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TALLAHASSEE, FLORIDA

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921 North Palafox Street  
Pensacola, FL 32501  
850-316-8179  
fax: 850-898-3377  
leuchtmanlaw.com

Gary B. Leuchtman  
Board Certified in Wills, Trusts & Estates

Alfred J. Lojo

May 24, 2017

VIA CERTIFIED MAIL

Department of State  
Corporations Division  
PO Box 6327  
Tallahassee, FL 32314

Re: **The Association of Naval Aviation, Inc. – Domestication**

Dear Sir or Madam:

Enclosed herewith please find the following:

1. Not for Profit Certificate of Domestication; and
2. A check in the amount of \$128.75 made payable to "Florida Department of State" from the firm.
3. Articles of Incorporation of The Association of Naval Aviation, Inc.

These documents are attached for the purposes of domestication for The Association of Naval Aviation, Inc.

Please notify me at [ajl@leuchtmanlaw.com](mailto:ajl@leuchtmanlaw.com) when you receive this filing and when you take action on this filing. If you should have any questions or comments, please do not hesitate to contact me. Thank you for your assistance in this matter.

Yours very truly,

A handwritten signature in black ink, appearing to read 'Alfred J. Lojo', is written over a printed name and title.

Alfred J. Lojo  
For the Firm

AJL

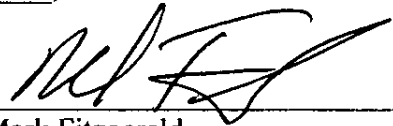
Enclosures

**CERTIFICATE OF DOMESTICATION**

The undersigned, Mark Fitzgerald, Chairman of the Board of Directors of The Association of Naval Aviation, Inc., a foreign corporation, in accordance with s. 617.1803, Florida Statutes, does hereby certify:

1. The date on which the corporation was first incorporated is November 29, 2006;
2. The jurisdiction in which the corporation was first incorporated is in the State of Virginia;
3. The name of the corporation immediately before filing this Certificate of Domestication is The Association of Naval Aviation, Inc.;
4. The name of the corporation, as set forth in its Florida articles of incorporation, is The Association of Naval Aviation, Inc.
5. The jurisdiction that constituted the principal place of business or central administration of the corporation immediately before filing this Certificate of Domestication in the State of Virginia.
6. Attached are the Florida articles of incorporation to complete the domestication requirements.

I, Mark Fitzgerald, am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 12<sup>th</sup> day of May, 2017.



Mark Fitzgerald  
as the Chairman of the Board of  
Directors of the Association of Naval  
Aviation, Inc.

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**ARTICLES OF INCORPORATION OF  
THE ASSOCIATION OF NAVAL AVIATION  
A FLORIDA NONPROFIT CORPORATION**

**ARTICLE I.**

The name of this corporation is "The Association of Naval Aviation, Inc." (hereafter referred to as the "Corporation").

**ARTICLE II.**

The duration of this Corporation shall be perpetual.

**ARTICLE III.**

The Corporation is organized and shall be operated exclusively for scientific, educational and charitable purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding sections of any prior or future Internal Revenue Code ("charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code").

The Corporation may undertake any action necessary to further this general purpose including, without limiting the generality of the foregoing:

(a) Promote and support, by donation, loan or otherwise, the interests and purposes described above for the Corporation and other organizations which provide or conduct activities which fall within the category of Section 501(c)(3) and Section 509(a)(1) or Section 509(a)(2) of the Code providing or furthering the purposes described above.

(b) Raise funds for the Corporation and any or all of the organizations described in subparagraph (a) of this article from the public and from all other sources available and receive and maintain such funds and expend principal and income therefrom in furtherance of these purposes.

(c) Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

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(d) Own or operate facilities or own other assets for public use and welfare in furtherance of these purposes.

(e) Contract with other organizations, for profit and not for profit, with individuals, with governmental agencies in furtherance of these purposes.

(f) Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code, in the course of which operation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other 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 herein.

(ii) No substantial part of the activities of the Corporation shall be the 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 except as authorized under the Code.

(iii) Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(g) Notwithstanding the foregoing, the mission of the Corporation shall be to (a) educate the general public about the overall military status of the United States and to encourage widespread interest as to the importance of Naval Aviation in the defense of the United States and its allies; (b) to stimulate the collection, preservation and display of historical material concerning the history of naval aviation; and (c) to encourage scientific and technical development of naval aviation.

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**ARTICLE IV.**

No power or authority shall be exercised by the Directors, officers or employees of the Corporation in any manner or for any purpose whatsoever which may jeopardize the status of the Corporation as an exempt organization under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended.

**ARTICLE V.**

The Corporation's Bylaws shall designate one or more classes of members, state the qualifications and rights of the members of each class and confer, limit or deny the right to vote.

**ARTICLE VI.**

The street address of the initial registered office of the Corporation is 921 N. Palafox St., Pensacola, FL 32501. The name of the initial registered agent at such address is Gary B. Leuchtman.

**ARTICLE VII.**

The street address of the principal office of the Corporation is 1654 White Owl Rd., Fleming Island, FL 32003.

**ARTICLE VIII.**

The name of the incorporator of this Corporation is Mark Fitzgerald and his address is 1654 White Owl Rd., Fleming Island, FL 32003.

**ARTICLE IX.**

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture,

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trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be

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determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not object to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0834, Florida Statutes, or any other provision of law <sup>Exonerating</sup> officers or directors of Florida not for profit corporations from liability.

**ARTICLE X.**

The affairs of the Corporation shall be managed by a Board of Directors whose number and qualifications shall be set forth in the Bylaws. The term of each director shall be three (3) years, provided, however the initial term of a director may be a shorter term in order to maintain the three groups of directors referenced hereafter.

The number of directors shall be divided into three (3) groups of one or more directors with each group containing approximately equal number of directors. The terms of the directors in the first group shall expire at the first annual meeting of the members. The terms of the directors in the second group shall expire at the second annual meeting of the members and the terms of directors in the third group shall expire at the third annual meeting of the members. At

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 IN AND FOR THE COUNTY OF  
 MIAMI, FLORIDA



each annual meeting of the members, one group of directors shall be elected for a term of three (3) years to succeed those directors whose terms expire.

**ARTICLE XI.**

The Board of Directors shall have the power to alter, amend or repeal the bylaws or adopt new bylaws, provided that the bylaws at no time shall contain any provision inconsistent with law or the Articles of Incorporation.

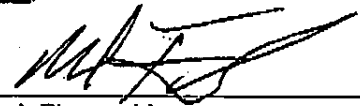
**ARTICLE XII.**

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code or to the federal, state or local government for exclusively public purposes, as the Board of Directors shall determine. Any such residual assets not so disposed of shall be disposed of by a court of competent jurisdiction in the state in which the principal office of the Corporation is then located, exclusively for charitable, scientific or educational purposes within the meaning Section 501(c)(3) of the Code as said court shall determine.

(END OF TEXT)

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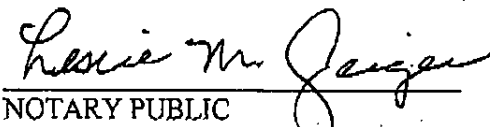
The undersigned, being the incorporator of this Corporation, for the purpose of forming this nonprofit corporation under the Laws of the State of Florida has executed these articles of incorporation on this 12 day of MAY, 2017.

  
\_\_\_\_\_  
Mark Fitzgerald

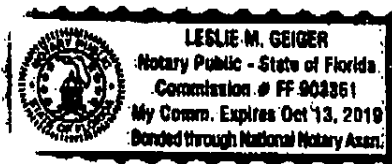
STATE OF FLORIDA  
COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Mark Fitzgerald, to me personally known or who has produced \_\_\_\_\_ as identification, and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed, who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 12 day of MAY, 2017.

  
\_\_\_\_\_  
NOTARY PUBLIC

LESLIE M. GEIGER  
Print or type name of Notary  
Personally known or Produced ID [ ]  
Type of ID produced & ID number

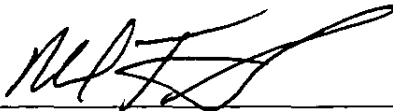


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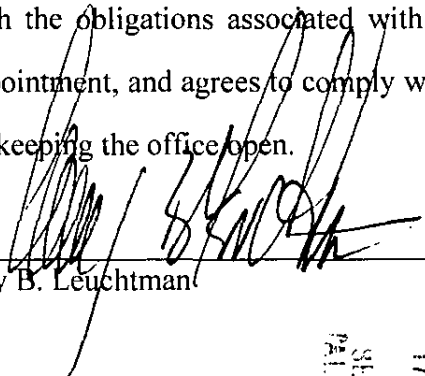
**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

The Association of Naval Aviation, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated Gary B. Leuchtman as its initial Registered Agent and Office.

By:   
Mark Fitzgerald

Having been named Registered Agent for the above stated Corporation, at the designated Registered Office, the undersigned, being familiar with the obligations associated with being designated as Registered Agent, hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.

  
Gary B. Leuchtman

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