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PANSLER & MOODY

ATTORNEYS AT LAW
A Professional Association
575 North Broadway
Bartow, Florida 33830

Karl P. Pansler
Daniel D. Moody

Post Office Box 246
Bartow, Florida 33831

Telephone: (941) 533-5300
Facsimile: (941) 534-1001

April 3, 1996

Secretary of State
Attn: Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

500001770615
-04/05/96--01036--017
****122.00 ****122.00

Re: SQUADRON ONE YOUTH FLIGHT, INC.

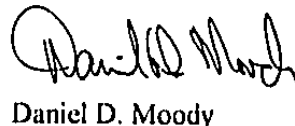
Dear Sir:

Enclosed is the original and one copy of Articles of Incorporation of the above referenced corporation. This is a non-profit corporation. Also enclosed is our check in the amount of \$122.00 to cover the cost of filing and a certified copy of the filed Articles.

Thank you for your attention to this matter.

Sincerely,

PANSLER & MOODY, P. A.


Daniel D. Moody

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 19 PM 12:41

DDM/pb

CC: Dresden Tiffany

789-612-671
W96-7883

gf 4/18/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR 19 PM 12:41

April 11, 1996

PANSLER & MOODY, P.A.
ATTN: DANIEL D. MOODY
POST OFFICE BOX 246
BARTOW, FL 33831

SUBJECT: SQUADRON ONE YOUTH FLIGHT, INC.
Ref. Number: W96000007883

We have received your document for SQUADRON ONE YOUTH FLIGHT, INC. and your check(s) totaling \$122.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of Incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 996A00016678

ARTICLES OF INCORPORATION

OF

SQUADRON ONE YOUTH FLIGHT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR 10 PM 12:41

WE, the undersigned, do hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the provisions of Chapter 617, Florida Statutes, as amended from time to time by the legislature of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be SQUADRON ONE YOUTH FLIGHT, INC., and its principal place of business shall be in the City of Winter Haven, County of Polk, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Board of Directors.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual unless dissolved in a manner provided by law; and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE III

PURPOSE

The purpose of this non-profit organization shall be to:

- 1) foster, promote, and engage in aviation education, especially for youth,
- 2) promote family participation and camaraderie in aviation activities,
- 3) promote safety in aircraft operation.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE IV
CORPORATE POWERS

All corporate powers shall not be limited and the said corporate powers shall be broadly construed in accordance with all lawful powers authorized by Florida law, in particular with regard to those lawful powers provided for not for a profit corporation under Chapter 617, Florida Statutes..

ARTICLE V
DIRECTORS

The number of Directors of the corporation shall be not less than three (3) nor more than seven (7), and shall be elected according the provisions in the by-laws.

ARTICLE VI
INITIAL DIRECTORS

The names and addresses of each of the Directors, subject to the By-Laws, who shall hold office until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dresden Tiffany	110 Raintree Court Auburndale, FL 33823
Al Irwin	2002 Leisure Drive, N. W. Winter Haven, FL 33881
Warren Adams	1489 S. Rochelle Drive Winter Haven, FL 33881
Walter Dix	714 Avenue A, N. W. Winter Haven, FL 33881
Carl Holt	901 Avenue E, N. E. Winter Haven, FL 33881

ARTICLE VII
INDEMNIFICATION

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his her being or having been a director or officer at the time such expenses are incurred, except when the directors or officers are adjudged guilty of willful misfeasance or malfeasance in the

performance of his/her duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for 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 directors or officers may be entitled.

ARTICLE VIII **PRINCIPAL PLACE OF BUSINESS**

The principal office of this corporation shall be located at Winter Haven Municipal Airport (Gilbert Field) City of Winter Haven, County of Polk, State of Florida, and the mailing address of said principal office of the corporation shall be 3000 21st Street N. W., Winter Haven, FL 33881.

ARTICLE IX **INITIAL REGISTERED AGENT**

The name and address of the initial registered agent is Dick Gibbs, 316 West Lake Avenue, Auburndale, Florida 33823.

ARTICLE X **INCORPORATORS**

The names and post office addresses of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Dresden Tiffany	110 Rainree Court Auburndale, FL 33823
Dick Gibbs	316 W. Lake Avenue Auburndale, FL 33823

ARTICLE XI **OFFICERS**

The officers of the corporation shall be elected at the organizational meeting of the incorporators and directors. The corporation shall be managed by a President, a Vice-President, a Secretary, and a Treasurer. The Secretary and Treasurer may be a combined office. They shall be elected annually by the membership, and may be removed for cause by the membership, in such manner as may be provided by the by-laws.

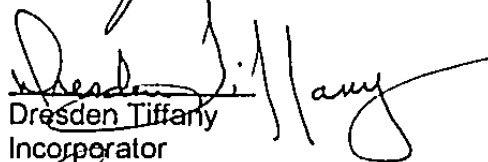
CONDUCT OF CORPORATE AFFAIRS


The corporation shall qualify for and become a corporation qualifying as a 501(c)(3) corporation and all activities and conduct of the corporation shall be consistent therewith.

- A. The organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code or corresponding sanction of any future federal tax code.
- B. Notwithstanding any of the provision herein, the purposes of this organization are limited to such purposes as are permitted under Section 501 (c)(3) of the Internal Revenue Code.
- C. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 above. 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.
- D. Upon dissolution, remaining assets of the organization shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for public purposes.

WE, the undersigned, being the original subscribers and incorporators of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of SQUADRON ONE YOUTH FLIGHT, INC.

WITNESS our hands and seals this 3rd day of April, 1996.

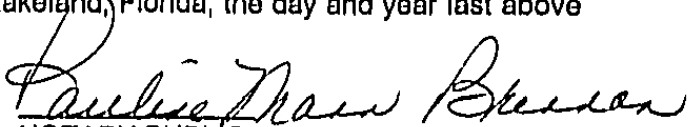

Dresden Tiffany
Incorporator

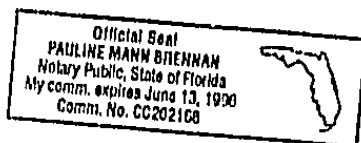

Dick Gibbs
Incorporator

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this 3rd day of April, 1996, before me personally came Dresden Tiffany, who produced T-50-175-89-377-C as identification, and Dick Gibbs, who produced G/20-757-29-175 as identification, to me known to be the individuals described in and who executed the within and foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Lakeland, Florida, the day and year last above written.


NOTARY PUBLIC
Pauline Mann Brennan



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That SQUADRON ONE YOUTH FLIGHT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Winter Haven, County of Polk, State of Florida, has named Dick Gibbs located at 316 W. Lake Avenue, Auburndale, FL 33823, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Dick Gibbs
Resident Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 19 PM 12:41