

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H19000349674 3)))



H190003496743ABCA

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : HOLLAND & KNIGHT OF JACKSONVILLE  
Account Number : 074323003114  
Phone : (904) 353-2000  
Fax Number : (904) 358-1872

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

FILED  
19 DEC -3 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Professional Pilot Scholarships of Central Florida,**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

H19000349674 3

**ARTICLES OF INCORPORATION  
OF THE  
PROFESSIONAL PILOT SCHOLARSHIPS OF CENTRAL FLORIDA, INC.**

The undersigned, acting as the incorporator of the Professional Pilot Scholarships of Central Florida, Inc., under Chapter 617 of the Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986, including its Treasury Regulations, all as amended from time to time (the "Internal Revenue Code"), submits the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of this corporation (the "Corporation") is the Professional Pilot Scholarships of Central Florida, Inc.

**ARTICLE II  
INITIAL PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The initial principal place of business and mailing address of the Corporation is:

Professional Pilot Scholarships of Central Florida, Inc.  
7791 Minutemen Loop  
Winter Garden, FL 34787-5151

The Board of Directors may, from time to time, change the principal office and mailing address to any other address in Florida.

**ARTICLE III  
DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation will have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE IV  
PURPOSES**

The Corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, without limitation, providing scholarships to individuals who are seeking flight instruction to obtain their private pilot's license. In furtherance of such purpose, the Corporation is authorized to do all acts and things requisite, necessary, proper, and desirable to carry out and further the purposes of the Corporation and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in section 617.0302 of the Florida Statutes, subject however to the requirements of Section

H19000349674 3

501(c)(3) of the Internal Revenue Code and to the other limitations provided in these Articles of Incorporation.

## **ARTICLE V RIGHTS AND RESTRICTIONS**

Despite any other provision of these Articles of Incorporation, the Corporation may not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code. These restrictions include, but are not limited to, the following:

**5.1 No Private Inurement.** No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation is authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount, and (ii) to make payments and distributions in furtherance of the Corporation's exempt purposes as set forth in Article 4.

**5.2 No Substantial Lobbying Activities; No Political Activities.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

## **ARTICLE VI DISPOSITION OF ASSETS**

If the Corporation is dissolved pursuant to the Florida Statutes, the Board of Directors, after paying, satisfying, discharging, or making adequate provision for the payment of all of the liabilities and obligations of the Corporation, shall distribute all of the assets of the Corporation to one or more organizations that are organized and operated exclusively for charitable or educational purposes within the meaning of Sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code, as the Board of Directors determines. Any assets not so disposed of will be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such charitable or educational purposes, or to such organization or organizations as that Court determines are organized and operated exclusively for such purposes.

## **ARTICLE VII MEMBERSHIP**

The Corporation shall have no members.

HH9000349674 3

## **ARTICLE VIII DIRECTORS**

All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation will be managed under the direction of, a Board of Directors. The qualifications and number of directors will be as provided in the Bylaws. The initial Board of Directors shall have three (3) members, and their names and addresses are as follows:

David M. Cohen	c/o Professional Pilot Scholarships of Central Florida, Inc. 7791 Minutemen Loop Winter Garden, FL 34787
----------------	--

Lisa Kuykendall	519 Parkside Pointe Boulevard Apopka, FL 32712
-----------------	---

Barbara Phillips	450 Mallard Circle Winter Park, FL 32789
------------------	---

The terms for which the directors are to serve, and the method by which the directors are to be elected, will be stated in the Bylaws.

## **ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Every director or officer of the Corporation will be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeals) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, but only if (i) the director or officer is not adjudged guilty of or liable for willful misfeasance in the performance of his or her duties, and (ii) in the case of a settlement before entry of judgment, the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which a director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director, and agent of the Corporation in amounts determined from time to time by the Board of Directors.

## **ARTICLE X AMENDMENTS TO ARTICLES OF INCORPORATION**

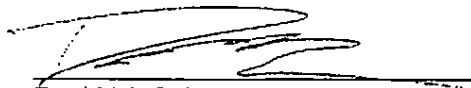
The Board of Directors may adopt, alter, amend, or repeal these Articles of Incorporation at any meeting of the Board of Directors at which a quorum is present, in accordance with the provisions of the Bylaws, by the affirmative vote of two-thirds of the directors then serving.

H19000349674 3

**ARTICLE XI  
REGISTERED AGENT**

The name of the initial registered agent of the Corporation, who is authorized to receive service of process on behalf of the Corporation, is David M. Cohen. The street address of the initial registered office of the Corporation is 7791 Minutemen Loop, Winter Garden, Florida 34787.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 22 day of November, 2019.

A handwritten signature in black ink, appearing to read 'David M. Cohen', is written over a horizontal line.

David M. Cohen, Incorporator  
7791 Minutemen Loop  
Winter Garden, FL 34787

HI9000349674 3

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT OF  
PROFESSIONAL PILOT SCHOLARSHIPS OF CENTRAL FLORIDA, INC.**

**WITNESSETH:**

That the Professional Pilot Scholarships of Central Florida, Inc., desiring to organize under the laws of the State of Florida, has named David M. Cohen as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-referenced Corporation at 7791 Minutemen Loop, Winter Garden, Florida 34787, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of section 617.0503, Florida Statutes.

Dated this 22 day of November, 2019.

  
David M. Cohen, Registered Agent