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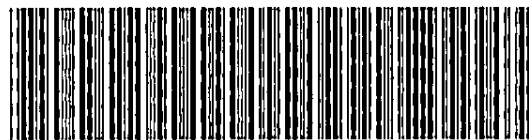
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Derrick Thompson  
12/29/2020

**ARTICLES OF INCORPORATION OF**  
**AIRPORT PURCHASING GROUP, INC.**  
**(A CORPORATION NOT-FOR-PROFIT)**

The undersigned incorporator to these Articles of Incorporation hereby associates to form a corporation (the "Corporation") not-for-profit under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes* Chapter 617).

**Article I:**  
**Name and Address**

The name of the Corporation is **AIRPORT PURCHASING GROUP, INC.** The street address of the Corporation is: 4160 George J. Bean Parkway, Suite 2400, Tampa, Florida 33607. The mailing address of the Corporation is: 4417 13<sup>th</sup> Street, Box 445, St. Cloud, Florida 34769.

**Article II:**  
**Detailed Description of Purposes**

- (a) The specific and primary purposes for which the Corporation is formed is to provide a resource to enhance the effectiveness of its member airport purchasing professionals through education, the sharing of best practices and methods, collaborative procurements of commonly used products and services, and joint development of strategies to overcome shared procurement related challenges.
- (b) The general purposes for which this Corporation is formed are as follows:
- (1) To acquire or otherwise, own, and enjoy in fee simple, or otherwise, any personal, real or mixed property necessary for the uses and purposes of this Corporation; and to dispose of the same at the pleasure of the Corporation and for the users and purposes for which this Corporation is formed.
  - (2) To enter into all lawful contracts and obligations essential or convenient for the transaction of the affairs of the Corporation and to borrow money and issue notes, bills and evidence of indebtedness or mortgage, as the Corporation may deem advisable, within the limits approved by its bylaws, and do any other thing necessary, suitable and proper for the accomplishment of any objects specified here or which may at any time appear conducive to or expedient for the interests or benefits of this Corporation or its members.
  - (3) To expand monies received, collected or earned by this Corporation from all sources for the payment and discharge of all costs and obligations incurred by the Corporation in carrying out the purposes for which this Corporation is formed.
  - (4) To do all lawful things and acts which this Corporation at any time shall, in

the discretion of the directors deem to be in the best interest of the members and to pay all costs and expenses in connection with these acts.

**Article III:**  
**Duration**

The Corporation shall have perpetual duration.

**Article IV:**  
**Tax Exemption Requirements**

- (a) The Corporation is organized and operated exclusively for the purposes set forth herein.
- (b) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
- (c) No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

**Article V:**  
**Restrictions on Private Foundations**

Notwithstanding any other provision in these Articles, if this Corporation is deemed or determined to be a "private foundation" within the meaning of section 509 of the Internal Revenue Code, then this Corporation shall be subject to the following limitations and restrictions:

- (a) The Corporation shall distribute 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, or the corresponding section of any future federal tax code.
- (b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (c) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (d) The Corporation shall not make any investment in such manner as to subject it to

tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article VI:**  
**No Member Vote**

The Corporation shall be governed by its Board of Directors. While the Corporation may have "members", such members shall have no vote or control over the Corporation.

**Article VII:**  
**Registered Office and Agent**

The street address of the initial registered office of the Corporation is: 877 Executive Center Dr. W., Suite 100, St. Petersburg, Florida 33702. The name of the original registered agent at such address is Spoor Law, P.A.

**Article VIII:**  
**Board of Directors**

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted, by a Board of Directors. The number of directors of the Corporation shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3).

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all the members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the Board. Such action by written consent will have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law relating to actions so taken must state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorporation and bylaws of this Corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the persons who are to serve as the initial directors are:

**Name**

**Address**

LAURA HAKES

3801 W. Ferguson Road  
Fort Wayne, IN 46809

JANA VARGAS

PO Box 82776  
San Diego, CA 92107

DIANA HERSHNER	8652 Casa Verde Road, Building 811 Orlando, FL 32827
APRIL JOHNSTON	1100 Jetport Road Myrtle Beach, SC 29577
DENISE SCHNEIDER	8652 Casa Verde Road, Building 811 Orlando, FL 32827
DANIELLE DISANTI	1100 Jetport Road Myrtle Beach, SC 29577
PATRICE LUEHRING	1 Airport Drive Little Rock, AR 72202
AMY FLACK	P.O. Box 22287 Tampa, FL 33622
BARBARA GRILLI	P.O. Box 22287 Tampa, FL 33622
TASHIEK ALSTON-LESCOTT	5601 Wilkinson Boulevard Charlotte, NC 28208

**Article IX:**  
**Incorporator**

The name and address of the incorporator is:

<b><u>Name</u></b>	<b><u>Address</u></b>
LAURA HAKES	3801 W. Ferguson Road Fort Wayne, IN 46809

**Article X:**  
**Officers**

The Board of Directors shall elect the president, vice-president, treasurer, secretary, and such other officers as the bylaws of this Corporation may authorize the directors to elect from time to time. The initial Officers elected until the next meeting of the Board of Directors and their positions are as follows:

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Address</u></b>
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LAURA HAKES	President	3801 W. Ferguson Road Fort Wayne, IN 46809
JANA VARGAS	Vice President	PO Box 82776 San Diego, CA 9217
DIANA HERSHNER	Treasurer	8652 Casa Verde Road, Building 811 Orlando, FL 32827
APRIL JOHNSON	Secretary	1100 Jetport Road Myrtle Beach, SC 29577

**Article XI:**  
**Bylaws**

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Subject to the limitations contained in the bylaws concerning Corporation action that must be authorized or approved by the members of the Corporation, the bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the Board of Directors or by following the procedures set forth for such action in the bylaws.

**Article XII:**  
**Property and Profits**

The property of this Corporation is irrevocably dedicated to the purposes set forth in Article III herein and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, 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 purpose or purposes set forth in Article III herein.

**Article XIII:**  
**Distribution Upon Dissolution**

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the 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 so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

**Article XIV:**  
**Amendments**

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by a two thirds (2/3) vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

**Article XV:**  
**Limited Liability of Directors and Officers**

The officers and directors shall not be individually liable for the Corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of Florida shall not be denied or limited by the bylaws.

I, the undersigned, being the incorporator of this Corporation for the purpose of forming this nonprofit charitable Corporation under the laws of Florida have executed these articles of incorporation on December 2, 2020.

By: Laura Hakes  
Laura Hakes, Incorporator

### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

**SPOOR LAW, P.A.**

Date: December 15, 2020

By: \_\_\_\_\_

Rusty Spoor, President



### CERTIFICATE OF DOMESTICATION

The undersigned, LAURA HAKES, President of AIRPORT PURCHASING GROUP, a foreign not-for-profit corporation, in accordance with s. 617.1803, Florida Statutes, does hereby certify:

1. The date on which the corporation was first formed was **May 30, 2001**.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was **Minnesota**.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was **AIRPORT PURCHASING GROUP**.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is **AIRPORT PURCHASING GROUP, INC.**
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was **Minnesota**.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am LAURA HAKES, of AIRPORT PURCHASING GROUP, and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 2<sup>nd</sup> day of December, 2020.

Signature: 

Printed Name: Laura Hakes

Title: President