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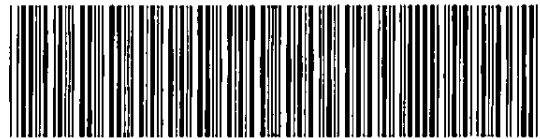
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December 10, 2024

New Filing Section
Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: **Carbon Eagle Aviation, Inc.**

Dear Sir or Madam:

Enclosed please find two (2) copies of the Articles of Incorporation for Carbon Eagle Aviation, Inc. and a check in the amount of \$78.75 payable to Department of State for the filing fee and a Certificate of Status.

Please email the Certificate of Status to Bill.Rice@CobbCole.com.

Please contact me at (386) 323-9250 if you have any questions.

Thank you for your assistance in this matter.

Sincerely,

William A. Rice, Esq.

Direct Dial (386) 323-9250
Email: Bill.Rice@CobbCole.com
Fax (386) 323-9206

WAR/lel
Enclosures

RECEIVED
FEB 11 2025
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
CARBON EAGLE AVIATION, INC.
a Florida not-for-profit corporation

ARTICLE I
NAME

The name of this Corporation shall be: Carbon Eagle Aviation, Inc.

ARTICLE II
DURATION

The duration of this Corporation is perpetual.

ARTICLE III
NOT-FOR-PROFIT

The Corporation is a not-for-profit corporation under Chapter 617 of the Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its members, directors or officers, except to the extent permissible under these Articles of Incorporation, under the law, and under Section 501(c)(3) (or other applicable law) of the United States Internal Revenue Code of 1986 (the "Code"). No member will have any vested right, interest or privilege in or to the assets, income or property of the Corporation, and no part of the income or assets of the Corporation will be distributable to or for the benefit of its members, except to the extent permissible under these Articles of Incorporation, under the law, and under Section 501(c)(3) of the Code (or other applicable law).

ARTICLE IV
PURPOSE

The purposes of the Corporation shall be exclusively charitable in nature, to-wit: To engage exclusively in activities for charitable purposes, within the meaning of Section 501(c)(3) of the Code (or the corresponding provisions of any future federal tax code), and within these restrictions, "The purpose of Carbon Eagle Aviation, Inc. is to provide free, safe, and efficient air transportation services to children and families in need of medical treatment at hospitals such as St. Jude Children's Research Hospital, Mayo Clinic, Moffett Cancer Center, and other similar medical institutions. The organization owns and operates jet aircraft for the purpose of alleviating the logistical burden of travel for these individuals and ensuring they have access to life-saving care without financial or geographic barriers. The services provided by Carbon Eagle Aviation, Inc. are intended exclusively for charitable purposes, and all operations will be conducted without any private inurement or profit, solely for the benefit of the public."

Carbon Eagle Aviation, Inc.

ARTICLE V TAX EXEMPT STATUS

It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any future federal tax code) as an organization described in Section 501(c)(3) of the Code and that is a private foundation as defined in Section 509 of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited as required for a private foundation under Section 509 of the Code.

As a private foundation, the Corporation shall:

- (a) Distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (d) Not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and
- (e) Not make any taxable expenditures as defined in Section 4945(d) of the Code.

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 distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

ARTICLE VI OPERATING ACTIVITIES

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future federal tax code. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax code. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax code. The Corporation shall not make any investments in such

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a manner as to subject it to tax under Section 4944 of the Code, or the corresponding provisions of any future federal tax code. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax code.

ARTICLE VII PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 2024 King Air Court, Port Orange, FL 32128 and the mailing address of the principal office of the Corporation is 2024 King Air Court, Port Orange, FL 32128.

ARTICLE VIII REGISTERED AGENT

The name and address of the registered agent of the Corporation is Joseph V. Roebuck, an individual, 2024 King Air Court, Port Orange, FL 32128.

ARTICLE IX BOARD OF DIRECTORS

The Initial Board of Directors and future election or appointment of the Directors shall be as prescribed in the bylaws.

ARTICLE X DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code), as the Board of Directors shall determine.

ARTICLE XI INCORPORATOR

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

Joseph V. Roebuck
2024 King Air Court
Port Orange, FL 32128

RECEIVED
JAN 10 2025
PORT ORANGE, FL

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.

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and
acknowledge these Articles of Incorporation as of: 12/6/2024.

DocuSigned by:

Joseph V. Roebuck

~~807A19C6D2334D8~~

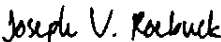
Joseph V. Roebuck, Incorporator

10

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS FOR SERVICE OF PROCESS**

Pursuant to Section 617.0501, Florida Statutes, CARBON EAGLE AVIATION, INC. hereby designates Joseph V. Roebuck, an individual, with an address of 2024 King Air Ct., Port Orange, Florida 32128 as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

CARBON EAGLE AVIATION, INC.

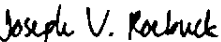
DocuSigned by:

807A19C6D3334D8
Joseph Vincent Roebuck, Incorporator

Date: 12/6/2024

ACCEPTANCE OF REGISTERED AGENT DESIGNATION

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

JOSEPH V. ROEBUCK, individually

DocuSigned by:

807A19C6D3334D8
By: Joseph V. Roebuck

Date: 12/6/2024

FILED