

N 15333

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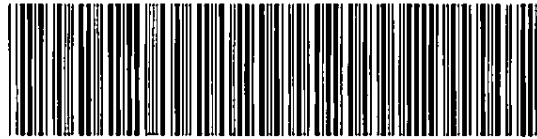
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2022 JUL 15 AM 11:27

ATTORNEY GENERAL'S OFFICE

2022 JUL 15 AM 11:49

8/23/2022

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 895716 82866A

AUTHORIZATION :

COST LIMIT : \$ 35.00



ORDER DATE : August 19, 2022

ORDER TIME : 8:34 AM

ORDER NO. : 895716-010

CUSTOMER NO: 82866A

DOMESTIC AMENDMENT FILING

NAME: SUN'N FUN FLY-IN, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland -- EXT#

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 18, 2022

CORPORATION SERVICE COMPANY

SUBJECT: SUN 'N FUN FLY-IN, INC.
Ref. Number: N15333

RESUBMIT

Please give original
submission date as file date.

*original file date
7/15/22*

We have received your document for SUN 'N FUN FLY-IN, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 022A00015969

2022 AUG 22 AM 11:34

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SUN 'n FUN FLY-IN, INC.
N15333**

2022 JUL 15 AM 11:49

Pursuant to the provisions of Section 617.1006, Florida Statutes, SUN 'n FUN FLY-IN, INC., a Florida not-for-profit corporation ("**Sun 'n Fun**"), adopts the following amendments to its Articles of Incorporation.

FIRST: The following Articles are added to the Articles of Incorporation:

- 1. ARTICLE III – Article III of the Articles of Incorporation is hereby amended and restated in its entirety as follows:**

ARTICLE III.

The corporation is organized and shall operate exclusively for educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any prior or future Internal Revenue Code and in particular to operate exclusively for the benefit of Aerospace Center for Excellence, Inc. ("**ACE**"). Specifically, the Corporation shall support ACE's educational activities by holding and distributing certain assets for ACE and for the benefit of the ACE's various educational activities. ACE is an educational organization within the meaning of section 501(c)(3) of the Internal Revenue Code and, under section 509(a)(1) of the Internal Revenue Code, is not a private foundation. Notwithstanding any other provision of these bylaws (the "**Bylaws**"), the Corporation shall not engage in any activity which is not in furtherance of the above described purpose, shall not engage in any activities that directly benefit any organization other than ACE, ACE's supporting organizations, or ACE's integrated auxiliary organizations, and shall not carry on any activities not permitted to be carried on:

- i. (i) by an organization exempt from federal income tax under Internal Revenue Code section 501(c)(3); or
- ii. (ii) by a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2), or
- iii. (iii) by an organization that constitutes a supporting organization under Section 509(a)(3) of the Internal Revenue Code.

Consistent with such limitations, the purposes of this corporation shall be the furtherance of aviation, education and safety. The primary means by which the corporation shall achieve this purpose shall be to develop, establish and maintain an aviation education center. The aviation education center shall be operated in such a manner as to foster the free exchange of educational information with respect to construction, maintenance, repair and operation of aircraft, particularly experimental antique, historically significant, replica, acrobatic and sport aircraft. Training courses, seminars, forums, meetings, panel discussions, lectures and other activities designed to achieve aviation education and aviation safety shall be offered at the aviation education center. The aviation education center shall also serve as a facility to restore and preserve aircraft of historical significance. The corporation through its activities shall encourage and foster aviation matters, including air science and technology, among interested persons and interested groups (with a special emphasis on children and young adults). The corporation shall also undertake studies and research relating to aviation education and aviation safety, compile the results thereof and publish the same through any appropriate media. The corporation may also engage in any activity, which tends to promote understanding or improve relationships between groups interested in aviation education and aviation safety and which have objectives compatible with those of the corporation.

The corporation is not formed for pecuniary profit or financial gain; 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.

No part of its activities shall be the carrying on of propaganda, or otherwise attempting, to influence legislation; and it shall not participate, or intervene (including the publishing or distributing of statements), in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from the federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law), or (2) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

2. ARTICLE VII. – Article VII of the Articles of Incorporation is hereby amended and restated in its entirety as follows:

ARTICLE VII.

- A. No part of the net earnings of Sun 'n Fun 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) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal revenue Code.
- C. Upon the dissolution of Sun 'n Fun, the residual assets of Sun 'n Fun will, by action of the directors at a special meeting called for that purpose, be turned over to Aerospace Center for Excellence, Inc., a 501(c)(3) as defined by the Internal Revenue Code. If Aerospace Center for Excellence, Inc. is unable or unwilling to accept, then the residual assets will be turned over to one or more organizations which 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 law, or to Federal State or local government for exclusive public use.
- D. At any time, if any, during which Sun 'n Fun is a "private foundation" as defined in Internal Revenue Code Section 509(a), it shall not:
 - i. Engage in any act of "self-dealing" as defined in Internal Revenue Code Section 4941(d), which would give rise to any liability for the tax imposed by Internal Revenue Code Section 4941(a);
 - ii. Retain any "excess business holdings", as defined in Internal Revenue Code Section 4943(c), which would give rise to any liability for the tax imposed by Internal Revenue Code Section 4943(a);
 - iii. Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Internal Revenue Code Section 4944, so as to give rise to any liability for the tax imposed by Internal Revenue Code Section 4944(a);

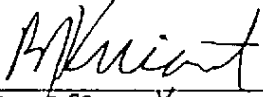
- iv. Make any "taxable expenditures," as defined in Internal Revenue Code Section 4945(d), which would give rise to any liability for the tax imposed by Internal Revenue Code Section 4945(a); or (e) During the period it is a "private foundation" as defined in Internal Revenue Code Section 509, if any, Sun 'n Fun shall distribute, for the purposes specified in these Articles, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Internal Revenue Code Section 4942(a).

SECOND: The date of each amendments' adoption: September 19, 2019.

THIRD: Adoption of Amendments: The amendments were adopted by the directors at a meeting of the board of directors at which a quorum was present on September 19, 2019, and the number of votes cast for the amendments were sufficient for approval. There are no members or members entitled to vote on these amendments.

Dated effective as of September 19, 2019.

SUN 'n FUN FLY-IN, INC.

By: 
Print: R. Jeffrey Kincaid
Title: Secretary