

# N22000010046

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
FRIENDS OF ALBERT WHITTED AIRPORT, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
FRIENDS OF ALBERT WHITTED AIRPORT, INC.**

The undersigned incorporator hereby adopts the following articles of incorporation for a corporation not for profit under the laws of the State of Florida:

**ARTICLE I**

**Name, Principal Place of Business, and Mailing Address**

The name of the corporation (the "Corporation") is: Friends of Albert Whitted Airport, Inc. The principal place of business and mailing address of the Corporation are: 9132 124<sup>th</sup> Way, Seminole, Florida 33772.

**ARTICLE II**

**Term of Existence**

The date when corporate existence commenced was the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

**ARTICLE III**

**Purpose**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"), including, but not limited to:

- 1) providing scholarships, fellowships, awards, and grants to disadvantaged and deserving young students pursuing aviation careers, including careers as a pilot, aircraft mechanic, or other aircraft technician;
- 2) educating the general public about the past, present, and future of the Albert Whitted Airport in downtown St. Petersburg, Florida, with an emphasis on its maintenance, preservation, and enhancement;
- 3) making charitable grants to other Code Section 501(c)(3) organizations in furtherance of the foregoing purposes; and
- 4) soliciting and accepting by subscription, gift, grant, donation, bequest, devise, or otherwise, money and property of any kind from any member of the general public and from any firm, association, foundation, or corporation, including municipal, county, state, or national government or other governmental unit or instrumentality thereof and expressly providing such money and property be used solely for the purposes specified above.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out,

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including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

#### **ARTICLE IV**

##### **Members**

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

#### **ARTICLE V**

##### **Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 515 East Park Avenue, 2nd Floor, Tallahassee, Florida 32301 and the name of its initial registered agent at such address is Capitol Corporate Services, Inc.

#### **ARTICLE VI**

##### **Directors**

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three (3) directors. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Jack Tunstill	9132 124 <sup>th</sup> Way Seminole, Florida 33772
Walter Driggers	1 Beach Drive SE Apartment 1811 St. Petersburg, Florida 33701
Randolph R. Snell	175 1st Street South Apartment 3303 St. Petersburg, Florida 33701

#### **ARTICLE VII**

##### **Incorporator**

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
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Jack Tunstill

9132 124<sup>th</sup> Way  
Seminole, Florida 33772**ARTICLE VIII**  
**Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

**ARTICLE IX**  
**Amendment**

These articles of incorporation may be amended in the manner provided by law.

**ARTICLE X**  
**Dissolution**

Upon a dissolution of the Corporation, 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) and 170(c)(2) of the Code, or to the federal, state, or local government for exclusive public purpose.

**ARTICLE XI**  
**Limitations**

**Section 1. Legislative and Political Activity.** No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

**Section 2. Property.** The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

**Section 3. Private Foundation Limitations.** At any time during which the Corporation is classified as a private foundation for federal income tax purposes pursuant to Code § 509 or corresponding section of any future law, the Corporation:

(a) shall not engage in any act of self-dealing as defined in Code § 4941(d) or corresponding section of any future law;

(b) shall make distributions of such amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by Code § 4942 or corresponding section of any future law;

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(c) shall not retain any excess business holdings as defined in Code § 4943(c) or corresponding section of any future law;

(d) shall not make any investments in such manner as to subject it to tax under Code § 4944 or corresponding section of any future law; and

(e) shall not make any taxable expenditure as defined in Code § 4945(d) or corresponding section of any future law.

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Dated as of August 30, 2022.

**INCORPORATOR:**

Jack Tunstill

By: 

Jack Tunstill, its Incorporator

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned, having been named as registered agent and to accept service of process for Friends of Albert Whitted Airport, Inc., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

**Registered Agent:**

Capitol Corporate Services, Inc.

By: Taylor Seay

Name: Taylor Seay

Title: Assistant Secretary

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