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NEW FILINGS	AMENDMENTS			
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	Other			

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November 25, 1996

CRIS FRANKEL 20423 STATE ROAD 7, STE. 101 BOCA RATON, FL 33498

SUBJECT: LIFE FLIGHT CHARITIES, INC.

Ref. Number: W96000024838

We have received your document for LIFE FLIGHT CHARITIES, INC. and your check(s) totaling \$122,50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

The document must contain written acceptance by the registered agent, (i.e "I bereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6052.

Sandy Ng Document Specialist

Letter Number: 296A00053326

ACCEPTAME & REGISTERS AGENT

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 10, 1996

LIFE FLIGHT CHARITIES, INC. 20423 STATE ROAD 7, STE. 101 BOCA RATON, FL 33498

We have received your document for LIFE FLIGHT CHARITIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Cris Frankel Litt Fligh Charities, Full

541-488-1652

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6052.

Sandy Ng Document Specialist

Letter Number: 596A00055093

ARTICLES OF INCORPORATION OF LIFE FLIGHT CHARITIES, INC. A FLORIDA NONPROFIT CORPORATION

Article One - Name

The name of the corporation is Life Flight Charities, Inc.

<u> Article Two – Statement of Corporate Nature</u>

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617, Florida Statutes.

Article Three - General and Specific Purposes

- (a) The specific and primary purposes for which this corporation is formed are (i) to receive and distribute funds for medically necessary transportation of sick and injured parties and their families; (ii) to provide funds and other assistance to other organizations engaged in activities in pursuit of the same or similar purposes; and (iii) to engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.
- (b) The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (the "Code") or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under the Code.
- (c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor

shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article Four - Term

This corporation shall have a perpetual existence.

Article Five - Membership

The corporation shall have a membership distinct from the Board of Directors. Any person paying dues as provided for in the By-Laws of the corporation and by such rules and regulations as the directors may from time to time adopt, is eligible for membership in the corporation. The duties shall from time to time prescribe the form and manner in which application may be made for membership.

Article Six - Incorporator

The name and residence address of the incorporator of this corporation is Cris Frankel, 20423 State Road 7, Suite 101, Boca Raton, FL 33498.

Article Seven - Location Of Principal Office And Identification Of Registered Agent

- (a) The county in the State of Florida where the principal office for the transaction of business of this corporation is to be located is the County of Palm Beach, and its principal office is 20423 State Road 7, Suite 101, Boca Raton, Florida 33498.
- (b) The name and address of this corporation's registered agent is Cris Frankel, at 20423 State Road 7, Suite 101, Boca Raton, FL 33498.

Article Eight - Management Of Corporate Affairs

(a) **Board of Directors**. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted, by a Board of Directors. The number of Directors of the corporation shall be these 3; provided, however, that such number may be changed by a by-law duly adopted by the members.

The directors named herein as the first Board of Directors shall hold office until the first meeting of members, to be held on January 15, 1997 at 7:00 o'clock P.M. at 20423 State Road 7, Suite 101, Boca Raton, FL 33498, at which time an election of directors shall be held. The directors shall be elected by the members at their annual meeting in such number and manner as set forth in the by-laws adopted by the members.

Elected at the first annual meeting, and at all times thereafter, shall serve for a term of two years until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 7:00 o'clock, P.M., in the office of the corporation, or at such other place or places as the Board of Directors may designate, om time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the

same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-Laws of this corporation authorize the directors to so act.

The names and addresses of such first members of the Board of Directors are as follows: (1) Cris Frankel, 20423 State Road 7, Boca Raton, FL 33498; (2) Edward R. Boyer, 9199 Broadlands Lane, Knobesville, VA 22110; (3) Robert Brewster, 6939 Queens Ferry Circle, Boca Raton, FL 33496.

(b) Corporate Officers. The Board of Directors shall elect the following officers: president, executive vice president, treasurer and secretary, and such other officers as the By-Laws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such elections is held, the following persons shall serve as corporate officers: (a) Cris Frankel, 20423 State Road 7, Boca Raton, FL 33498 shall serve as President and Treasurer, and (b) Helen Frankel, 20423 State Road 7, Boca Raton, FL 33498 shall serve as Vice President and Secretary.

Article Nine - By-Laws

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added

to, or new By-Laws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the By-Laws.

Article Ten - Dedication Of Assets

The property of this corporation is irrevocably dedicated to charitable purposes and not part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

<u>Article Eleven – Distribution of Assets</u>

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

Article Twelve -- Indemnification

The corporation shall indemnify each director and officer of the corporation against any and all expenses reasonably incurred by him in connection with, or arising out of, any action, suit or proceeding of any kind in which he may be involved, or is threatened to be made party, by reason of the fact that he is or was a director or officer of the corporation (whether or not he continues to be a director or officer at the ime such expenses are incurred) to the fullest extent permitted by law.

Article Thirteen - Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and present to a quorum of members for their vote. Amendments may be adopted by the vote of a majority of a quorum of the members of the corporation.

The undersigned, being the incorporator of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida, have executed these Articles of Incorporation on December _______, 1996.

		(. Frankle	
STATE OF FLORIDA)	Cris Frankel	
: COUNTY OF PALM BEACH	ss.		

BEFORE ME, a Notary Public in and for the State of Florida, personally appeared Cris Frankel and he acknowledged before me that he executed the same for purposes therein expressed.

WITNESS my hand and official seal on this 6 day of December,

Notary Public State of Florida

(NOTARY SEAL)

My commission expires:

1996.



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Cris Frankel, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Dated at Boca Raton, Palm Beach County, Florida on this 640. day of December, 1996.

By:_____

Its Agent, Cris Frankel

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February 27, 1997

Amendment Section Division of Corporations 409 East Gains Street Tallahassee, FL 32314

Re: Name Change

Dear Amendment Section:

Enclosed please find our Articles of Amendment and our check for \$35.00. Thank you for your expeditious documentation of this request.

Sincerely.

Cris Frankél President

FILLUIA SSEE, FLOW

ARTICLES OF AMENDMENT

To Articles of Incorporation of Life Flight Charities, Inc., 20423 State Road 7, Suite 101, Boca Raton, FL 33498.

We hereby amend the corporate name, Life Flight Charities, Inc. to, Health Flight, Inc. This Amendment is adopted this 27th day of February, 1997.

There are no members certified to vote on the Amendment. The Amendment was adopted by the Board of Directors.

Signed by:

Cris Frankel, President

February 27, 1997