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**FLORIDA PROFIT/NON PROFIT CORPORATION
VETERANS FLIGHT, INC.**

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**ARTICLES OF INCORPORATION
OF
VETERANS FLIGHT, INC.**

The undersigned incorporator, Charles P. Young, a natural person competent to contract, hereby presents these Articles of Incorporation as the Articles of Incorporation of VETERANS FLIGHT, INC. (the "Articles") for formation of a corporation not for profit under the provisions of Chapter 617, *Florida Statutes*.

ARTICLE I – NAME AND PRINCIPAL OFFICE

The name of the corporation is VETERANS FLIGHT, INC. (the "Corporation"), and the initial principal office and mailing address of the Corporation is 438 E. Government Street, Pensacola, FL 32502.

ARTICLE II – PURPOSE

The purposes for which the Corporation is organized shall be as follows:

(a) OUR MISSION IS TO EDUCATE THE PUBLIC ABOUT MILITARY AVIATION TRADITIONS AND THE HISTORICAL ROLE OF MILITARY AVIATION DURING THE MID 20TH CENTURY.

(b) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the applicable Treasury Regulations as they now exist or may hereafter be amended.

(c) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, any director, officer, trustee or member of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), and no director, officer, trustee or member of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are

deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

ARTICLE III – PRIVATE FOUNDATION CLASSIFICATION

In the event that the Corporation is classified as a private foundation as described in Section 509 of the Internal Revenue Code of 1986, as amended, then the following paragraphs shall apply:

(a) The Corporation shall distribute or apply its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV – MEMBERSHIP

The membership of the Corporation shall consist of the individuals who are Directors of the Corporation as provided for herein and their successors. Additional classes of membership may be created upon approval of a majority vote of the Board of Directors or as otherwise provided in the Corporation's bylaws.

ARTICLE V – TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual until terminated pursuant to these Articles, the bylaws of the Corporation, and applicable law.

ARTICLE VI – INCORPORATOR

The name of the incorporator is Charles P. Young, whose address is 125 E. Intendencia Street, Suite 400, Pensacola, FL 32502.

ARTICLE VII – OFFICERS

The Corporation shall have such officers consisting of a President, Vice President (optional), Secretary, Treasurer, and such other officers as the Board of Directors of the Corporation shall in its discretion determine necessary or appropriate for accomplishing the objectives of the Corporation. The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors or as otherwise provided in the bylaws of the Corporation.

ARTICLE VIII – BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The directors shall be elected, removed and/or re-elected as provided in the bylaws of the Corporation. The number of directors may be either increased or diminished from time to time as provided in the bylaws of the Corporation, but there shall never be less than three (3) directors. The names and addresses of the initial directors of the Corporation are as follows:

Charles P. Young	125 E. Intendencia Street, Suite 400, Pensacola, FL 32502
Kevin D. Nelson	2001 N. 20 th Avenue, Pensacola, FL 32503
Donna M. Bloomer	1120 E. Avery Street, Pensacola, FL 32503
Roy M. Kinsey, Jr.	438 E. Government Street, Pensacola, FL 32502

ARTICLE IX – AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment to them and all rights and privileges conferred upon the Board of Directors and officers of the Corporation are subject to this reservation.

ARTICLE X – BYLAWS

Unless otherwise provided in the bylaws of the Corporation, the bylaws of the Corporation are to be made, altered, amended, or repealed by a majority vote of the Directors then in office at a regular or special meeting of the Board of Directors called for that purpose.

ARTICLE XI – DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, or the winding up of its affairs, the assets of the Corporation shall be distributed, in the manner determined by the Board of Directors of the Corporation, solely to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereinafter be amended.

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No director, officer, trustee, or member of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE XII – REGISTERED OFFICE AND AGENT

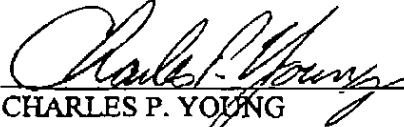
The street address of the registered office of the Corporation is 125 E. Intendencia Street, Suite 400, Pensacola, FL 32502, and the name of the registered agent at that address is Charles P. Young.

ARTICLE XIII – EFFECTIVE DATE

The effective date of these Articles shall be the date these Articles are filed with the office of the Department of State of the State of Florida.

The undersigned incorporator has executed these Articles on the date set forth below.


INCORPORATOR:



CHARLES P. YOUNG
Date: 3/25/19

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of VETERANS FLIGHT, INC. Further, I am familiar with and accept the duties and obligations of such designation.



CHARLES P. YOUNG
Date: 3/25/19

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