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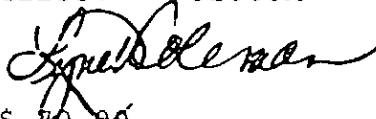
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ACCOUNT NO. : I20000000195

REFERENCE : 422857 82866A

AUTHORIZATION :



COST LIMIT : \$ 20.00

ORDER DATE : January 31, 2023

ORDER TIME : 1:49 PM

ORDER NO. : 422857-005

CUSTOMER NO: 82866A

DOMESTIC FILING

NAME: ASSOCIATION OF
PROFESSIONAL WARBLER
OPERATORS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

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ARTICLES OF INCORPORATION
FOR
ASSOCIATION OF PROFESSIONAL Warbird OPERATORS, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION

ARTICLE I

These Articles of Incorporation (the “**Articles**”) are signed and acknowledged by the incorporator for the purpose of forming a Florida not-for-profit corporation on a non-stock basis under the provisions of the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE II: NAME AND ADDRESS

The name of this corporation is ASSOCIATION OF PROFESSIONAL Warbird OPERATORS, INC. (the “**Corporation**”). The principal address of the Corporation is 3985 Laird Blvd, Lakeland, FL 33811. The mailing address of the Corporation is 4075 James C. Ray Dr., Lakeland, FL 33811.

ARTICLE III: ORGANIZATION AND OPERATION

- a) The Corporation is organized and shall operate exclusively for charitable, religious, educational, literary, and/or scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code (“**Code**”) of 1986 or the corresponding provision of any prior or future Internal Revenue Code.

Consistent with such limitations, the purposes of this Corporation shall be creating and maintaining the highest level of professionalism related to the operation of former military aircraft, commonly referred to as “Warbirds”. The primary means by which the Corporation shall achieve this purpose shall be to develop, establish and maintain achievable standards and best practices for all participants in the Warbird community. The Corporation will provide valuable resources to the Warbird community to educate and increase the competency of the Warbird community, thereby reducing risk and helping to ensure the survivability and sustainability of Warbirds and their crews. The Corporation will provide a place for participants in the Warbird community to convene, share, plan and voice their collective wisdom in a manner that is professional, transparent, and sustainable. The Corporation may also engage in any activity which tends to promote understanding or improve relationships between groups interested in Warbird education and safety and which have objectives compatible with those of the Corporation.

Notwithstanding any other provision of these Articles, the Corporation shall not engage in any activity which is not in furtherance of the above-described purpose and shall not carry on any activities not permitted to be carried on:

- i. by an organization exempt from federal income tax under Section 501(c)(3) of the

Code; or

- ii. by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.
- b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, if any, trustees, officers, or other private persons, 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 purposes set forth herein. No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV: POWERS

In furtherance of the purpose described above, the Corporation shall have the power to:

1. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
2. Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit";
3. Elect or appoint such officers and agents as its affairs shall require;
4. Adopt, change, amend and repeal by-laws for the administration of its affairs and the exercise of its corporate powers (the "By-Laws"), provided that the By-Laws shall not be inconsistent with the laws of the State of Florida or these Articles;
5. Make contracts and incur liabilities, borrow money at such rates of interest as its board of directors may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income;
6. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by Chapter 617, Florida Statutes or any similar statute in any state, territory, district, or possession of the United States or any foreign country;
7. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated;
8. Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein;

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9. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property or assets;
10. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
11. Make donations for the public welfare or for religious, charitable, scientific, education, or other similar purposes;
12. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized; and
13. Merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE V: PROHIBITIONS AND REQUIREMENTS

At any time, if any, during which the Corporation is a "private foundation", as defined in Code section 509(a), it shall not:

1. Engage in any act of "self-dealing" as defined in Code section 4941(d), which would give rise to any liability for the tax imposed by Code section 4941(a);
2. Retain any "excess business holdings", as defined in Code section 4943(c), which would give rise to any liability for the tax imposed by Code section 4943(a);
3. Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code section 4944, so as to give rise to any liability for the tax imposed by Code section 4944(a);
4. Make any "taxable expenditures," as defined in Code section 4945(d), which would give rise to any liability for the tax imposed by Code section 4945(a); or
5. During the period it is a "private foundation" as defined in Code section 509, if any, the Corporation shall distribute, for the purposes specified in these Articles, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Code section 4942(a).

ARTICLE VI: SCOPE OF OPERATIONS

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its possessions.

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ARTICLE VII: COMPENSATION AND DISTRIBUTION OF ASSETS ON DISSOLUTION

- a) No member of the Corporation's board of directors shall receive, or be lawfully entitled to receive, any pecuniary profit from the operation of the Corporation, except actual expenses to or on behalf of the Corporation, if authorized by the board of directors. An officer of the Corporation may receive reasonable compensation for services rendered to the Corporation as an officer, without regard to whether he or she is also a director. This paragraph shall not preclude payment of reasonable compensation to a director, officer, or member for services rendered to the Corporation in any other capacity. Notwithstanding any other provision hereof, the Corporation shall make no payment that would constitute "self-dealing" as defined in IRC Section 4941(d).
- b) Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation exclusively to one or more organizations that: a) qualify as an exempt organization under Section 501(c)(3) of the Code at the time of such distribution; and b) are organized and operated for a purpose consistent with the purpose of the Corporation.
- c) Any such assets not so distributed in accordance with the preceding sentence shall be disposed of by a court of competent jurisdiction located in the county in which the principal office of the Corporation is then located, exclusively for a purpose consistent with the purpose of the Corporation or to one or more organizations, as such court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VIII: REGISTERED AGENT

The name and address of the Corporation's initial Registered Agent is Michael E. Workman, Esquire, located at 500 South Florida Avenue, Suite 800, Lakeland, Florida 33801.

ARTICLE IX: MEMBERSHIP

The Corporation shall have one or more members. A designation of the members, and the qualifications and rights of members, shall be as set forth in the By-Laws. The Corporation shall not issue shares of stock.

ARTICLE X: INCORPORATOR

The name and street address of the incorporator to these Articles is:

<u>Name</u>	<u>Address</u>
<u>Michael E. Workman</u>	<u>500 South Florida Avenue, Suite 800, Lakeland, Florida</u>

The incorporator of these Articles hereby assigns to this Corporation any and all of his rights to constitute a Corporation.

ARTICLE XI: OFFICERS

- a) The officers of this organization shall consist of a President, Secretary, and Treasurer, and such other officers as may be provided for in the By-Laws.
- b) The names of the persons who are to serve as officers of the Corporation until the first annual meeting of the board of directors in accordance with the By-Laws are:

President/CEO	John Leenhouts
Vice President/COO	Greg Gibson
Secretary	Bob Stenevik
Co-Chairman	Greg Hiser
Co-Chairman	Henry Coates
Treasurer	Bob Stenevik
Secretary	Sean Elliott

- c) The officers shall be elected as provided in the By-Laws.

ARTICLE XII: BOARD OF DIRECTORS

- a) The business affairs of this Corporation shall be managed by the board of directors. This Corporation shall initially have at least three (3) and at most seven (7) directors. The number of directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than three (3).
- b) The board of directors shall be elected and hold office in accordance with the By-Laws.
- c) The names and address of those who are to serve as the initial directors of the Corporation are:

Greg Hiser	15094 Stella Del Mar Ft. Myers, Florida 33908
Bob Stenevik	109 San Medina Lane Joshua, Texas 76058
Henry Coates	5661 Mariner Drive Dallas, Texas 75237

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Sean Elliott

2875 Fox Tail Lane
Oshkosh, Wisconsin 54904

ARTICLE XIII: AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in any manner permitted by law; provided, however, that any such amendment that affects the purposes of the Corporation, the transfer or disposition of real property, the manner in which directors are appointed, director qualifications, or the requirements for amending these Articles shall not be effective or filed unless approved by the board of directors of the Corporation.

ARTICLE XIV: EXISTENCE

This Corporation is to exist perpetually beginning with the execution of these Articles.

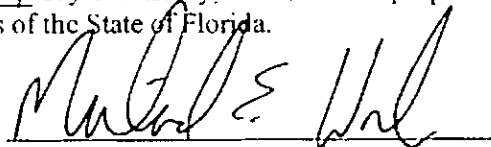
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SIGNATURE PAGE

ARTICLES OF INCORPORATION
FOR
ASSOCIATION OF PROFESSIONAL WARBIRO OPERATORS, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION

WITNESS WHEREOF, I, Michael E. Workman, the undersigned subscribing incorporator, have hereto set my hand and seal this 31st day of January, 2023, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida.



Michael E. Workman

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 31 day of January, 2023, by ☒ physical presence or ☐ online notarization, by Michael E. Workman, as incorporator and on behalf of the ASSOCIATION OF PROFESSIONAL WARBIRO OPERATORS, INC., a Florida not-for-profit corporation, who ☒ is personally known to me or ☐ presented _____ as identification.

[NOTARY SEAL]




SIGNATURE OF NOTARY
Malea Greear
NAME LEGIBLY PRINTED,
TYPEWRITTEN OR STAMPED
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires: 9-25-26

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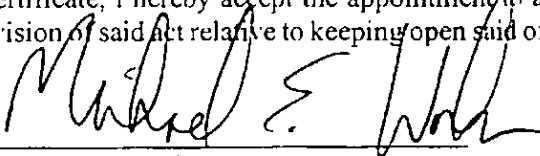
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Section 48.091, Florida Statutes, the following certificate (the "Certificate") is submitted:

That ASSOCIATION OF PROFESSIONAL WARBIRO OPERATORS, INC., a Florida not-for-profit corporation, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in these Articles, in the City of Lakeland, County of Polk, State of Florida, has named Michael E. Workman, located at 500 South Florida Avenue, Suite 800, Lakeland, Florida 33801, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated not-for-profit corporation, at the place designated in this Certificate, I hereby accept the appointment to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.



Michael E. Workman
Registered Agent

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