

N980000001199

R. PATRICK PHILLIPS

POST OFFICE BOX 1153

ORLANDO, FL 32802-1153

TELEPHONE (407) 425-7676

FACSIMILE (407) 425-7679

R. PATRICK PHILLIPS

200 N. THORNTON AVENUE

ORLANDO, FL 32801-2164

February 10, 1998

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32301

700002431317--6
-02/16/98--01067--006
****122.50 ****122.50

Re: EAA International Aerobatic Club Chapter 108, Inc.

Dear Madam/Sir:

Enclosed herewith please find the following relative to the filing of the above-referenced corporation:

1. Original and one copy of Articles of Incorporation
2. Check in the sum of \$122.50, to cover the following:

A.	Filing Fees	35.00
B.	Certified Copy	52.50
C.	Registered Agent Designation	35.00
		<u>\$122.50</u>

Thank you for your help in this matter.

Very truly yours,

Deborah Nelson for

R. Patrick Phillips

RPP\down
Enclosure

789,534,2550
W98-3439

98 MAR -2 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

B. REC. FEB 16 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 16, 1998

R PATRICK PHILLIPS, ESQUIRE
PO BOX 1153
ORLANDO, FL 32802-1153

SUBJECT: EAA INTERNATIONAL AEROBATIC CLUB CHAPTER 108, INC.
Ref. Number: W98000003439

We have received your document for EAA INTERNATIONAL AEROBATIC CLUB CHAPTER 108, 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):

PLEASE LIST YOUR DIRECTORS IN ARTICLE VII, SECTION 2.

Please return the original and one copy of 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 (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 098A00008834

**ARTICLES OF INCORPORATION
OF
EAA INTERNATIONAL AEROBATIC CLUB
CHAPTER 108, INC.**

FILED
98 MAR -2 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(a corporation not for profit)

We, the undersigned have associated ourselves together, for the purpose of becoming incorporated under the laws of the State of Florida as a corporation not for profit, pursuant to the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be EAA INTERNATIONAL AEROBATIC CLUB CHAPTER 108, INC.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual; and the corporation's existence will commence upon the filing and approval of these Articles by the Secretary of State of Florida.

ARTICLE III - PURPOSES

Section 1 - The purposes of the corporation shall be as follows:

- (a) To encourage, aid and engage in research, including that of a scientific nature, for the improvement and better understanding of aviation and the art of aerobatics.

(b) To promote and encourage aerobatic education and competition, on a national and international level.

(c) To promote and encourage aviation safety in the design, construction, and operation of all types of aircraft.

(d) To encourage and engage in research for the improvement and better understanding of aviation and the science of aeronautics.

(e) To foster, promote, and engage in aviation education.

(f) To promote and encourage grass roots efforts relating to aviation research and development.

(g) To foster closer fellowship among its members through the exchange of ideas of mutual interest.

(h) To operate as a local Chapter of the International Aerobatic Club, a division of the Experimental Aircraft Association.

Section 2 - Notwithstanding any other provisions of these Articles, these purposes are limited to those described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future or amended United States Internal Revenue Code.

ARTICLE III - POWERS

The corporation shall have and exercise all powers granted a corporation not for profit under Chapter 617, Florida Statutes, which may be necessary or convenient to effect any and all of the scientific, educational, and other purposes for which this corporation is organized. It shall be able to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the income therefrom and expand the corporation. It shall however, be subject to the following limitations:

- A. All activities of this corporation shall be non-partisan and non-sectarian.
- B. No part of the net earnings of this corporation shall inure to the benefits of any director, officer, or affiliated persons of this corporation, or to any private individual; except that, reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes.
- C. Notwithstanding any other provision of these articles, this corporation will not carry on other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation whose contributions are deductible under Section 170(c)(2) of the Internal

Revenue Code of 1954 or any other corresponding provision
of any future United States Internal Revenue Law.

ARTICLE IV - SUBSCRIBERS

The names and residence address of the original subscribers to
the original Articles of Incorporation are as follows:

R. Curtis Morehouse	Deboraha' Beach
1651 Sand Key Estates, Apt. 41	1651 Sand Key Estates, Apt. 41
Clearwater, Florida 33767-2933	Clearwater, Florida 33767-2933

James Taylor
4391 Cass Street
Webster, Minnesota 55088

ARTICLE V - OFFICERS AND BOARD OF DIRECTORS

Section 1 - The business, property, and affairs, of this
corporation shall be managed by the Officers and a Board of
Directors.

Section 2 - The officers of this corporation shall be a
President, Vice-President, Secretary, and Treasurer and such other
officers as may be provided for in the By-Laws of the corporation.
One person may fill more than one office at any time.

Section 3 - The Board of Directors shall be composed of all
Officers and Directors and shall number not less than three (3)
total members, the exact number to be determined as provided for in
the By-Laws.

Section 4 - The Officers and Directors shall be elected or
appointed as provided for in the By-Laws.

ARTICLE VI - ORIGINAL OFFICERS

The names of the officers of this corporation, who, subject to
these Articles, the By-Laws of the corporation, and the laws of the

State of Florida, will hold office until their successors are duly elected and qualified at the first Annual Meeting of the corporation on are:

President:	James Taylor
Vice President:	R. Curtis Morehouse
Secretary\Treasurer:	Deboraha Beach

ARTICLE VII - ORIGINAL BOARD OF DIRECTORS

Section 1 - There shall be a Board of Directors for this corporation which shall consist of not less than three. Except for the number constituting the initial Board of Directors, the number of Directors may be increased or diminished from time to time in accordance with the By-Laws adopted by the Directors of the corporation.

Section 2 - The names of the members of the first Board of Directors, who, subject to these Articles, the By-Laws of this corporation, and the laws of the State of Florida, are to hold office until their successors have been duly elected and qualified are:

R. Curtis Morehouse	Deboraha' Beach
1651 Sand Key Estates, Apt. 41	1651 Sand Key Estates, Apt. 41
Clearwater, Florida 33767-2933	Clearwater, Florida 33767-2933

James Taylor
4391 Cass Street
Webster, Minnesota 55088

Section 3 - The initial members of the Board of Directors hereinabove named were authorized and empowered to hold the Organizational Meeting of the corporation and were authorized and empowered to do and perform all acts and things necessary for and incidental to the organization of this corporation.

ARTICLE VIII - MEMBERSHIP

Any person is eligible for membership who is of good moral character and who is at the time of application and at all times thereafter, a member in good standing of the Experimental Aircraft Association, Inc. (or a spouse or a child of a member in good standing of the Experimental Aircraft Association, Inc.) is eligible for membership in this chapter.

ARTICLE IX - AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation may be adopted by a 2/3 vote of the entire Board of Directors present in person or by written proxy at any regular or special meeting called for that purpose. Notice of the proposed action with respect to the Articles of Incorporation shall be mailed to each Director at least ten (10) days before such meeting, and such notice shall contain a statement of the proposed action to be taken at such meeting with respect to the Articles of Incorporation and, where applicable, of the particular change, alteration, amendment, or addition to the Articles of Incorporation to be voted upon at such meeting.

ARTICLE X - BY-LAWS

The By-Laws of this corporation shall be made, altered, amended, or rescinded from time to time in whole or in part by a majority vote of the entire Board of Directors present in person or by written proxy at any regular or special meeting called for that purpose. Notice of the proposed action with respect to the By-Laws shall be mailed to each Director at least ten (10) days before such meeting, and such notice shall contain a statement of the proposed action to be taken at such meeting with respect to the By-Laws and, where applicable, of the particular change, alteration, amendment, or addition to the By-Laws to be voted upon at such meeting.

ARTICLE XI - DISSOLUTION

In case of the dissolution of the corporation, all of its property, on the winding up of its affairs shall vest in the name of the last elected chairman of the Board of Directors of the corporation, who shall convey all property, both real and personal, to any organization whose purpose is similar to that of the corporation and who is a tax exempt organization described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code or if none can be decided upon then to any other tax exempt organization or the federal, state, or local government for

exclusive public purpose as may be determined by the Board of Directors.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1651 Sand Key Estates, Apt. 41, Clearwater, Florida 33767-2933 and the name and address of the initial Registered Agent of the corporation is R. Patrick Phillips, Esquire, 200 North Thornton Avenue, Orlando, Florida 32801-2164.

ARTICLE XIII - INCORPORATORS

The names and addresses of the persons signing these ARTICLES OF INCORPORATION are:

R. Curtis Morehouse
1651 Sand Key Estates, Apt. 41
Clearwater, Florida 33767-2933

IN WITNESS WHEREOF, the undersigned subscribers have executed these ARTICLES OF INCORPORATION this 27th day of January, 1998.



R. Curtis Morehouse

STATE OF FLORIDA

COUNTY OF PINELLAS

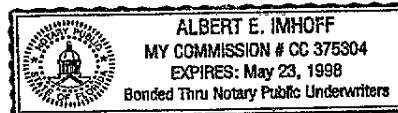
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally known to me appeared R. CURTIS MOREHOUSE, known by me to be the person who executed the foregoing ARTICLES OF INCORPORATION, and who acknowledged before me that he executed those ARTICLES OF INCORPORATION, and who has taken an oath.

THE FOREGOING INSTRUMENT was acknowledged before me this 27 day of January, 1998, by R. CURTIS MOREHOUSE, who is personally known to me or who has produced a Florida driver's license, and who did/did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 27 day of January, 1998.



(Print Name)
Notary Public-State of Florida
My Commission expires:



**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 EAA INTERNATIONAL AEROBATIC CLUB CHAPTER 108, INC. desiring to organize under the laws of the State of Florida, with its principal offices located at 1651 Sand Key Estates, Apt. 41, Clearwater, Florida 33767-2933, has named R. PATRICK PHILLIPS, ESQUIRE, whose address is 200 North Thornton Avenue, Orlando, Florida 32801-2164, as its agent to accept service of process within this State.

SECOND: Having been named to accept service of process for the above stated corporation, at the 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.


R. PATRICK PHILLIPS

FILED
98 MAR -2 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA