certified
Real Estate Lawyer
**Board Certified Wills,
Trusts & Estates Lawyer
***Board Certified
Elder Law Lawyer
****Certified Circuit
Civil Mediator
††Retired

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ARTICLES OF INCORPORATION OF Antique Aircraft Foundation, Inc.

THE UNDERSIGNED, acknowledges and files in the Office of the Secretary of State of Florida, for the purpose of forming a corporation not for profit these Articles of Incorporation in accordance with the "Florida Not For Profit Corporation Act, Florida Statutes Chapter 617."

ARTICLE 1

CORPORATE NAME

1.1 Name. The name of the Corporation shall be Antique Aircraft Foundation, Inc., and the principal office and mailing address shall be at 2400 SE Federal Highway, 4th Floor, Stuart, Florida 34994.

ARTICLE II

PURPOSES AND POWERS

2.1 Purposes. The purpose for which the Corporation is formed is to operate an antique aircraft foundation.

2.2 Powers. To accomplish the foregoing purposes, the Corporation shall have such corporate powers as are granted in Chapter 617 of the Florida Statutes and all amendments subsequent thereto, together with such other additional powers as shall be reasonably co-existent and appropriate and necessary for the full use and property management of the Corporation or any of its purposes; provided however, that this Corporation in exercising any one or more of its powers, shall do so in furtherance of the exempt purposes for which it has been organized, and as described in the Internal Revenue Code, and provisions herein, which conflict with those purposes and would render the Corporation non-exempt, shall be treated as void and of no effect. No part of the income of the Corporation shall be distributed to the members, directors and officers of the Corporation.

2.3 Private Foundation Limitations. The Corporation is specifically precluded from engaging in any prohibited activities as defined in Section 617.0835 (2), Florida Statutes, and shall meet all obligations required therein.

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ARTICLE III

PERIOD OF DURATION

3.1 Period of Duration. The Corporation shall have perpetual existence. In the event of dissolution of this Corporation, no part of the Corporation's assets shall inure to the benefit of any member but shall instead be distributed to such charitable organization or organizations selected by the final Board of Directors of the Corporation, which organization or organizations must qualify as charitable organizations under Article 501(c)(3) of the United States Internal Revenue Code of 1986 as the same may be amended.

ARTICLE IV

DIRECTORS OF CORPORATION

4.1 Governing Board. The affairs and property of the Corporation shall be managed and governed by a Board of Directors. The number of Directors and the manner in which the Directors shall be elected or appointed shall be determined in accordance with the Corporation's By-Laws; however, in no event shall the Board of Directors be composed of less than three (3) persons. The terms of office for Directors shall be staggered such that one-third of the members of the Board of Directors shall be elected each year and all Directors, except those on the initial Board of Directors, shall serve terms of three (3) years.

ARTICLE V

BY-LAWS

5.1 Adoptions and Amendment. The By-Laws of the Corporation may be adopted and amended by a two-thirds (2/3rds) vote of the Board of Directors.

5.2 Limitation. No By-Law shall be adopted or amended that would place the Corporation in violation of Article 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time.

ARTICLE VI

NON-STOCK

6.1 No Stock Issued. The Corporation shall not issue stock nor any evidence of ownership of any interest in the Corporation.

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ARTICLE VII**REGISTERED AGENT AND OFFICE**

7.1 Registered Office. The initial registered agent office of the Corporation is 2400 S.E. Federal Highway, Fourth Floor, Stuart, Florida 34994.

7.2 Registered Agent. The initial registered agent whose address is identical with the registered office set forth above is Terence P. McCarthy, who is a member of the Florida Bar.

ARTICLE VIII**INCORPORATOR**

8.1 Name and Address. The name and street address of the incorporator signing these Articles of Incorporation is:

Luz McCusker

3228 SE FIRESTONE PL.
STUART FL 34997**ARTICLE IX****AMENDMENT OF ARTICLES OF INCORPORATION**

9.1 Vote. These Articles of Incorporation may be amended by a three-fourth (3/4th) vote of the Board of Directors.

9.2 Limitation. No amendment of these Articles shall be made in violation of Article 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time.


ARTICLE X**DISSOLUTION AND LIMITATION**

10.1 Disposition of Assets. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal State or local Government for exclusive public purposes.

10.2 Limitation on Activities. Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under Article 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue law; or, (b) a corporation, contributions to which are deductible under Article 170(c)(2) of the Internal Revenue Code of 1986 or any corresponding provision of any future United States Internal Revenue law.

10.3 No Personal Inurement. The assets of Corporation shall not inure to the personal benefit of any individual. This limitation shall not be construed to prevent fair payment for services actually rendered to the Corporation by any individual.

IN WITNESS WHEREOF, the undersigned hereto sets his hand and seal this 31 day of December, 2014.


Laz McCusker, Incorporator

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JAN 15 2015

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of §§48.091(1) and 617.0501, Florida Statutes, the following is submitted in compliance thereof:

That Antique Aircraft Foundation, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Martin, at 2400 S.E. Federal Highway, Fourth Floor, Stuart, Florida 34994 has named Terence P. McCarthy, located at that same address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0503, Florida Statutes.

By:


Terence P. McCarthy, Registered Agent

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