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BRODIE & PAWLUC
COUNSELLORS AT LAW

July 14, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

RE: Articles of Incorporation
Witham Airport Action Majority, Inc.

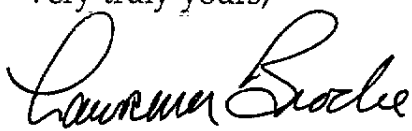
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of the above corporation and a check in the amount of \$78.75 (\$35.00-filing fee, \$35-Registered Agent Designation, and \$8.75-certified copy). Upon filing, please return a certified copy of the Articles.

From: Brodie & Pawluc
525 Camden Avenue
Stuart, FL 34994
Telephone: (561) 221-0110

Thank you in advance for your attention to this matter.

Very truly yours,



Lawrence P. Brodie

rlb
Enclosures

FILED
99 SEP 14 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 26, 1999

LAWRENCE P. BRODIE
BRODIE & PAWLUC
525 CAMDEN AVENUE
STUART, FL 34994

SUBJECT: WITHAM AIRPORT ACTION MAJORITY, INC.
Ref. Number: W99000017083

We have received your document for WITHAM AIRPORT ACTION MAJORITY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 799A00037905



September 10, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation
Witham Airport Action Majority, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of the above corporation along with a copy of your letter dated July 26, 1999. Upon filing, please return a certified copy of the Articles.

From: Brodie & Pawluc
525 Camden Avenue
Stuart, FL 34994
Telephone: (561) 221-0110

Thank you in advance for your attention to this matter.

Very truly yours,

Lawrence P. Brodie

rlb
Enclosures

ARTICLES OF INCORPORATION
OF
WITHAM AIRPORT ACTION MAJORITY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this Corporation is WITHAM AIRPORT ACTION MAJORITY, INC., and it shall have perpetual duration.

ARTICLE II. ADDRESS

The street and mailing address of the principal office of the Corporation is 2336 SE Ocean Boulevard, #172, Stuart, Florida 34996.

ARTICLE III. EFFECTIVE DATE

This document shall become effective when filed.

ARTICLE IV. PURPOSE

This Corporation is a not for profit corporation. The general purposes for which this Corporation is formed are: (i) to promote for the benefit of the general population of Martin County an environment, as is reasonable possible, free of aircraft exhaust fumes and noise; (ii) to provide baseline information on air quality and noise related to Witham Field to ensure the effective implementation of management strategies using the best available scientific information; (iii) to promote communication and cooperation among citizens, public agencies, private organizations and individuals in support of quiet and clean Martin County; (iv) to increase the public's knowledge about air and noise pollution from Witham Field and promote clean air and noise reduction; (v) to promote the quality of life in Martin County; and (vi) to support the efforts to move the airport from Stuart environs.

For the accomplishment of the purposes herein stated, the Corporation may acquire, hold, own, manage, lease, mortgage or otherwise dispose of real and personal property of every kind and character and to accept gifts thereof from living persons and by will or otherwise, and to exercise all the rights, powers and privileges of a natural owner of such property.

ARTICLE V. BOARD OF DIRECTORS

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the Corporation shall never be fewer than three and the actual number and their election shall be as provided in the bylaws.

The directors named herein as the board of directors shall hold office until the next meeting of members. Directors elected at the next annual meeting, and at all times thereafter, shall serve as provided in the bylaws. Annual meetings shall be held on the second Thursday in May of each year, beginning in 2000, at such place and time as the board of directors may designate 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 the 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 that 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 bylaws of this Corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential and business addresses of the persons who are the incorporators and are to serve as initial directors are:

<u>Name</u>	<u>Residential and Business Address</u>
William F. Shanley	2600 SE Ocean Boulevard, N-7 Stuart, Florida 34996
Maryellen McCormick	1800 S.E. St. Lucie Boulevard Stuart, Florida 34996
Ronald D. V. Turner	25 Island Road Stuart, Florida 34996

ARTICLE VI. OFFICERS

The board of directors shall elect the following officers: president, vice-president, treasurer, and secretary, and such other officers as the bylaws of this Corporation may authorize the directors to elect from time to time. Such officers shall be elected at the next annual meeting of the board of directors. Until such election is held, William Shanley shall serve as President, Maryellen McCormick shall serve as Vice-President, and Ronald D. V. Turner shall serve as Treasurer and Secretary.

ARTICLE VII. MEMBERS

The Corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The Corporation may have a membership distinct from the board of directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

ARTICLE VIII. REGISTERED AGENT

The street address of the registered office of the Corporation is 525 Camden Avenue, Stuart, Florida 34994. The name of its registered agent at such address is Lawrence P. Brodie.

ARTICLE IX. BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Not for Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the Corporation, the bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE X. NO BENEFIT

The property of this Corporation is irrevocably dedicated to purposes stated in these Articles of Incorporation and no part of the net income or assets of this Corporation shall ever inure to the benefit of or be distributable to any director, officer, or member thereof, or to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions if furtherance of the purposes set forth in Article IV above.

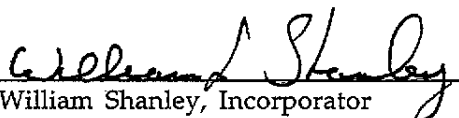
ARTICLE XI. DISSOLUTION

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 not for profit 501(c)(3) organization dedicated to improving the quality of life in Martin County. However, if an organization is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of the Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

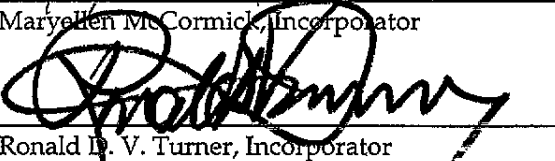
ARTICLE XII. AMENDMENTS

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and may be adopted by a vote of at least two-thirds as provided in the bylaws.

We, the undersigned, being the incorporators and initial directors of this Corporation, have executed these Articles of Incorporation on September 2, 1999.


William Shanley, Incorporator


Maryellen McCormick, Incorporator


Ronald D. V. Turner, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

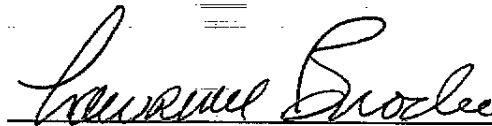
PURSUANT TO THE PROVISIONS OF SECTION 617.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is WITHAM AIRPORT ACTION MAJORITY, INC.
2. The name and address of the registered agent and office is:

Lawrence P. Brodie
525 Camden Avenue
Stuart, FL 34994

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.

Dated September 9th, 1999



Lawrence P. Brodie, Registered Agent

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TALLAHASSEE, FLORIDA