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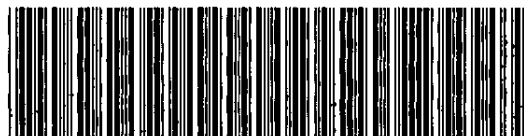
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PLEASE REPLY TO:
LAKE PLACID
SEBRING



June 16, 2016

425 SOUTH COMMERCE AVENUE
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Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: U.S. Sport Aviation Institute, Inc.
Our File No. 0974-g

Gentlemen:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for U.S. Sport Aviation Institute, Inc., a non-profit corporation. Please approve and file the original, file stamp the copy and return it to us along with the charter number.

Also enclosed please find our check for your charges as follows:

Articles of Incorporation	\$ 35.00
Registered Agent's Designation	<u>35.00</u>
Total	<u>\$ 70.00</u>

If you have any questions or if anything further is required, please contact me.

Sincerely,

Robert S. Swaine

RSS/tw
Enc.
xc: Mike Willingham

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**ARTICLES OF INCORPORATION
OF
U.S. SPORT AVIATION INSTITUTE, INC.**

(a Florida non-profit corporation)

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a non-profit corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is **U.S. SPORT AVIATION INSTITUTE, INC.**

ARTICLE II. PURPOSES AND POWERS

The purposes and powers of the corporation are:

- (a) To fund, create, expand, advance and maintain educational endeavors in the aeronautical field.
- (b) To own, rent, lease, operate and maintain sufficient real and personal property to carry out the purposes herein above expressed.
- (c) To contract debts and to borrow money, to issue notes and other evidences of indebtedness.
- (d) To partner with others to advance educational endeavors in the aeronautical field.
- (e) To undertake all activities lawfully permitted for Florida non for profit corporations.
- (f) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes or powers set forth in this article, and to do all other things incidental thereto or connected therewith, which are not forbidden by law or these articles of incorporation.
- (g) To carry out any of the purposes or powers set forth in this article in any state, territory, district, or possession of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such place.
- (h) Notwithstanding any other provision herein, this corporation is organized exclusively for charitable purposes and will not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the United States Internal Revenue Code, as amended from time to time, (b) a corporation contributions to which are deductible under Section 170(c)(2) of the United States Internal Revenue Code, as amended. This corporation shall not engage in the prohibited activities or the accumulation of

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16 JUN 20 PM 3:22

income set forth in Section 508(e) or any other section of the United States Internal Revenue Code, as amended. This corporation shall not be involved in prohibited financial transactions with disqualified persons (acts of self dealing) per restrictions set forth in Section 494 and other provisions of the United States Internal Revenue Code, as amended.

(i) The funds to carry out the purposes of the corporation shall be obtained through donations and any and all means permitted under law.

ARTICLE III. NON-STOCK CORPORATION

The corporation shall issue no stock and no dividends or pecuniary profits shall be declared or paid to the directors hereof.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually and be effective as of the date of filing of these Articles.

ARTICLE V. ADDRESS

The street address of the principal office of the corporation in the State of Florida is 128 Authority Lane, Sebring, Florida 33870. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors.

ARTICLE VI. OFFICERS

The officers of this corporation shall consist of a Chairman, Vice Chairman, Secretary and Assistant Secretary. These officers shall manage the affairs of the corporation and shall be elected by the Board of Directors as stated in the By-Laws of the corporation. Such officers shall have the same terms as the Sebring Airport Authority. The initial officers are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Mark Andrews	2871 Lakeview Drive Sebring, Florida 33870	Chairman
Peter H. McDevitt	P.O. Box 112 Lake Placid, Florida 33862	Vice Chairman
John Payne	4060 Lakeview Drive Sebring, Florida 33870	Secretary
Sidney Valentine	600 West College Drive Avon Park, Florida 33825	Assistant Secretary

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ARTICLE VII. DIRECTORS

The corporation shall be managed by a board of not less than five (5) directors. The Directors shall be elected as stated in the By-Laws of the corporation. The initial Directors who are to serve until they resign or are removed are as follows:

Terrill Morris
307 S. Commerce Ave.
Sebring, Florida 33870

Peter H. McDevitt
P.O. Box 112
Lake Placid, Florida 33862

D. Craig Johnson
2031 U.S. Highway 27
Sebring, Florida 33870

Mark Andrews
2871 Lakeview Drive
Sebring, Florida 33870

John Payne
4060 Lakeview Drive
Sebring, Florida 33870

Sidney Valentine
600 West College Drive
Avon Park, Florida 33825

Stanley H. Wells
1600 U.S. 27 South
Avon Park, Florida 33825

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are Mike Willingham, 128 Authority Lane, Sebring, Florida 33870.

ARTICLE IX. AMENDMENT

These articles may be amended by a majority vote of the Directors.

ARTICLE X. NON-PROFIT CHARACTER

1. Said corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, 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 the purpose clause hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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3. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such tax exempt purposes.

ARTICLE XI. BY-LAWS

The By-Laws of this corporation shall be adopted by the incorporators at the first incorporator's meeting and may be altered, amended or repealed by the Directors.

ARTICLE XII. MEMBERSHIP

There are no members of this corporation.

ARTICLE XIII. REGISTERED OFFICE AND REGISTERED AGENT


The corporation hereby designates as its registered office 128 Authority Lane, Sebring, Florida 33870, and its registered agent, Mike Willingham, who is located at the same address for service of process.

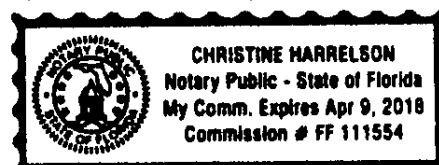
IN WITNESS WHEREOF, the undersigned subscriber has hereunto set my hand and seal this 16 day of June, 2016, for the purpose of forming this non-profit corporation under the laws of the State of Florida, and hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

STATE OF FLORIDA
COUNTY OF HIGHLANDS

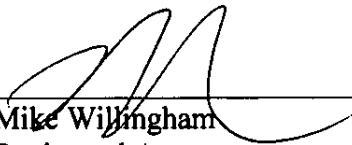

Mike Willingham

The foregoing instrument was acknowledged before me this 16th day of June, 2016, by Mike Willingham, who is personally known to me or who has produced as identification.


Notary Public, State of Florida at Large
(affix notarial seal)



Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


Mike Willingham
Registered Agent

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