

N99000000/658

March 8, 1999

Secretary of State
Division of Corporations
P.O. box 6327
Tallahassee, Florida 32314

Dear Sirs:

Please file these Articles of Incorporation on behalf of ZEPHYRHILLS AERO CLUB, INC., a not for profit organization, with the Secretary of State. Please date the corporation to begin as of March 5, 1999. Please mail a copy of the acceptance and the articles to:

Professional Accounting Associates, Inc.
7522 N. 40th Street
Tampa, Florida 33604

900002802589--9
-03/11/99-01076-006
****122.50 *****78.75

Thank You.

Sincerely,



Professional Accounting Associates, Inc.

ENCLOSURES: ORIGINAL ARTICLES OF INCORPORATION
CHECK PAYABLE TO SECRETARY OF STATE FOR
\$122.50

PRS/slc

FILED
99 MAR 11 AM 10:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK MAR 17 1999

ARTICLES OF INCORPORATION
OF
ZEPHYRHILLS AERO CLUB, INC.

A Corporation Not for Profit

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The general nature and the object and purpose of this corporation shall be to promote knowledge and practice of safe flying and to make low-cost flying available to its members on a nonprofit basis.

ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE III

The principal office of this corporation shall be located at 35213 S.R. 54 W.; Zephyrhills, Florida 33541. The Board of Directors may, from time to time, move the principal office to any other address and may establish branch offices and other places of business as may be deemed expedient.

ARTICLE IV

The business of this corporation shall be conducted by its Board of Directors. This corporation shall have a minimum of five (5) directors and no more than thirteen (13) directors. Each director shall hold office until his successor shall be elected and qualified. The duties, powers and functions of the Board of Directors shall be as usually devolve upon such director unless otherwise provided by the By-Laws.

ARTICLE V

The qualifications of the members of this Corporation shall be as provided by the By-Laws of this Corporation.

ARTICLE VI

The names of the first Board of Directors are as follows: Dan Evans, President; Kathie Beaty, Vice-President; Joel Joffrion, Treasurer/Safety Officer; Barry Wallace, Maintenance Officer; Dan Woodford; Ray Lufst; Rich Fournier; John Ralle; Teresa Conrad; Paul Short; Don Keller; Katia Kenyon; George Hannon. The address of the Board of Directors is as follows: 7522 N. 40th Street; Tampa, Florida 33604.

ARTICLE VII

The names of the subscribers to these Articles of Incorporation are as follows: Dan Evans, Kathie Beaty, Joel Joffrion, Barry Wallace, Dan Woodford, Ray Lufst, Rich Fournier, John Ralle, Teresa Conrad, Paul Short, Don Keller, Katia Kenyon, George Hannon. The address of the subscribers to these Articles of Incorporation is as follows: 7522 N. 40th Street; Tampa, Florida 33604.

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, unless all directors sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX

The Registered Agent for the Corporation shall be Joel Joffrion.

ARTICLE X

The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation are as follows:

Dan Evans, President
Kathie Beaty, Vice-President/Secretary
Joel Joffrion, Treasurer/Safety Officer
Barry Wallace, Maintenance Officer

The officers shall manage the affairs of the Corporation, and they shall be elected as provided in the By-Laws of this Corporation.


ARTICLE XI

In the event of dissolution of this Corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code or to the federal, state or local government for exclusive public purpose.

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any 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 or the corresponding provision of any future United States Internal Revenue Law, or (b) a

corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or any other corresponding provision of any future United States Internal Revenue Code.

IN WITNESS WHEREOF, the Subscribers to these Articles of Incorporation have hereunto executed the foregoing instrument, on this 5th day of March, 1999.


Joel Joffron, Incorporator

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST, that Zephyrhills Aero Club, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 35213 S.R. 54 W; Zephyrhills, Florida 33541, has named Joel Joffrion, 7522 N. 40th Street; Tampa, Florida 33604, as its agent to accept service of process within Florida.


JOEL JOFFRION

DATED: 3-8-99

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


JOEL JOFFRION

DATED: 3-8-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA