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Neta L. Seiber, P.A.
Law Firm

0705 OVERSEAS HIGHWAY
P.O. BOX 2583
MARATHON SHORES, FL 33052

MARATHON 305-289-7291
KEY WEST 292-3009 (LOCAL ONLY)
FAX 305-289-7294

February 15, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/23/95--01062--008
****122.50 ****122.50

RE: THE FLORIDA KEYS AVIATION ASSOCIATION, INC.

Dear Sirs:

Enclosed please find the Articles of Incorporation for the above referenced new corporation and our check in the amount of \$122.50 representing the required filing fee for same.

Also enclosed is a copy of the Articles for conforming and returning in the self addressed, stamped envelope, provided for your convenience.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,

Cheryl A. Pereira

Cheryl A. Pereira, Administrative Asst. to
Neta L. Seiber, Esq.

encs.

NP
Pereira
Neta L. Seiber, Esq.

ARTICLES OF INCORPORATION
OF
THE FLORIDA KEYS AVIATION ASSOCIATION, INC.

ARTICLE I

NAME

The name of this corporation ("Corporation") is: THE FLORIDA KEYS AVIATION ASSOCIATION, INC.

ARTICLE II

PURPOSES

The Purposes for which the Corporation is organized are:

To promote the common professional and business interests of Aviators and all persons interested in general aviation in the State of Florida, in general, and the Monroe County Aviation community in particular, including undertaking such activities as will foster a positive public attitude regarding general aviation;

To maintain and promote the standards of ethical conduct and professionalism in general aviation;

To assist and promote the interests of general aviation in Florida generally and in particular in Monroe County;

To disseminate information and promote knowledge about proposed laws, rules and policies affecting general aviation;

To increase professional skills in general aviation;

To enhance the prestige of general aviation;

To elevate the ethical tone of general aviation and pilots;

To establish and maintain the respect of the general public for the Marathon aviation community;

To facilitate and encourage communication with local, state and federal agencies.

To improve, encourage and foster cordial, social and professional relationships among members;

To promote education of the public and the Marathon aviation community.

In furtherance of the foregoing, the Corporation shall be authorized:

(a) To receive assistance, money (as grants or otherwise), real or personal property and any other form of contribution, gift, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the By-Laws.

(b) To establish an office and employ such assistants and clerical force as may be necessary and proper in the judgement of the Board of Directors, and pay reasonable compensation for the services of such persons.

(c) To distribute, in the manner, form and method, and by the means determined by the Board of Directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.

(d) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.

(e) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

(f) To contract and be contracted with, and to sue and be sued.

(g) To adopt and use a Corporation seal containing the words "corporation not for profit", if desired and deemed necessary; but, this shall not be compulsory unless required by law.

(h) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and

enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.

(i) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

(j) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.

(k) The activities of the Corporation shall be consistent with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

MEMBERSHIP

A. Membership in this Corporation shall be open to all over 18 years of age and restricted membership to some under 18 years of age, who qualify by payment of the established membership fee and have a bona fide interest in its purposes and objectives. "Bona fide interest" shall be determined by the Board of Directors.

B. The By-Laws shall prescribe the manner of admission and duration of membership in the Corporation.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

OFFICERS AND DIRECTORS

A. The affairs and business of the Corporation shall be administered by a Board of Directors consisting of not less than Five (5) nor more than Nine (9) members and such additional ex officio members as herein designated. The By-Laws shall prescribe the number and manner of election of the members of the Board of Directors and their respective terms of office. The Board of Directors shall be empowered to carry into execution the policies determined by the members of the Corporation.

B. The officers of the Corporation shall be a President, Vice President, a Secretary and a Treasurer, all of whom shall also serve, ex officio, as members of the Board of Directors. Except as hereinafter provided, the officers shall be elected annually by the members of the Corporation from the body of the membership for a term of one (1) calendar year. The President Elect shall automatically succeed to the office of the President. If the President resigns, dies or becomes permanently unable to serve or is removed from office, the Vice President shall automatically succeed to the office of President for the balance of the President's term. Should the Board of Directors declare a vacancy in any office, such vacancy shall be filled by a majority vote of the Board of

Directors. The officer who would have otherwise succeeded to such office shall be disqualified from voting on the vacancy, but shall not be disqualified from seeking the nomination and election by the members. All officers shall hold office until their successors are elected and qualified.

ARTICLE VI

REGISTERED AGENT

The registered office of the Corporation is 9705 OVERSEAS HWY., MARATHON, FL 33052 and the registered agent of the Corporation at that address is Neta L. Seiber, Esq.

ARTICLE VII

MAILING ADDRESS

The mailing address of the Corporation is:

11587 Overseas Highway
Marathon. Florida 33050

ARTICLE VIII

DIRECTORS' AND OFFICERS' COMPENSATION AND INDEMNIFICATION

A. Compensation. A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless

employed by the Board of Directors as: (i) a member of the administrative staff of the Corporation, or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the By-Laws.

B. Indemnification. Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of, or liable for, willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of a judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board of Directors of the Corporation.

C. Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are stockholders or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors or officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer or officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the Directors present, such interested director or directors, officer or officers to be counted in determining whether a quorum is present but not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE IX

NONPROPRIETY LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members, directors, or officers of the Corporation, or to any other

private person. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE X

DISPOSITION OF ASSETS

In the event of 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, and complying with all contractual obligations of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code and are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of 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, which are organized and operated exclusively for such purposes.

ARTICLE XI

BY-LAWS AMENDMENTS

The By-Laws of the Corporation shall be made, altered, repealed or rescinded by a majority vote of the members of the Corporation present and voting any annual, regular or special meeting, but in the manner specified in the By-Laws themselves.

ARTICLE XII

ARTICLES OF INCORPORATION - AMENDMENTS

These Articles of Incorporation may be amended by a two-thirds ($\frac{2}{3}$) vote of the regular members present and voting at any regular or at any special meeting called for this purpose, provided written notice of the contents of the proposed amendments shall have been mailed to the members not less than ten (10) days in advance of such meeting, provided a quorum as defined by the By-Laws shall be present.

ARTICLE XIII

INCORPORATORS

The name and address of the person signing these Articles is:

RICHARD RAMSEY
11587 Overseas Highway
Marathon, Florida 33050

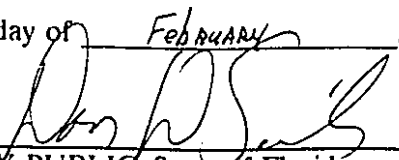
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9 day of FEBRUARY, 1995.

By: 
RICHARD RAMSEY, Incorporator

STATE OF FLORIDA)
)s.s.
COUNTY OF)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RICHARD RAMSEY well known to me and known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, freely and voluntarily and did not take an oath.

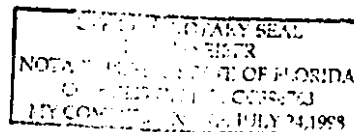
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 9TH day of FEBRUARY, 1995.


NOTARY PUBLIC, State of Florida

Don D. Seiber
Printed Name

My Commission Expires: 7-24-98

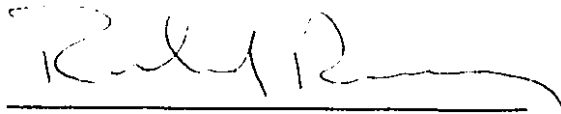
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CERTIFICATE

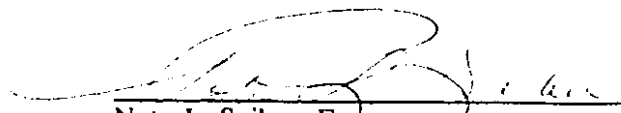
Designating place of business for the service of process within Florida, naming agent upon whom process may be served, in compliance with Section 48.091, FLA.STAT., the following is submitted:

FIRST: That THE FLORIDA KEYS AVIATION ASSOCIATION, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 11587 Overseas Highway, Marathon, County of Monroe, State of Florida, 33050 has named Neta L. Seiber, Esq., 9705 Overseas Highway, Marathon, County of Monroe, State of Florida 33050 as its registered agent to accept service of process with Florida.



RICHARD RAMSEY

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.



Neta L. Seiber, Esq.
Date February 9, 1995

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