

N98000006214



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 015738 4805939

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 78.75

ORDER DATE : October 30, 1998

ORDER TIME : 11:16 AM

ORDER NO. : 015738-005

CUSTOMER NO: 4805939

CUSTOMER: Gary W. Huston, Esq
BEGGS & LANE
BEGGS & LANE
P. O. Box 12950

Pensacola, FL 32576-2950

DOMESTIC FILING

NAME: TRADER JON'S PRESERVATION
SQUADRON, INC.

EFFECTIVE DATE:

000002676830--9

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

Dmpy
10/30/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 30 PM 12:42

FILED

RECEIVED
98 OCT 30 PM 12:07
DIVISION OF CORPORATION

FILED

98 OCT 30 PM 12:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

TRADER JON'S PRESERVATION SQUADRON, INC.

The following subscriber hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a not-for-profit corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Trader Jon's Preservation Squadron, Inc.

ARTICLE II

The corporation shall have perpetual existence, beginning on the date of filing these Articles in the office of the Secretary of State of Florida.

ARTICLE III

The corporation is organized and shall be operated exclusively for the charitable, historic, civic, and educational purposes of acquiring and preserving Trader Jon's, which is a naval aviation treasure. In furtherance of such purposes, the Corporation shall have the following powers:

(A) To receive and administer funds and contributions received by gift, deed, bequest, or devise, and otherwise to acquire money, securities, property, rights, and services of every kind and description and to hold, invest, expend, contribute, use, sell, or otherwise dispose of money, securities, property, rights or services so acquired, for the purposes mentioned above;

(B) To borrow money and/or property and to make, accept, endorse, execute and issue bonds, debentures, promissory notes and other corporate obligations for monies borrowed, or in payment for property acquired, or for any of the purposes of the Corporation, and to secure payment of such obligations by mortgage, pledge, deed, debenture, agreement or other instruments of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation;

(C) To invest its funds in such mortgages, bonds, notes, debentures, shares of preferred and common stock and any other securities of any kind whatsoever and in property, real, personal, or mixed, tangible or intangible, all as the Corporation's Board of Directors shall deem advisable and as may be permitted by law;

(D) To make gifts or contributions in furtherance of the Corporation's purposes; and

(E) In addition to the foregoing, the Corporation shall have all powers that may be conferred by the laws of Florida, as now existing or hereafter amended, upon not-for-profit corporations.

However, the Corporation is organized and in all events shall be operated exclusively for charitable, historic, civic and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law, in the course of which operation:

(i) no part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to or for the benefit of, its members, directors, officers, or other 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 herein;

(ii) no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code; and

(iii) notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IV

Any individual interested in membership in the Corporation may become a member upon satisfaction of the requirements for membership as from time to time stated in the Corporation's bylaws.

ARTICLE V

The name and street address of the incorporator are as follows:

Name

Address

Gary W. Huston

3 West Garden Street, Suite 600
Pensacola, FL 32501

ARTICLE VI

Under the direction of the Board of Directors, the affairs of the Corporation are to be managed by the officers of the Corporation, which are a president, vice-president, secretary, treasurer and such other officers as may be specified from time to time in the Corporation's bylaws. Officers shall be elected annually by the Corporation's Board of Directors.

ARTICLE VII

The Board of Directors of the Corporation shall have the number of members specified from time to time in the Corporation's bylaws, but not less than three (3) persons. The Board of Directors shall be elected or appointed in the manner stated in the Corporation's bylaws.

ARTICLE VIII

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed, after paying or making provision for the payment of all liabilities of the Corporation, in accordance with a plan of distribution, adopted by the Board of Directors, exclusively to charitable, historic, civic, or educational organizations which are engaged in affairs substantially similar to those of the Corporation and which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and the Treasury Regulations issued thereunder, preferably to organizations so qualifying that are organized and operated exclusively for such purposes in the greater Pensacola, Florida geographic area. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For the purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated

exclusively for the purposes described in Section 170 of the Internal Revenue Code of 1986 and as described in Section 509(a)(1), (2) or (3) of said Code.

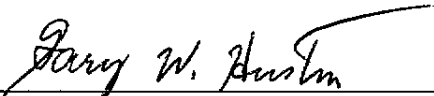
ARTICLE IX

The street address of the Corporation's initial principal place of business is 2381 Lansing Dr., Pensacola, Florida 32504. The initial mailing address of the Corporation is P.O. Box 10464, Pensacola, Florida 32524.

ARTICLE X

The street address of the Corporation's initial registered office is 3 West Garden Street, Suite 600, Pensacola, Florida 32501. The Corporation's initial registered agent is Gary W. Huston whose business street address is 3 West Garden Street, Suite 600, Pensacola, Florida 32501, where process may be served.

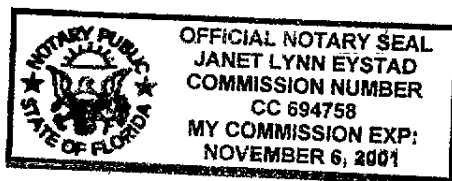
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of October, 1998.



Gary W. Huston, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 29 day of October, 1998, by Gary W. Huston, who is personally known to me and who ~~did~~ did not take an oath.





NOTARY PUBLIC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

98 OCT 30 PM 12:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 607.0501, Florida Statutes, the following is submitted: that
Trader Jon's Preservation Squadron, Inc., desiring to organize or qualify under the laws of the State
of Florida, with its principal place of business at 2381 Lansing Drive, Pensacola, Florida 32504, has
named Gary W. Huston, a resident of Santa Rosa County, Florida, whose business address is 3 West
Garden Street, Suite 600, Pensacola, FL 32501, as its agent to accept service of process within
Florida.

TRADER JON'S PRESERVATION SQUADRON, INC.

By: Gary W. Huston
Gary W. Huston, Incorporator

ACCEPTANCE:

Having been named as registered agent and to accept service of process for the above stated
corporation at the place designated in this certificate, I hereby accept the appointment as registered
agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes
relating to the proper and complete performance of my duties, and I am familiar with and accept the
obligations of my position as registered agent.

Gary W. Huston
Gary W. Huston