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From: Kaity Toon

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Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
ALBEDO FLIGHT SCIENCES FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
ALBEDO FLIGHT SCIENCES FOUNDATION, INC.**

In compliance with Chapter 617, F.S.. (Not for Profit)

The undersigned, for the purpose of incorporating and organizing a corporation in compliance with the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes), hereby adopts the following:

First: The name of the corporation (the "Corporation") shall be:

Albedo Flight Sciences Foundation, Inc.

Second: The principal place of business and street address of the Corporation is: 7440 Byrons Way, Naples, FL 34113.

Third: The duration of the Corporation is perpetual.

Fourth: The purposes for which the Corporation is organized are charitable, educational, and scientific purposes, but only to the extent and in such manner that such purposes constitute exclusively charitable, educational and scientific purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent Federal tax law (hereinafter referred to as the "Code").

No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors or officers or other private persons (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to and reimbursement of expenses incurred on behalf of the Corporation and to make payments and distributions in furtherance of its purposes as set forth in these Articles of Incorporation). No substantial part of the activities of the Corporation 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 distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation or the laws of any jurisdiction otherwise applicable, the Corporation shall not carry on any activities not permitted to be carried on and shall not make any distribution not permitted to be made (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Code.

If, at any time during its existence, the Corporation is a "private foundation" within the meaning of the Code, then, during such time, the Corporation: (i) will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on

undistributed income imposed by section 4942 of the Code, (ii) will not engage in any act of self-dealing as defined in section 4941(d) of the Code, (iii) will not retain any excess business holdings as defined in section 4943(c) of the Code, (iv) will not make any investments in a manner as to subject it to tax under section 4944 of the Code, and (v) will not make any taxable expenditures as defined in section 4945 of the Code.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively to organizations organized and operated exclusively for charitable, educational and scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of 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 such purposes or to such organization or organizations as said court shall determine.

Fifth: The Corporation shall have one or more members. The criteria for membership and the voting rights and powers of the member(s) shall be set forth in the Bylaws of the Corporation.

Sixth: The number of directors constituting the Corporation's board of directors shall be as set forth in the Corporation's Bylaws, but shall be no fewer than three (3) directors. The manner in which the Corporation's directors are elected and appointed shall be as set forth in the Corporation's Bylaws.

Seventh: The initial directors of the Corporation are:

Todd Wakelee Smith, 7440 Byrons Way, Naples, FL 34113

David Keith, 806 2A St., Canmore, AB T1W 2K8 Canada

Mary Anne Citrino, 7440 Byrons Way, Naples, FL 34113.

Eighth: The Corporation shall indemnify its members, directors and officers to the fullest extent permitted by the Florida Not For Profit Corporation Act, as the same exists or may hereafter be amended.

Ninth: The address of the Corporation's initial registered office in the State of Florida is c/o C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. The name of the Corporation's initial registered agent at such address is C T Corporation System.

Tenth: The name and mailing address of the incorporator is Todd Wakelee Smith, 7440 Byrons Way, Naples, FL 34113.

[Signature Page Follows]

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Christine Keim

Christine Keim
Assistant Secretary

10/30/2024

Signature of Registered Agent

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Wake Smith

Todd Wakelee Smith, Incorporator

10/30/24

10/30/24

Date

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