

N96000005098

Jackson County Aviation Club, Inc.
P.O. Box 624
Marianna, FL 32667

FILED
96 OCT -4 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N96-5098

October 1, 1996

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

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-10/08/96--01142--027
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find amended Articles of Incorporation per instructions for proper filing of changed corporate status.

Subsequent to our initial request for corporate status change, we received correspondence indicating corporate dissolution due to failure to file. Apparently this correspondence was initiated independent of personnel helpfully instructing us on proper filing. Note the attached letter specifying a sixty day period (ending 10-08-96) after which our filing would be considered "abandoned".

Thank you for your attention to this matter, and please contact me if any further information is required for successful corporate status change (I can be reached at suncom 789-9533).

Sincerely,


James Relwinkel
President

old # P93-7118

Enclosure:

BE 10/11

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
PETITION TO CHANGE FOR PROFIT CORPORATION TO
NOT FOR PROFIT CORPORATION

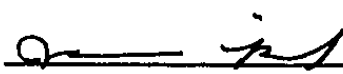
This petition is filed by the Jackson County Aviation Club, Incorporated, in the Circuit Court of Jackson County, Florida, pursuant to Section 617.1805, Florida Statutes. It is filed for the purpose of changing the corporation from a for profit corporation to a not for profit corporation. As stated in the articles of incorporation, the purpose of the corporation is to facilitate the members with economical aviation training and recreation through aircraft ownership and the privileges and responsibilities that result. It is requested that the court grant this petition changing the corporation from a for profit corporation to a not for profit corporation.

Dated this 23 day of July, 1996.

FILED

JUL 26 1996

DAUN CREWS, CLERK CIRCUIT COURT
JACKSON COUNTY, FLORIDA
BY _____ D.C.


Jackson County Aviation Club, Inc.
James Rehwinkel, President
(Corporate Seal)

CERTIFIED A TRUE COPY.

DAUN CREWS
CLERK CIRCUIT COURT
JACKSON COUNTY, FLORIDA

By  D.C.

CONSENT OF SHAREHOLDERS

Pursuant to Section 617.1806, the shareholders file this written consent authorizing the above-captioned petition changing the Jackson County Aviation Club, Incorporated, from a for profit corporation to a not for profit corporation. We direct the president of the corporation to

file this petition before the court. We agree to accept all the property of the petitioning corporation and agree to assume and pay all its indebtedness and liabilities and the articles of incorporation, a copy of which is attached to this petition. The attached articles are signed by the president and secretary of the Jackson County Aviation Club, Incorporated.

7-23-76
Date


James Rehwinkel, President

7/19/96
Date


James Dodson, Secretary

7/19/96
Date


Richard Hams, Treasurer

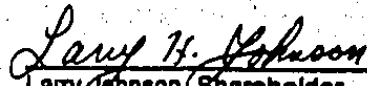
7/20/96
Date


Roy Johnson, Shareholder

7-19-96
Date


Timothy Cox, Shareholder

7-19-96
Date


Larry Johnson, Shareholder

7-19-96
Date


Charles McDaniel, Shareholder

APPROVAL OF CIRCUIT JUDGE

The circuit judge for Jackson County hereby finds the petition and articles of the Jackson County Aviation Club, Incorporated, are in proper form. The court endorses the change of the Jackson County Aviation Club, Incorporated, from a for profit corporation to a not for profit corporation. The articles of incorporation are approved. All of the property of the petitioning corporation shall become property of the successor corporation not for profit, subject to all indebtedness and liabilities of the petitioning corporation.


Circuit Court Judge

Date July 25, 1996

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JACKSON COUNTY AVIATION CLUB, INC.

The undersigned incorporator of this corporation, executing these Articles of Incorporation, being a natural person, competent to contract, hereby maintains this corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is Jackson County Aviation Club, Incorporated.

ARTICLE II

Purposes

1. The purpose of this organization shall be to facilitate the members with economical aviation training and recreation through aircraft ownership and the privileges and responsibilities that result. The name of the corporation shall be Jackson County Aviation Club. The initial principle offices of the corporation shall be 2925 Russ Street; Marianna, Florida with a mailing address of Post Office Box 624; Marianna, Florida 32447.

ARTICLE III

Ownership/Club Membership

1. New member may be admitted into the club only after being approved by each member in good standing.

2. The total number of owners (shares outstanding) in the corporation may be limited by a minimum two thirds vote of owners.

3. A person purchasing ownership in the corporation shall become have ownership upon agreement of 100% of owners, and payment in full of share value in either of two methods: 1) Existing outstanding share: As determined by current share owner (seller)
2) New share issue: Issue price to be determined by two thirds vote of corporate shareholders.

4. Upon purchase of outstanding corporate stock, shareholder assumes all financial obligations of outgoing selling shareholder.

including but not limited to personal guarantees, monthly dues, and any and all outstanding financial obligations incurred by the seller/shareholder. Such outstanding obligations, if any are available from the Corporate Treasurer. Note that outgoing members may be relieved of any personal guarantee of corporate debts, per the original debt contracts with creditor(s).

5. There shall be a three month probationary period for new owners, during which the incoming member or current members may decide that the membership is satisfactory. If the prospective new member is unsatisfactory, that new member would receive his original investment back from the club.

6. Member in Good Standing: 1) Attendance of at least 50% of scheduled meetings within the last six months. 2) Current on all financial obligations-Non Delinquent: Delinquency defined as: Any owner failing to pay dues or any sum due the corporation as specified by corporate By-Laws, or otherwise legally due-within one week of the last monthly meeting (this stipulation may be waived by two thirds vote of membership and may be accomplished by a telephone polling of club members). When a delinquent owner fails to pay dues or any other sum owed the corporation, or fails to make appropriate arrangements for the payment thereof within thirty days of the due date, the owner is subject to action as determined by a two thirds majority of the remaining owners.

7. A member may be expelled from the club by a two thirds majority vote of owners in good standing, present at a meeting called for that purpose. One week's notice shall be given to such member, who shall have the right to be heard either in person or by representative at a club meeting called for that purpose. The expelled member would receive an amount not to exceed his original purchase price, upon exit.

8. Withdrawal or expulsion from club may result in permanent loss of all rights and privileges as an member.

ARTICLE IV

Meetings of the Owners

1. All club meetings, except as otherwise noted, shall be held at least monthly at a place to be determined by the membership, and conveyed to the membership by the Secretary.

2. Special meetings shall be held at a time and place as determined by the President or his designate. Such special meetings may also be called by a simple majority of owners. Such special meetings shall be called only after reasonable notice has been given, thereby allowing adequate attendance. If all members are present at any meeting, any business may be transacted without prior notice.

3. At any meeting, a quorum shall consist of fifty percent plus one owner. A quorum meeting shall carry all decisions.

4. The President, or in his absence, a chairman selected by the owners present, shall call the meeting to order and shall act as presiding officer.

5. On an annual basis, the owners shall elect by open nominations and ballot, officers for the upcoming year. Upon the resignation of a club officer, nominations and elections may occur at any meeting of two thirds membership

6. At all meetings of the owners, each owner shall have only one vote, proxies shall be honored.

ARTICLE V

Officers (Corporate Powers)

1. The Board of Directors consists of a President, Secretary and Treasurer/Registered Corporate Agent.

2. The President may appoint any other officer or member to carry out the business of the corporation.

3. The President, Secretary and Treasurer/Registered Agent shall be elected from the members in good standing at the first meeting after the organization of the corporation, annually thereafter on or about the anniversary date of incorporation (club incorporation anniversary is January). The above officers shall hold office until the next anniversary meeting and until their successors are elected.

4. Any or all officers may be bonded at the discretion of the members and at the expense of the corporation.

5. Any officer may be removed from office by a two thirds majority vote of members in good standing.

President

The president shall preside at all meetings. He may call any special meeting, and shall have, subject to the by-laws and control of the members, general charge of the business of the corporation. He shall execute with Secretary, in the name of the corporation, all certificates of ownership, contracts, and instruments which have been approved by the members, subject to paragraph 3 of Article V.

1. The President will be responsible to the owners for the operation of the corporation.

2. When necessary, or where requested by any business institution or an agency within which this corporation may have business transactions, the officers may join in the execution of any document, contract, lease, mortgage, or instrument, and in doing so, bind the owners for all legal purposes, subject to the by-laws, and subject to the approval of the owners.

3. The President, in an emergency situation, shall have the authority and power to act as he sees fit, in the best interest of the club in any matter not covered by corporate By-Laws.

Secretary

1. The Secretary shall keep the minutes of all meetings in books provided for that purpose, and shall make the contents available to all owners. He shall inform all shareholders of all meetings and maintain a current record of members in attendance records. A copy of all Minutes of club meetings shall be distributed to each shareholder. He shall keep a ownership book showing the name of each owner, and other such books and papers as necessary for the operation of the corporation. The Secretary shall maintain a current copy of corporate By-Laws signed by all shareholders.

He shall execute with the President, in the name of the corporation, all certificates of ownership, contracts, and instruments which have first been approved by the owners. In the absence of or disability of the Secretary a designate of the President shall conduct the Secretary duties in the name of the corporation.

Treasurer

1. The Treasurer shall execute in the name of the corporation all checks, which have been co-signed by the President or in his absence, two other owners in good standing, for the expenditures authorized by the owners. He shall receive and deposit all funds of the corporation in the bank. The bank shall be selected by the owners and all funds shall be paid out by check. He shall also account for all receipts, disbursements and balances on hand.

2. The Treasurer shall perform all duties incident to the office, including monthly complete financial reports distributed to each shareholder. Such report shall include a current valuation of assets and liabilities.

3. The Treasurer may be bonded, at the expense of the corporation. All corporate financial transactions shall be handled through the Secretary.

Review Board

1. A review board may be formed for each aircraft incident or accident involving a club member.

2. The review board shall consist of at least two members in good standing who were not involved in the incident/accident, and also a third uninvolved party who is not an owner/member but has a least 100 hours of flight time. Such third party review board member shall be approved by the involved owner and majority of remaining members in good standing.

3. The review board shall take all steps necessary to determine the facts, conditions, and circumstances of the incident/accident. A determination shall be made as to the probable cause and responsibility. Such determination shall be made to the owners and to all parties involved by written notice. A governmental regulatory authority's official finding shall supersede such review board finding.

Hearings

1. The owners, upon receipt of the findings of the review board, shall offer to all parties involved in the incident/accident, the opportunity of a hearing. After the hearing, or if such hearing is waived by all parties involved in the incident/accident, the owners shall decide financial responsibility by majority vote. Such majority vote may assess financial responsibility on the owner(s) involved in the incident/accident.

2. The owners shall not impose financial responsibility on any owner in excess of any deductible insurance assessment for any one incident/accident; this limit may be waived if damage resulted from a violation, or some act, not covered by insurance carried on the aircraft. The member responsible for the damage may then be held liable for the full amount. All action against the responsible party shall be approved by a recorded vote of all owners.

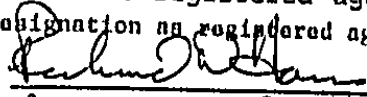
3. All financial obligations imposed on any owner as stated in the previous two paragraphs, shall be satisfied within thirty days of written notice. This time limitation may be extended to a reasonable time period if necessitated, by a two thirds vote of members in good standing.

4. The corporation assumes no responsibility to the owner or to any injured or damaged thing or person for the results of the acts or omissions of an member when operating corporate aircraft, except insofar as protection is afforded by any insurance carried by the corporation, or carried on any aircraft used by the corporation.

ARTICLE VI

The initial principle offices of the corporation shall be 2925 Russ Street, Marianna, Florida with the initial registered agent being Mr. ~~James-Rehwinkel~~. I accept the designation as registered agent.

Richard Harns


RICHARD HARNs, AGENT
~~James Rehwinkel, President~~
Initial Registered Agent
Jackson Cnty Aviation Club Inc

ARTICLE VII

Surplus

1. Net equity, or surplus remaining after satisfaction of corporate liabilities, or sale of assets shall be disposed of per a two thirds vote of owners in good standing. A year end minimum treasury balance shall be determined by the owners if desired; such balance carried forward may be credited equally among owners in good standing for use of flight time credits.

2. In the event the corporation should dissolve, all assets shall be liquidated, liabilities satisfied, with remaining equity to be distributed equally among owners. Owners having unsatisfied debts due the club shall have their respective shares' proceeds reduced by amount owed corporation.

ARTICLE IIX

Aircraft Purchase and use Policy

1. Aircraft may be purchased by the corporation after a two thirds vote of all members in good standing.

2. Aircraft and required equipment required for the safe operation of any aircraft owned by the corporation shall be purchased on an equitable basis with all owners sharing in ownership and financial responsibility. Additional aircraft equipment may be purchased through the injection of Paid In Capital or new share issuance. Such capital investment would be made in the event of limited financial investment by existing shareholders, with the financial burden resting with the investor; as a result all effort should be made by club members and owners to protect such individual investment through financial decisions and

equipment operation. Aircraft, equipment and or other property approved by the owners and purchased with corporate surplus funds shall become the property of the corporation, and thereby subject to club By-Laws.

3. Personal aircraft, equipment and or other property used by any owner while operating corporate aircraft shall automatically release the corporation from any liability which may arise from such operations.

4. The fees for the use of corporate aircraft by owners shall be determined by the owners and should be such that funds generated will be sufficient for the normal maintenance and operation of the aircraft. Operation of the aircraft as described excludes fuel consumption.

5. Owners delinquent in payment of dues are prohibited from flying the aircraft until such dues outstanding are paid.

ARTICLE IX

General

1. These By-Laws may be amended by a 2/3 majority vote of the owners in good standing at any regular meeting or special meeting called for such purpose. Such vote may be taken by mail or phone and any member who fails to reply within thirty days, shall be considered to have affirmed the motion proposed.

2. All correspondence to owners will be addressed to their last known place of residence as recorded with the Secretary. It shall be the duty of each individual member to inform the Secretary of any change in his mailing address.

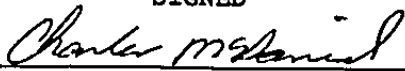
3. Changes in, or amendment to these By-Laws, shall be attached and signed by each owner, who shall then receive a copy. Each owner shall receive a copy of these By-Laws.

Jackson County Aviation Club, Incorporated

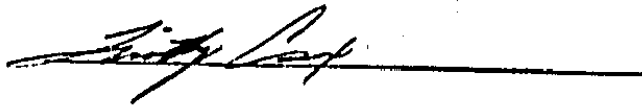
Dedicated to the owners/club members to provide economical aviation training and recreation, with an emphasis on safety, friendship, and sound business practice.

SIGNED

Charles McDaniel
1618 Gretna Hook
Sneads, FL



Timothy Cox
3184 Diana Ln
Marianna, FL




James Rehwinkel
2925 Russ Street
Marianna, FL



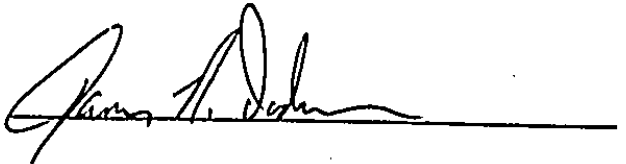
Larry Johnson
2082 Inwood Rd
Grand Ridge, FL



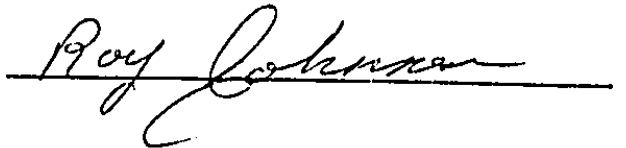
Richard Harns
2344 Hummingbird Lane
Marianna, FL



James Dodson
1925 Gloster Ave
Sneads, FL



Roy Johnson
1866 Mt Cello Rd
Marianna, FL



N96000005098

Jackson County Aviation Club, Inc.
P.O. Box 624
Marianna, FL 32667

October 9, 1996


Ms. Bobbie Eldridge
Department of State-Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Ms. Eldridge:

Per your request for an IRS tax identification number, please note that our tax identification number on file with the Internal Revenue Service is #59-3354491.

Thank you for your patience in helping us in changing to our correct corporate status. If you need additional information, please advise.

Sincerely,


James Rehwinkel
President

updated FEI
10/15/96
BC