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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**CFBAA Foundation, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
CFBAA FOUNDATION, INC.**

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The undersigned, acting as the incorporator of CFBAA FOUNDATION, INC. ("Corporation"), does hereby adopt the following Articles of Incorporation pursuant to the provisions of the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*:

**ARTICLE I**  
**NAME OF CORPORATION, MAILING ADDRESS**  
**AND ADDRESS OF PRINCIPAL OFFICE**

The name of this Corporation shall be CFBAA FOUNDATION, INC. The initial mailing address and the initial principal office of the Corporation is 400 Herndon Avenue, Orlando, Florida 32803.

**ARTICLE II**  
**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 215 N. Eola Drive, Orlando, Florida 32801 and the name of the initial registered agent for the Corporation shall be Jason S. Rimes.

**ARTICLE III**  
**PURPOSES**

**Section 1:** The specific and primary purposes for which this corporation is formed are charitable, educational, and scientific purposes, with a focus on: (i) soliciting, receiving and administering gifts and bequests of funds and property, both restricted and unrestricted, for charitable purposes specifically relating to the granting of aviation-related educational opportunities and scholarships, and to take and hold, absolutely or in trust, for such purposes funds and property of every kind, real, personal, tangible and intangible, subject only to any limitations and conditions imposed by law or by the instrument under which received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the proceeds of and earnings from such property in accordance with investment policies established from time to time by the corporation's Board of Directors; and (ii) carrying on any other activity in support of and to benefit the foregoing purposes as may be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (the "Code") and by a corporation organized pursuant to Chapter 517, *Florida Statutes*.

**Section 2:** Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE IV  
POWERS

This Corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617, *Florida Statutes*; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

ARTICLE V  
BYLAWS

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, *Florida Statutes*, Bylaws of this Corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

ARTICLE VI  
MEMBERSHIP

Membership in the Corporation shall be as defined in the Bylaws.

ARTICLE VII  
TERM

This Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VIII  
NAME AND ADDRESS OF INCORPORATOR

The name and address of the initial incorporator of this corporation is as follows:

Jason S. Rimes	215 N. Eola Drive
	Orlando, Florida 32801

ARTICLE IX  
BOARD OF DIRECTORS

Section 1. Except for the initial Board of Directors of the Corporation, whose names are set forth in Section 2, below, the Board of Directors shall be as determined and fixed by the Bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors.

Section 2. The names and addresses of the initial Board of Directors of the Corporation are as follows:

David Keys	400 Herndon Avenue Orlando, Florida 32803
Matthew Olafsen	400 Herndon Avenue Orlando, Florida 32803
Jenny Showalter	400 Herndon Avenue Orlando, Florida 32803
Karen McKinnon	400 Herndon Avenue Orlando, Florida 32803
Cyrus Callum	400 Herndon Avenue Orlando, Florida 32803
Kodey Bogart	400 Herndon Avenue Orlando, Florida 32803
Angel Houck	400 Herndon Avenue Orlando, Florida 32803
Jason Rimes	400 Herndon Avenue Orlando, Florida 32803
Blaise Waguespack	400 Herndon Avenue Orlando, Florida 32803
Bill Syverson	400 Herndon Avenue Orlando, Florida 32803
Milo Zonka	400 Herndon Avenue Orlando, Florida 32803

## ARTICLE X

### DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this Corporation shall inure to the benefit of any officer or director of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer or director of the Corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this Corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or

more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code having similar purposes to those of this Corporation.

**ARTICLE XI**  
**AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

**ARTICLE XII**  
**INDEMNIFICATION**


To the greatest extent allowed by Florida law, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Corporation, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

**IN WITNESS WHEREOF**, the undersigned incorporator has hereto set his hand and seal on this the 26th day of October, 2021, for the purpose of forming this not for profit corporation under the laws of the State of Florida.

  
\_\_\_\_\_  
Jason S. Rimes, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of CFBAA FOUNDATION, INC. and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties, and is familiar with and accepts the obligations of the position as registered agent.

  
\_\_\_\_\_  
Jason S. Rimes